

**Request for Action
By
Board of Commissioners**

**Approval of Certificate of Incumbency for
Federal Home Loan Mortgage Corporation (Freddie Mac)**

A. SUMMARY OF REQUEST

This Request for Action is to authorize particular employees of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) to provide fund transfer instructions in connection with the sale and servicing of Federal Home Loan Mortgage Corporation (“Freddie Mac”) mortgages and to control staff access to Freddie Mac’s loan selling software.

B. DISCUSSION

RIHousing has been an approved Freddie Mac seller/servicer since November of 2019. As part of an annual recertification process, Freddie Mac requires that RIHousing’s Board of Commissioners (the “Board”) designate employees to provide Freddie Mac with instructions to transfer funds by wire transfer, Automated Clearing House (“ACH”), or other funds transfer system in connection with the sale and servicing of Freddie Mac mortgages. Freddie Mac also requires that RIHousing’s Board authorize designated employees to grant staff access to Freddie Mac’s loan selling software. Freddie Mac requires that the Board authorize officers and employees by name rather than by position, which is the usual commercial practice. In addition, Freddie Mac requires the use of a particular form of resolution for this purpose. From time to time, staff will seek authorization of other specifically identified employees due to turnover or reorganization of functions. A supplemental form may be submitted to Freddie Mac in the future to authorize additional employees for that reason. This designation of officers and employees authorized to act on behalf of RIHousing with respect to the sale and servicing of Freddie Mac mortgages supersedes any previous such designation.

C. RECOMMENDATION

Staff recommends that the Board approve the incumbency certificate and resolution, which authorize designated employees to act on behalf of RIHousing with respect to Freddie Mac seller/servicer activities, in substantially form attached hereto.

D. ATTACHMENTS

- A. Certificate of Incumbency and Resolution of the Board of Commissioners of RIHousing



Form 988SF - HFA

Certificate of Incumbency for Housing Finance Agency

I, Carol Ventura, do hereby certify to the Federal Home Loan Mortgage Corporation ("Freddie Mac") that: (i) I am the duly appointed and acting [select one]: ☐ Board Chair, ☒ Executive Director ☐ Chief Financial Officer or ☐ Other _____ of Rhode Island Housing and Mortgage Finance Corporation ("Housing Finance Agency" or "HFA"), (ii) I am duly authorized by the HFA to execute and deliver this Certificate of Incumbency to Freddie Mac, (iii) the HFA is a public body instrumentality or agency empowered by a State, county, or local municipality to finance activities designed to provide affordable housing for low- to moderate-income Borrowers and first-time homeowners in areas within its jurisdiction, and (iv) the HFA is organized and existing under the laws of The State of Rhode Island. I further certify as follows:

- Attached as Exhibit A hereto is a copy of a resolution of the Board of Directors or other governing body (collectively, "Governing Body") of the HFA dated 03/17/22, (the "Resolution") that authorizes and empowers the HFA's (a) employees listed by name and title in Paragraph 2 below ("Authorized Employees") to individually and singularly provide Freddie Mac with instructions and modifications to previous instructions to transfer funds (cash or securities) by wire transfer, Automated Clearing House (ACH), or other Freddie Mac designated transfer system in connection with the sale of Mortgages to Freddie Mac by the HFA (such instructions and modifications, "Wire Instructions"), and (b) Administrators to grant access to Authorized Employees as set forth in Paragraph 7 below, all in connection with the sale of residential home loan Mortgages to and/or the Servicing of such Mortgages for Freddie Mac. The Resolution is in full force and effect and has not been amended.
- The Authorized Employees identified below: (a) hold the titles with the HFA set forth across from their names, (b) are duly authorized to execute any and all paper Records (as defined in and subject to the Requirements of Paragraph 4) required by Freddie Mac to effectuate the authority set forth in Paragraph 1 above by affixing such employee's original handwritten signatures to such paper Records, or attaching their Electronic Signatures to or logically associated it with (including copies or representations of an Authorized Employee's original written signature or Electronic Signature) to Records (including Electronic Records), (b) deliver such duly signed Records (including any Electronic Records) to Freddie Mac, and (c) effectuate funds transfers via Loan Selling Advisor®.

