

Municipal Liquidity Facility Notice of Interest

Instructions

The Municipal Liquidity Facility (“MLF”), which has been authorized under Section 13(3) of the Federal Reserve Act, will support lending to U.S. states and the District of Columbia (together, “States”), U.S. cities with a population exceeding 250,000 residents (“Cities”), U.S. counties with a population exceeding 500,000 residents (“Counties”), and certain Multi-State Entities (each, an “Eligible Issuer”). The Federal Reserve Bank of New York (“Reserve Bank”) has established the Municipal Liquidity Facility LLC, a Delaware limited liability company (“LLC”) for purposes of purchasing tax anticipation notes (TANs), tax and revenue anticipation notes (TRANs), bond anticipation notes (BANs), and other similar short-term notes with maturities not longer than 36 months from the date of issuance (“Eligible Notes”) from Eligible Issuers under the MLF. Subject to Reserve Bank review and approval, an entity that issues securities on behalf of a State, City, or County for the purpose of managing its cash flows may also be an Eligible Issuer only if such entity can commit the credit of, or pledge revenues of, the applicable State, City, or County, or if the applicable State, City, or County guarantees the Eligible Notes issued by such an entity. For purposes of this Notice of Interest (“NOI”), we have referred to each of these entities as a “Designated Issuer.” **The Eligible Issuer pledging its credit or revenue or guaranteeing the notes must complete and submit this NOI. A Designated Issuer may not submit an NOI.**

This NOI is designed to provide the Reserve Bank with an indication of the Eligible Issuers that intend to participate in the MLF. This information will be used to anticipate the staff allocation and market timing needed to fully execute the MLF. The MLF is not a “first come, first served” program. An Eligible Issuer should submit an NOI only when it has determined its financial needs and schedule. Each Eligible Issuer has an allocated amount of note borrowing capacity as detailed in [Appendix A](#) of the [FAQs posted on the Reserve Bank’s website](#) (“FAQs”). An Eligible Issuer may sell Eligible Notes in one or more issuances to the LLC up to, in the aggregate, the Eligible Issuer’s allocated amount, or more if the Reserve Bank grants an Eligible Issuer’s request that the LLC purchase Eligible Notes in excess of the applicable limit in order to assist political subdivisions and other governmental entities that are not eligible for the MLF. An Eligible Issuer may submit additional NOIs at such time or times as it has determined its financial needs and schedule for such portion of its allocated amount.¹ The Eligible Issuer should submit a separate NOI for each requested issuance of Eligible Notes. Eligible Issuers should not use the MLF as a line of credit by conducting frequent, small issuances. The Reserve Bank may establish a maximum number of issuances per issuer or a minimum par amount per issuance.

An Eligible Issuer should refer to the Term Sheet and FAQs available at <https://www.newyorkfed.org/markets/municipal-liquidity-facility>.

The Eligible Issuer should answer all questions in this form and provide all required documentation to MLFnoi@blxgroup.com. Incomplete NOIs cannot be approved. Narrative answers can reference source documents by including the name of the document and relevant pages or sections and providing any referenced documents as attachments. If the NOI files are more than 20MB, they should be converted to .zip files for transmittal or sent as separate emails.

Notice of Interest Submission

The NOI must include:

- 1) A completed NOI Form, including a signature certifying the information in the paragraph at the end of the NOI Form; and
- 2) All attachments requested and referenced in this form.

Upon receipt of the NOI materials, the Administrative Agent will provide a confirmation email to the Eligible Issuer’s Primary Contact.

If the NOI is approved, the Administrative Agent will provide a confirmation email to the Eligible Issuer’s Primary Contact (i) confirming approval of the NOI, and (ii) inviting the Eligible Issuer or Designated Issuer to submit an application. Upon the approval of the application, the LLC will evidence its commitment to purchase notes, and the conditions to funding, in a Note Purchase Agreement or other documentation to be provided in advance of the pricing of the Notes.

Additional information is available at <https://www.newyorkfed.org/markets/municipal-liquidity-facility> and by contacting MLFinfo@blxgroup.com.

¹ The LLC will cease purchasing Eligible Notes on December 31, 2020, unless the Board of Governors of the Federal Reserve System (“Board”) and the Treasury Department extend the MLF. Any changes to the terms and conditions of the MLF will be announced on the Board’s website.

NOTICE OF INTEREST FORM

Provide the following information in this form. Narrative answers should reference source documents (include the name of the document and relevant pages or sections). Provide any referenced documents as attachments.

