

Municipal Liquidity Facility
Issuer Certification Packet

Overview: An issuer wishing to participate in the Municipal Liquidity Facility (“Facility”) must make the following certifications in order to qualify as an Eligible Issuer:

1. *Solvency.* Pursuant to section 13(3) of the Federal Reserve Act and the Board’s Regulation A, an issuer must make a certification regarding solvency. (pages 2-3)
2. *Lack of Adequate Credit.* Pursuant to section 13(3) of the Federal Reserve Act and the Board’s Regulation A, an issuer must certify that it is unable to secure adequate credit accommodations from other banking institutions. (pages 2-3)
3. *Conflict of Interest.* The issuer must certify that it is not subject to the conflict of interest requirements in section 4019 of the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”). (pages 4-5)
4. *U.S Business.* The issuer must certify that it is not subject to the U.S. business requirement in section 4003(c)(3)(C) of the CARES Act. (pages 6-7)
5. *MLF Closing Certification.* The Issuer must certify that the closing documents are identical to the forms submitted with its Application. (page 8)

Signatories. The Certifications regarding solvency and adequate credit are required by Regulation A to be signed by the “Chief Executive Officer” or an authorized officer of the issuer. The Certifications regarding conflict of interest and business requirements are required by the CARES Act to be signed by the “Principal Executive Officer” and the “Principal Financial Officer” of the Issuer or individuals performing similar functions. We understand that most Eligible Issuers in the MLF are not the type of entity that is likely to have an official designated as the “Principal Executive Officer” or “Principal Financial Officer.” For most Eligible Issuers, the Governor, Mayor, County Supervisor or Manager, City Supervisor or Manager or other similar official will be the Principal Executive Officer under local law. The Principal Financial Officer will be the official responsible for managing the financial actions of the Eligible Issuer under local law.

Certifications Regarding Solvency and Adequate Credit

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the Municipal Liquidity Facility (the “**Facility**”) authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) and the Secretary of the Treasury on April 8, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343, and the Board’s Regulation A, 12 CFR part 201.

Under the Facility, which is being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through the Municipal Liquidity Facility LLC (“**MLF**”), eligible issuers may issue certain short-term municipal securities (“**Eligible Notes**”) to the MLF.

Section 13(3) and the Board’s Regulation A place certain conditions on participants in the Facility. In particular:

1. Not Insolvent. The Issuer must certify that it is not insolvent. For the purposes of this certification, a person or entity is “insolvent” if it is in bankruptcy or any other Federal or State insolvency proceeding (as defined in paragraph B(ii) of Section 13(3) of the Federal Reserve Act), or if the person or entity was generally failing to pay undisputed debts as they become due during the 90 days preceding the date of issuance under the Facility.
2. Lack of adequate credit. Issuer must certify that it is unable to secure adequate credit accommodations from other banking institutions. This certification may be based on economic conditions in the market or markets intended to be addressed by the Facility. For purposes of this certification, Issuer may consider current economic or market conditions as compared to usual economic or market conditions, including the inability of municipal securities issuers facing increased outlays and decreased revenues to meet fully their financing needs through the capital markets. For purposes of certifying that Issuer is unable to secure adequate credit accommodations elsewhere, the Issuer need not establish that credit is unavailable, rather that credit accommodations may be available, but at prices or on conditions that are inconsistent with a normal, well-functioning market.

The Issuer must provide a certification regarding solvency and lack of adequate credit. The certification must be made in writing by its chief executive officer or other authorized officer.

Form of Certification:

Certification

I, the undersigned chief executive officer or other authorized officer of the eligible issuer named below (“**Issuer**”), make this certification in connection with Issuer’s participation in the Municipal Liquidity Facility (the “**Facility**”) authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) on April 8, 2020, under section 13(3) of the Federal Reserve Act (the “**Act**”), as such authorization may be amended from time to time.

I hereby certify as of [insert pricing date] and the date hereof to the Board and the Secretary of the Treasury that:

- (1) Issuer is unable to secure adequate credit accommodations from other banking institutions; and
- (2) Issuer is not “insolvent” as further described below.

For the purposes of this certification, a person or entity is “insolvent” if it is in bankruptcy or any other Federal or State insolvency proceeding (as defined in paragraph B(ii) of Section 13(3) of the Act), or if the person or entity was generally failing to pay undisputed debts as they become due during the 90 days preceding the date of borrowing under the Facility. In addition, for purposes of this certification, the Issuer may rely on the instructions to this certification.

I further certify that, if any of the information in this certification changes, the Issuer will immediately notify the Federal Reserve Bank of New York.

I further acknowledge that the Board will make public and nonpublic disclosures with respect to extensions of credit made pursuant to the Facility, including without limitation disclosures of the identity of the Issuer, identifying details concerning the assets or collateral held in connection with the Facility, the date and amount of the extensions of Facility credit to the Issuer, the form in which such credit was provided and other material terms of the extension of credit. On behalf of the Issuer, I consent to such disclosure.

Name of Issuer

Chief Executive Officer or Authorized Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

Certification Regarding Section 4019 of the CARES Act

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the Municipal Liquidity Facility (the “**Facility**”) authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) and the Secretary of the Treasury on April 8, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343, and the Board’s Regulation A, 12 CFR part 201.