Seller/Servicer must identify, a minimum, three authorized employees. If only two are listed, Seller/Servicer acknowledges processing delays may occur as well as returned funds.

Prior to initiating payments to a Seller/Servicer, a callback is performed on wire instruction setups and modifications to confirm authenticity and thereby reducing risk of fraudulent cash payments.

Name: Carol Ventura	Title: Executive Director	Signature:
Telephone: 401-457-1129	Email Address: cventura@rihousing.com	
Name: Kara Lachapelle	Title: CFO	Signature:
Telephone: 401-457-1170	Email Address: klachapelle@rihousing.com	
Name: Corinne Myers	Title: General Counsel	Signature:
Telephone: 401-277-1552	Email Address: cmyers@rihousing.com	

Name: Bernadette MacArthur	Title: Director of Finance	Signature:
Telephone: 401-457-1251	Email Address: bmacarthur@rihousing.com	
Name: Nancy Bacon	Title: Director of Accounting	Signature:
Telephone: 401-450-1379	Email Address: nbacon@rihousing.com	
Name: Leslie McKnight	Title: Deputy Director Loan Servicing	Signature:
Telephone: 401-457-1184	Email Address: lmcknight@rihousing.com	

3. The specimen signature set forth across from each Authorized Employee's name and title in Paragraph 2 is: (a) the true and genuine handwritten signature of each such Authorized Employee or (b) an Electronic copy or representation of the true and genuine handwritten signature (the "Electronic Signature") of each such Authorized Employee.
4. As used in this Certificate of Incumbency, (a) "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities, (b) "Record" means information that is inscribed on a tangible medium or that is stored in an Electronic or other medium (including paper) and is retrievable in perceivable form, (c) "Electronic Record" means a Record created, generated, sent, communicated, received, or stored by Electronic means, and includes a paper document converted into an Electronic Record, (d) "Electronic Signature" means an Electronic sound, symbol or process attached to, or logically associated with, a contract or other Record and executed or adopted by a person with the intent to sign the Record, and (e) "Electronic Transaction" means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs, using Electronic means. For the avoidance of doubt, only an Electronic Signature that is appended to this Form 988SF-HFA in the signer's handwriting by means of an electronic stylus or an electronic image of the signer's handwritten ink signature on paper is acceptable to Freddie Mac. Generic digitized, font-based Electronic Signatures generated by electronic signing platforms are not acceptable.
5. Freddie Mac may conclusively rely on the accuracy, genuineness, good faith, validity, effectiveness, and enforceability of any paper Record or Electronic Record provided to Freddie Mac, (a) bearing the handwritten signature or Electronic Signature of an Authorized Employee, and (b) roles delegated to Authorized Employees by Administrators. Seller/Service's failure to adhere to the aforementioned requirements may result in postponement of funding date as well as Freddie Mac exercising remedies under Section 3601.1 of the Guide.
6. Each of the HFA's Authorized Employees is authorized and empowered to engage in and conduct Electronic Transactions to provide Freddie Mac, individually and singularly, with Wire Instructions and HFA hereby consents to such Electronic Transactions.
7. The Resolution, attached as Exhibit A, also authorizes and empowers Seller/Service's identified Administrators, to grant access to Authorized Employees with the External Seller Setup Manager role within Loan Selling Advisor. Any Authorized Employee designated as an External Seller Setup Manager has the ability to effect funds transfers via Loan Selling Advisor. HFA acknowledges its obligation and duty of its Administrators to ensure each Authorized User (a) is aware of his or her responsibility and entitlement to fulfill wire instructions for funding transactions in Loan Selling Advisor, and, (b) as is the case generally for all Authorized Users, maintains Authentication Credentials in confidence.
8. By signing this form, HFA authorizes Freddie Mac to initiate debit/credit entries from the designated depository financial institution. HFA and Freddie Mac agree and acknowledge that their ACH transactions will comply with all applicable laws and the rules and terms of the National Automated Clearing House Association (NACHA) and Uniform Commercial Code 4A: Funds Transfer (UCC4A).

9. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Freddie Mac Single-Family Seller/Servicer Guide.
10. The information set forth in this Certificate of Incumbency is true and correct, and Freddie Mac may conclusively rely upon it and any addendum or Resolution attached hereto (or logically associated herewith) that is delivered by the HFA to Freddie Mac. This document replaces and supersedes any prior authorization and will remain in effect and fully binding on the Seller/Servicer for the next two years or until such earlier time as a written notice to the contrary is delivered or Seller/Servicer delivers a Certificate of Incumbency that Freddie Mac accepts as a replacement.

I acknowledge, agree, and certify that: (i) I am duly authorized to execute this Form 988SF-HFA and (ii) the HFA's delivery and Freddie Mac's receipt of a paper or Electronic copy of this Form 988SF-HFA, with a copy or representation of my original handwritten signature affixed hereto or my Electronic Signature attached hereto or logically associated herewith, is as valid, effective, and enforceable as if the HFA had delivered a paper Form 988SF-HFA with my original handwritten signature affixed thereto.

IN WITNESS WHEREOF, I have subscribed my name this ____ day of _____, 20____.

Rhode Island Housing and Mortgage Finance Corporation

(Type/Print) HFA Legal Name

By: _____
(Signer's Signature)

Signer's Name: **Carol Ventura**
(Type/Print)

Signer's Title: **Executive Director**
(Type/Print)

Notary Acknowledgment

State of _____)

County of _____)

The foregoing instrument was acknowledged before me, a Notary Public, on this ____ day of _____, 20____, by

Carol Ventura, **Executive Director** of **Rhode Island Housing and Mortgage Finance Corporation**
(Signer's Full Name) (Signer's Title) (HFA's Legal Name)

Notary Public Signature: _____

Notary Public Printed Name: _____

(NOTARY SEAL)

*Please shade in raised notary seal
for visibility with pencil or crayon*

Commission Expires: ____ / ____ / ____

Notary Public State Registration Number: _____

See Form 988SF-HFA Completion Instructions on the next page, and retain a copy of the final submission for your records.

Form 988SF - HFA Completion Instructions:

This Form 988SF-HFA must be completed, signed, notarized, and delivered to Freddie Mac with a copy of the HFA's Resolution authorizing certain HFA employees to give Freddie Mac Wire Instructions, as defined above. Consult legal counsel when completing this Form.

1. Opening Paragraph:

- Type/print the full name of HFA's "Chair," "Executive Director," "Chief Financial Officer," or "Other:" (insert other title), as applicable, on the first line of the opening unnumbered paragraph of the Form 988SF-HFA: the person must be authorized by the HFA to execute and deliver the Form 988SF-HFA to Freddie Mac.
- Type/print an "X" in the applicable box preceding the title of the employee signing the Form 988SF-HFA. The signer must have one of these titles: "Chair," "Executive Director," "Chief Financial Officer," or "Other:" (insert other title).
- Type/print the HFA's legal name and the name of the State and, as appropriate, county or municipality under which the HFA is organized and exists.2. **Paragraph 1:** Enter the date that the Board of Directors adopted the Resolution.

2. Paragraph 1:

Type/print the date that the Governing Body adopted or passed the Resolution. The resolution must be adopted or passed and in effect prior to the execution of Form 988SF-HFA.

3. Paragraph 2:

Type/print the name, title, telephone number and e-mail address of each Authorized Employee and (a) have each such "Authorized Employee" sign in the space titled "Signature" or (b) include a copy or representation of such employee's original handwritten signature. To designate more than six Authorized Employees, please contact Freddie Mac for instructions.

4. Execution:

- Type/print the date that the Form 988SF-HFA is signed.
- Type/print the HFA's legal name on the line above the signature line.
- The signer must sign with pen and ink on the signature line immediately below the HFA's typed/printed name.
- Type/print the full name of the signer of the Form 988SF-HFA, on the line below the signature line.
- Type/print the title of: "Chair," "Executive Director," "Chief Financial Officer," or "Other:" (insert other title), as applicable, on the line below the typed/printed name of the signer of the Form 988SF-HFA.

5. Notarization:

The notary acknowledgment language may be changed to comply with applicable law.