SECTION A: KEY ELIGIBLE ISSUER INFORMATION			
1. Legal name of the Eligible Issuer committing its credit, pledging its taxes or revenue, or guaranteeing the Eligible Notes (the State, County, City or Multi-State Entity):			
2. Eligible Issuer Primary Contact Information		Name:	
Phone:		Email:	
SECTION B: ELIGIBILITY OF ISSUER			
An Eligible Issuer that is a State, City, or County must have ratings on its general obligation ("GO") credit or issuer credit ratings ("ICR") of at least BBB-/Baa3 as of April 8, 2020, by two or more major nationally recognized statistical rating organizations (NRSROs). An Eligible Issuer that is not a Multi-State Entity and that was rated at least BBB-/Baa3 as of April 8, 2020, but is subsequently downgraded, must be rated at least BB-/Ba3 by two or more major NRSROs at the time the LLC makes a purchase. An Eligible Issuer that is a Multi-State Entity must have been rated at least A-/A3 as of April 8, 2020, by two or more major NRSROs. A Multi-State Entity that was rated at least A-/A3 as of April 8, 2020, but is subsequently downgraded, must be rated at least BBB-/Baa3 by two or more major NRSROs at the time the LLC makes a purchase. Notwithstanding the foregoing, if an Eligible Issuer was rated by only one major NRSRO as of April 8, 2020, it may be an Eligible Issuer under the MLF if (i) the rating was at least BBB-/Baa3 (for a State, City, or County) or A-/A3 (for a Multi-State Entity), (ii) the State, City, County, or Multi-State Entity is rated by at least two major NRSROs at the time the LLC makes a purchase, and (iii) such ratings are at least BB-/Ba3 (for a State, City, or County) or BBB-/Baa3 (for a Multi-State Entity).			
3. List all ratings, as of April 8, 2020, establishing that the Eligible Issuer meets the eligibility criteria described above.			
NRSRO	TYPE (GO, ICR, OTHER)		RATING (as of April 8, 2020)
S&P			
MOODY'S			
FITCH			
KROLL			
a. Provide the most recent copy of such rating report(s) from each NRSRO that rates the Eligible Issuer.			Number of reports attached:
If the Eligible Issuer was rated by only one major NRSRO as of April 8, 2020, confirm (by checking the box) that such entity will obtain a second rating that meets the eligibility criteria described above prior to the approval of its application.			☐
4. Does the Eligible Issuer intend to use a Designated Issuer to issue the Eligible Notes? ²			Yes ☐ No ☐
If Yes, provide the name of the Designated Issuer:			
5. CUSIP of Eligible Issuer:		CUSIP of Designated Issuer (if applicable):	
SECTION C: USE OF ELIGIBLE NOTE PROCEEDS			
6. The Eligible Issuer will use the proceeds of the Eligible Notes to (check all that apply):			
☐ Help manage the cash flow effects of income tax deferrals resulting from an extension of an income tax filing deadline; deferrals or reductions of tax and other revenues or increases in expenses related to or resulting from the COVID-19 pandemic; or requirements for the payment of principal and interest on obligations of the Eligible Issuer or its political subdivisions or other governmental entities.			
☐ Purchase similar notes issued by, or otherwise to assist, its political subdivisions and other governmental entities.			
☐ Pay the origination fee of 10 basis points for the LLC to purchase Eligible Notes.			
☐ Fund other Eligible Issuer costs of issuing the Eligible Notes.			

² If the Eligible Issuer intends to use a Designated Issuer, see Question 10(c) for further required information.

NOTICE OF INTEREST FORM

SECTION D: NOTE STRUCTURE	
Each Eligible Issuer may borrow up to the amount listed for such entity in Appendix A of the FAQs, or more if the Reserve Bank grants an Eligible Issuer's request that the LLC purchase Eligible Notes in excess of the applicable limit in order to assist political subdivisions and other governmental entities that are not eligible for the MLF.	
7. What type of Eligible Notes is contemplated (select one)?	
☐ Tax Anticipation Notes (TANs)	☐ Tax and Revenue Anticipation Notes (TRANS)
☐ Bond Anticipation Notes (BANs)	☐ Another type of similar short-term instrument
If another type of similar short-term instrument is being proposed, provide a description of the instrument and an explanation of why it is being proposed.	
8. Please indicate the expected principal amount of Eligible Notes that the Eligible Issuer and/or the Designated Issuer intends to issue pursuant to this NOI:	\$
9. What will be the term or terms of the Eligible Notes (up to 36 months)?	Months
SECTION E: NOTE SECURITY	
The proposed security for the Eligible Notes should be generally consistent with the source of repayment and strongest security typically pledged to repay publicly offered obligations of the Eligible Issuer:	
10. If the Eligible Issuer is a State, City, or County, will the Eligible Notes be general obligations of the Eligible Issuer?	Yes ☐ No ☐
a. If yes, does the Eligible Issuer have any other credit(s) that are higher rated than its general obligation credit? If so, please provide a memorandum of counsel explaining why the Eligible Issuer's higher rated credit(s) is not otherwise available to secure the Eligible Notes.	Yes ☐ No ☐
Memorandum to Q10(a) attached:	Yes ☐ No ☐
b. If no, or if the Eligible Issuer is a Multi-State Entity, describe the proposed credit for the Eligible Notes and provide a memorandum of counsel explaining compliance with the requirement described above and in the MLF term sheet and FAQs.	
Memorandum to Q10(b) attached:	Yes ☐ No ☐
c. If the Eligible Issuer intends to use a Designated Issuer to issue the Eligible Notes, please provide a memorandum of counsel that explains why (i) such Designated Issuer is legally authorized to commit the credit of, or pledge the revenues of, the applicable State, City, or County, or (ii) the applicable State, City, or County is legally authorized to guarantee the Eligible Notes issued by the Designated Issuer.	
Memorandum to Q10(c) attached:	Yes ☐ No ☐
11. Please list the current long-term ratings in the table below on the proposed credit for the Eligible Notes, described in response to question 10, assigned by all major NRSROs and provide copies of the most recent relevant rating reports. <i>Number of relevant ratings reports attached:</i>	
a. The Eligible Issuer or Designated Issuer must provide written evidence at the time of pricing of all of the existing long-term ratings on the applicable credit to be used for the Eligible Notes and confirmation letters from all major NRSROs rating the proposed credit at the time of purchase. Please describe the status of the Eligible Issuer's or Designated Issuer's request for confirmation of the ratings on the proposed credit, including the expected timing for each major NRSROs that currently rates the proposed credit for the Eligible Notes in the table below.	