Under the Facility, which is being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through the Municipal Liquidity Facility LLC (“**MLF**”), eligible issuers may issue certain short-term municipal securities (“**Eligible Notes**”) to the MLF.

Section 4019 of the Coronavirus Aid, Relief, and Economic Security Act (“**section 4019**”) applies certain conflict of interest restrictions to entities that issue equity interests if 20 percent or more of any class of its equity interests is owned by the President, Vice President, the head of an Executive Department, or a Member of Congress (collectively, “**covered individuals**”), or by the spouse, child, son-in-law, or daughter-in-law of a covered individual (all terms as defined section 4019). An issuer is not subject to the conflict of interest restrictions under section 4019 if it issues no equity interests. For purposes of section 4019, the term “equity interest” means (A) a share in an entity, without regard to whether the share is transferable or classified as stock or anything similar; (B) a capital or profit interest in a limited liability company or partnership; or (C) a warrant or right, other than a right to convert, to purchase, sell, or subscribe to a share or interest described in clause (A) or (B), respectively. We understand that most eligible issuers in the MLF are not the type of entity that is likely to have an equity interest for purposes of section 4019. For the avoidance of doubt, however, the Issuer should confirm that it has no equity interests.

The Issuer must provide this certification regarding section 4019. The certification must be made in writing by its principal executive officer and principal financial officer, or individuals performing similar functions.

Form of Certification:

Certification

I, the undersigned principal executive officer and principal financial officer of the eligible issuer named below (“Issuer”), or individuals performing similar functions, hereby attest to the Board of Governors of the Federal Reserve System (“Board”), the Secretary of the Treasury, the Federal Reserve Bank of New York (“FRBNY”), and the Municipal Liquidity Facility LLC (“MLF”) that, as of [insert pricing date] and the date hereof, Issuer is not subject to the conflict of interest restrictions under section 4019 of the Coronavirus Aid, Relief, and Economic Security Act (“section 4019”) because it issues no equity interests. For purposes of this certification, the Issuer may rely on the instructions to this certification.

I further attest that the Issuer will immediately notify FRBNY if the Issuer becomes subject to the conflict of interest restrictions under section 4019. If the Issuer becomes subject to the restrictions under section 4019, the Issuer will not enter into any transaction with the MLF.

I further attest that, if any other information in this certification changes, Issuer will immediately notify the FRBNY.

Name of Issuer

Principal Executive Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

Principal Financial Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

Certification Regarding Section 4003(c)(3)(C) of the CARES Act

The issuer named on the signature page hereof (the “**Issuer**”) wishes to qualify to participate in the Municipal Liquidity Facility (the “**Facility**”) authorized by the Board of Governors of the Federal Reserve System (the “**Board**”) and the Secretary of the Treasury on April 8, 2020, as such authorization may be amended from time to time, under section 13(3) of the Federal Reserve Act, 12 U.S.C. § 343, and the Board’s Regulation A, 12 CFR part 201.

Under the Facility, which is being provided by the Federal Reserve Bank of New York (the “**FRBNY**”) through the Municipal Liquidity Facility LLC (“**MLF**”), eligible issuers may issue certain short-term municipal securities (“**Eligible Notes**”) to the MLF.

Under section 4003(c)(3)(C) of the Coronavirus Aid, Relief, and Economic Security Act (“**section 4003(c)(3)(C)**”), the Facility may not purchase obligations or other interests from a business unless the business is created or organized in the United States or under the laws of the United States and has significant operations in and a majority of its employees based in the United States. Section 4003(c)(3)(C) does not apply to obligations or other interests purchased from an issuer that is not a business. For purposes of section 4003(c)(3)(C), a U.S. state, city, county, multi-state entity (as such term is defined in the Facility’s term sheet), political subdivision, or governmental entity that is not organized for profit is not a business.

The Issuer must provide this certification regarding section 4003(c)(3)(C). The certification must be made in writing by its principal executive officer and principal financial officer, or individuals performing similar functions.

Form of Certification:

Certification

I, the undersigned principal executive officer and principal financial officer of the eligible issuer named below (“Issuer”), or individuals performing similar functions, hereby attest to the Board of Governors of the Federal Reserve System (“Board”), the Secretary of the Treasury, the Federal Reserve Bank of New York (“FRBNY”), and the Municipal Liquidity Facility LLC (“MLF”) that, as of [insert pricing date] and the date hereof, Issuer is not a business for purposes of section 4003(c)(3)(C) of the Coronavirus Aid, Relief, and Economic Security Act. For purposes of this certification, the Issuer may rely on the instructions to this certification.

I further attest that, if any information in this certification changes, Issuer will immediately notify the FRBNY.

Name of Issuer

Principal Executive Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

Principal Financial Officer

By:
Name:
Title:
E-mail:
Phone:
Date:

INFORMATIONAL PURPOSES ONLY

MLF Closing Certification

I, the undersigned chief executive officer or other authorized officer of the eligible issuer named below (“Issuer”), hereby certifies that the documents submitted in connection with the closing of the purchase by MLF of Issuer’s notes on [date] (the “Closing Documents”) are identical to the draft documents submitted in connection with the Application, except for the insertion of dates, signatures and pricing detail. Attached are redlined copies of each such document.

[Issuer]

By: _____

Name

Title

Date

INFORMATIONAL PURPOSES ONLY