- Type/print the name of the State and county in which the Notary Public is commissioned at the top left of the Notary Acknowledgment.
- Type/print the date that the signer signs or acknowledges signing before the Notary Public.
- Type/print the full name and title of the signer and the HFA's legal name on the lines below the signature line.
- The Notary Public must sign and type/print his/her full name, commission expiration date, and registration or commission number, as applicable, and place the notary seal on the Form 988SF-HFA.

Email as a PDF to counterparty_authorization@freddiemac.com

FORM OF RESOLUTION: EXHIBIT A

Resolution of the Board of Directors
(Board of Directors/Name of Governing Body)

of Rhode Island Housing and Mortgage Finance Corporation
(HFA'S Legal Name)

DATE: 03/17/22

WHEREAS, the Board of Directors [Board of Directors/Name of Governing Body] of Rhode Island Housing and Mortgage Finance Corporation [HFA's Legal Name] is adopting the following resolution to delegate authority to certain of its employees by title (or by name and title) to:

1. Provide instructions, and modifications to previously provided instructions, to the Federal Home Loan Mortgage Corporation ("Freddie Mac") to transfer funds (cash or securities) in connection with the sales of mortgages to and/or servicing of mortgages for Freddie Mac by wire transfer, ACH, or other funds transfer system expressly approved and designated by Freddie Mac (such instructions and modifications, "Wire Instructions").
2. Act as Administrators authorized and empowered to grant access, including through Freddie Mac Access Manager, to Authorized Employees, including such employees they designate to have the External Seller Set Up Manager role in Loan Selling Advisor so that such Authorized Employees can submit wire instructions through Loan Selling Advisor.

NOW, THEREFORE, BE IT RESOLVED, that the employees with the titles or names and titles set forth below (each such person, an "Authorized Employee") are duly authorized and empowered to provide, individually and singularly, Freddie Mac with Wire Instructions in connection with the sale of mortgages to and/or the servicing of mortgages for Freddie Mac.

Authorized Employees (by title or name and title):

Name: Carol Ventura	Title: Executive Director
Name: Kara Lachapelle	Title: CFO
Name: Corinne Myers	Title: General Counsel
Name: Bernadette MacArthur	Title: Director of Finance
Name: Nancy Bacon	Title: Director of Accounting
Name: Leslie McKnight	Title: Deputy Director Loan Servicing

NOW, THEREFORE, BE IT RESOLVED, that the employees identified below ("Administrators") are authorized and empowered by the Board of Directors individually and singularly to grant access to Authorized Employees with the External Seller Set Up Manager role within Loan Selling Advisor.

Administrators (by title or name and title)

Name: Carl Rotella	Title: Director of Information Technology
Name: Kathleen Finnegan	Title: Applications Specialist
Name: Bernadette MacArthur	Title: Director of Finance
Name:	Title:

Name:	Title:
Name:	Title:

BE IT FURTHER RESOLVED, that, as used in this Resolution, (a) “Electronic” means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities, (b) “Record” means information that is inscribed on a tangible medium or that is stored in an Electronic or other medium (including paper) and is retrievable in perceivable form, (c) “Electronic Record” means a Record created, generated, sent, communicated, received, or stored by Electronic means, and includes a paper document converted into an Electronic Record, (d) “Electronic Signature” means an Electronic sound, symbol or process attached to, or logically associated with, a contract or other Record and executed or adopted by a person with the intent to sign the Record, and (e) “Electronic Transaction” means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs, using Electronic means.

BE IT FURTHER RESOLVED, that each Authorized Employee is duly authorized individually and singularly to: (a) execute any and all paper Records and Electronic Records required by Freddie Mac to effectuate the authority set forth in this Resolution by: (i) affixing their original written signature to Records, (ii) attaching their Electronic Signature to or logically associating their Electronic Signature with Electronic Records that contain or communicate instructions (or modified instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system expressly approved by and designated by Freddie Mac, and (b) deliver any and all executed paper Records and Electronic Records to Freddie Mac as required.

BE IT FURTHER RESOLVED, that the Authorized Employees are duly authorized and empowered to singularly and individually engage in and conduct Electronic Transactions with Freddie Mac and use electronic means, electronic systems, Electronic Records, and Electronic Signatures on behalf of Rhode Island Housing and Mortgage Finance Corporation [HFA’s Legal Name] to effectuate the authority set forth in this Resolution.