NOTICE OF INTEREST FORM

- b. If the proposed credit for the Eligible Notes does not currently carry a long-term rating by at least two major NRSROs, please describe the process and timeline required to obtain such ratings in the table below. If the Eligible Issuer is a State, County, or City, such description should include the expected ratings relative to the ICR/GO of the Eligible Issuer.

NRSRO	Current Ratings (if any)	Confirmation or New Rating Request	Status of Request	Timing of Response	Comments
S&P					
Moody's					
Fitch					
Kroll					

- c. If the long-term credit of the proposed security for the Eligible Notes is currently rated by only two major NRSROs and one of the ratings is two or more gradations higher than the other rating, indicate whether the Eligible Issuer or Designated Issuer will (i) obtain a third rating from a major NRSRO and price the Eligible Notes based on the average of its three ratings or (ii) price the Eligible Notes based solely on the lower of the two existing ratings.

- ☐ Eligible Issuer or Designated Issuer will obtain a third rating from a major NRSROs and price the Eligible Notes based on the average of its three ratings.
- ☐ Eligible Issuer or Designated Issuer will price the Eligible Notes based solely on the lower of its two existing ratings.

SECTION F: PROCESS AND TIMING

Please consult with your bond counsel or issuer counsel as to the permitted method of sale prior to answering the following questions.

An Eligible Issuer may choose between two methods for executing the sale of notes to the LLC: (i) a competitive sale process or (ii) a direct sale process.

If an Eligible Issuer chooses to conduct a competitive sale process, the LLC will provide an agreement or other documentation committing to purchase Eligible Notes that are not awarded to bidders through the competitive sale process. The LLC generally will not submit a bid in a competitive sale process but instead will serve as a backstop and agree to purchase Eligible Notes that are not awarded to bidders. The LLC will arrange to submit a bid in a competitive sale process only in cases where an Eligible Issuer (i) is required by law to sell Eligible Notes through a competitive sale process and (ii) does not have the legal authority, even following a competitive sale process in which fewer than all of the Eligible Notes are sold, to sell Eligible Notes directly to the LLC.

If an Eligible Issuer chooses a direct sale process, it may sell Eligible Notes directly to the LLC without first conducting a competitive sale process.

12. Does the Eligible Issuer propose to (i) sell the Eligible Notes directly to the LLC without first conducting a competitive sale process or (ii) conduct a competitive sale process?

- ☐ Eligible Issuer proposes to sell the Eligible Notes directly to the LLC without first conducting a competitive sale process.
- ☐ Eligible Issuer proposes to conduct a competitive sale process.

13. If the Eligible Issuer will conduct a competitive sale process, does the Eligible Issuer have the legal authority, following a competitive sale process in which fewer than all of the Eligible Notes are sold, to sell Eligible Notes directly to the LLC?

Yes ☐ No ☐

- a. If no, please provide a memorandum of counsel to that effect, including the citation to the legal authority prohibiting such direct sale.

14. If the Eligible Issuer will conduct a competitive sale process, what type of competitive sale process will it conduct?

- ☐ An all or none bid ☐ A modified Dutch auction bid ☐ Other (please describe below)

15. If the Eligible Issuer will conduct a competitive sale, what are the anticipated short-term ratings on the Eligible Notes?

16. Please indicate the Eligible Issuer's requested closing date. Please note that the LLC will not schedule a closing date until final review and approval of an Eligible Issuer's application are completed.

NOTICE OF INTEREST FORM

ISSUER CERTIFICATION			
Issuer Name:			
("Issuer") hereby certifies that it has reviewed the publicly available MLF Term Sheet and FAQs in effect on the date below and has determined that it meets the eligibility requirements for participation in the MLF and that the transaction proposed in this NOI meets the requirements of the MLF. Issuer further hereby certifies that the information provided in this NOI is true and correct.			
By:		Title:	
Name:		Date:	