

**FORM OF AUTHORIZING RESOLUTIONS FOR BORROWERS  
(PPPLF Non-Depository Institutions)**

As evidenced by my signature below, I certify that the following are correct and complete copies of the resolutions duly adopted on April 29, 2020 at a meeting<sup>1</sup> of ABC Inc.'s Board of Directors  
(Date) (Type of governing body, e.g. board of directors)

of the ABC Inc. ("Borrower"), d/b/a ABC,  
(Official name of the Borrower) (All trade names of Borrower)

a Corporation, duly established operating under the laws of NonDIState,  
(corporation, LLC, partnership, or other business type)

with its head office located at 1212 NonDI Road, NonDI City, NonDIState, NonDI Zip Code  
in accordance with applicable law and the Borrower's chartering documents. I also certify that the resolutions have not been modified, remain in effect, are not in conflict with any provisions of the Borrower's certificate of incorporation, bylaws, or chartering and/or licensing statutes or requirements, and are reflected in the minutes of the meeting at which these resolutions were approved:

1. RESOLVED, that the Borrower is authorized to request advance(s) from and incur indebtedness to a Reserve Bank pursuant to the Paycheck Protection Program Liquidity Facility authorized by the Board of Governors of the Federal Reserve System (the "Board") under section 13(3) of the Federal Reserve Act on April 8, 2020, as such authorization may be amended from time to time.
2. RESOLVED, that the person(s) with the following title(s): President, Treasurer, Vice President, Assistant Vice President

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(Exact titles of authorized persons)

and each of their successors in office, any one of whom is authorized to take each and any  
(one/two) (is/are)

action on behalf of the Borrower as described in this resolution.

RESOLVED, that Borrower is authorized to grant, assign, pledge, and transfer to any Federal Reserve Bank security interests in any or all loans to small businesses under the U.S. Small Business Administration's 7(a) loan program titled the Paycheck Protection Program that are originated or purchased by Borrower, whether now owned or hereafter acquired, and to endorse, assign, deliver, deposit, and/or pledge any of such loans to any Federal Reserve Bank as collateral to secure payment or performance of any obligation of the Borrower to a Federal Reserve Bank. Borrower is further authorized to do any and all other acts and things that may be necessary or incidental to any transaction authorized by this resolution, or that may be designed or intended to carry out the purpose of this resolution.

3. RESOLVED, that a Federal Reserve Bank making an extension of credit to the Borrower is appointed as the Borrower's attorney-in-fact for it and in its place and stead, to endorse, assign, transfer and sell, set over and deliver collateral pledged to such Federal Reserve Bank, and to take any other action deemed necessary or advisable by the Federal Reserve Bank to exercise its rights with respect to any advance or indebtedness owed by the Borrower, in its capacity as secured party, including but not limited to accepting and endorsing payments on loans, preparing and/or filing of any documents necessary to perfect, protect, preserve, or release the interest of the Federal Reserve Bank or the Borrower in such collateral, or compromising disputes or handling insurance issues related to such collateral. The power of attorney is coupled with an interest and as such is irrevocable, and full power of substitution is granted to the assignee or holder. The Borrower ratifies any and all action authorized herein and taken by any such Federal Reserve Bank as the Borrower's attorney-in-fact. The rights, powers, and authority of the attorney-in-fact to perform any and all act(s) whatsoever necessary remains in full force and effect and binds the Borrower, its legal representatives, successors, and assigns until all indebtedness of the Borrower to any such Federal Reserve Bank has been fully satisfied and discharged.

<sup>1</sup> The language of this certification should be modified if the resolutions were adopted by written consent or otherwise.

4. RESOLVED, that we approve and consent to be bound by the provisions of the Federal Reserve Operating Circular No. 10, effective July 16, 2013, as amended and supplemented from time to time thereafter (“OC-10”).
5. RESOLVED, that the Borrower is authorized and approved to use any record (as such term is used in OC-10) to endorse or pledge to a Reserve Bank the notes and other obligations offered as collateral to secure payment or performance of any obligations of the Borrower to a Reserve Bank. The record will have the full force and effect of a manual endorsement.
6. RESOLVED, that these resolutions and the powers and authorizations granted or confirmed by them continue in effect until written notice of revocation is received by each Reserve Bank that has relied or is relying on such resolutions and the Borrower shall continue to be bound with respect to any outstanding obligations and pledges to any Reserve Bank at the time the notice of revocation is received by such Reserve Bank.
7. RESOLVED, that a duly certified copy of these resolutions be furnished to each Reserve Bank to which the Borrower applies for an advance.

IN WITNESS WHEREOF, I have hereunto subscribed my name.

John Smith  
Signature of certifying official<sup>2</sup>

John Smith, Chief Financial Officer  
Name and Title

April 29, 2020  
Date

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<sup>2</sup> The certifying official must be a person authorized to certify the statements in this document and bind the organization to agreements.