BE IT FURTHER RESOLVED, that any and all actions set forth herein taken by any Authorized Employee and/or Administrator on behalf of Rhode Island Housing and Mortgage Finance Corporation [HFA’s Legal Name] are hereby ratified, approved, and confirmed.

Instructions: Freddie Mac Model Form of Resolution for Housing Finance Authorities (HFAs)

Consult with legal counsel regarding this Resolution. To use a different form of Resolution or to make changes to comply with laws, regulations, or otherwise, send a copy of the proposal for review to Freddie Mac at **counterparty_authorization@freddiemac.com**. Please insert:

1. The name of the HFA’s governing body, such as Board of Directors
2. The HFA’s legal name (examples: ABC Housing Finance Agency or XYZ Housing Finance Agency)
3. The date the Resolution was adopted or passed by the HFA’s governing body
4. The Authorized Employees’ titles or names and titles in the blank lines provided

Add “Exhibit A” at the top of the certified copy of the Resolution that you deliver to Freddie Mac.

Form 988ASF-HFA

Addendum to Certificate of Incumbency

(Attach to Form 988SF-HFA Only)

I, **Carol Ventura**, do hereby certify to the Federal Home Loan Mortgage Corporation ("Freddie Mac") that I am the duly appointed and acting (**select one**): ☐ Chair ☒ Executive Director ☐ Chief Financial Officer ☐ Other: _____ ("Housing Finance Authority" or "HFA"), which is a public body, instrumentality or agency empowered by a State, county or local municipality to finance activities designed to provide affordable housing for low- to moderate-income Borrowers and first-time homeowners in areas within the its jurisdiction, organized and existing under the laws of The State of Rhode Island and I further certify that:

1. This Addendum supplements that certain Form 988SF-HFA, certificate of incumbency ("COI") it is attached to (or associated with) and is, by this reference, incorporated into and made a part of the COI.
2. The Employees listed below are "Authorized Employees," as defined in the COI, with the same individual and singular authority as the Authorized Employees named in the COI:

Name:	Position/Title:	Signature:
Peter Pagonis	Director of Homeownership	
Telephone:	eMail Address:	
401-457-1152	ppagonis@rihousing.com	
Name:	Position/Title:	Signature:
Telephone:	eMail Address:	
Name:	Position/Title:	Signature:
Telephone:	eMail Address:	
Name:	Position/Title:	Signature:
Telephone:	eMail Address:	

3. This Form 988ASF-HFA may be signed using an Electronic Signature (a copy or representation of the signer's written signature attached to or associated with this Form 988ASF-HFA) and be delivered to Freddie Mac as a scanned Portable Document Format (PDF) as set forth below. Signer's Electronic Signature will be binding on the HFA.

IN WITNESS WHEREOF, I have subscribed my name this ____ day of _____, 20____.

Seller's Name: _____
(Type/Print)

By: _____
(Signer's Signature)

Signer's Name: **Carol Ventura**
(Type/Print)

Signer's Title: **Executive Director**
(Type/Print)

NOTARY ACKNOWLEDGMENT

State of _____)

County of _____)

The foregoing instrument was acknowledged before me, a Notary Public, on this ____ day of _____, 20____,
by _____ a _____ of _____.
(Type or Print Signer's Full Name) (Type or Print Signer's Title) (Type or Print Seller's Complete Legal Name)

Notary Public Signature: _____

(NOTARY SEAL)

Commission Expires: _____

Notary Public Printed Name: _____

Notary Public Reg. Number: _____

Instructions: Use this Form 988ASF-HFA to add Authorized Employees to the Form 988SF-HFA. If this form is used, it must be completed, signed, notarized, attached to (or associated with) Form 988SF-HFA and delivered together with Form 988SF-HFA to Freddie Mac. The notary acknowledgment may be changed if required by applicable law. **Mail this Form 988ASF-HFA with the Form 988SF-HFA to: Freddie Mac, 8250 Jones Branch Drive, McLean, VA 22102-3110, Attn: Counterparty Authorization or eMail a scanned Portable Document Format (PDF) version to: counterparty_authorization@freddiemac.com. Please retain a copy for your records.**