



## Form 99RV - Certificate of Incumbency For Reinsurance Vendor

I, \_\_\_\_\_, do hereby certify to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) that, with respect to \_\_\_\_\_, a \_\_\_\_\_ organized and existing under the laws of \_\_\_\_\_, (“Reinsurance Vendor”), I am the duly appointed and acting [select one]: ☐ Secretary, ☐ Assistant Secretary ☐ In-house Counsel of Reinsurance Vendor, and I further certify and agree as follows:

1. Attached as Exhibit A hereto is a true and correct copy of a resolution of the Reinsurance Vendor dated \_\_\_\_\_, 20\_\_\_\_ (the “Resolution”) that authorizes and empowers Reinsurance Vendor’s employees listed in Paragraph 2, (the “Authorized Employees”) individually and singularly to enter into agreements with and provide Freddie Mac with instructions (or modified instructions) to transfer funds by wire transfer, Automated Clearing House (“ACH”) or other funds transfer system expressly approved and designated by Freddie Mac (“Wire Instructions”) for payments or other funds due to Reinsurance Vendor in connection with brokerage and/or other ancillary services that Reinsurance Vendor provided to Freddie Mac. The Resolution is in full force and effect and has not been amended.
2. Each Authorized Employee holds the position or title indicated across from his or her name and is duly authorized and empowered, individually and singularly, to: (a) execute any and all paper or instruments, documents, forms and other Records (as defined in Paragraph 4) required by Freddie Mac to effectuate the authority described in Paragraph 1 by affixing his or her original handwritten signature to paper Records or attaching his or her Electronic Signature to or logically associating it with (including copies or representations of the Authorized Employee’s original written signature or Electronic Signature) Records (including Electronic Records), and (b) deliver such duly Records (including Electronic Records) to Freddie Mac.

**Reinsurance Vendor must identify at least two Authorized Employees:**

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

  

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

  

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Telephone:</b>	<b>E-mail Address:</b>	

3. The specimen signature set forth across from each Authorized Employee's name and position or title in Paragraph 2 is the true and genuine original written signature of such Authorized Employee or is an Electronic copy or representation of each such Authorized Employee's original written signature.
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 99RV 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 Record (including any Electronic Record) provided to Freddie Mac by Reinsurance Vendor bearing or logically associated with the original written signature or Electronic Signature of an Authorized Employee.
6. Each of Reinsurance Vendor'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 Reinsurance Vendor hereby consents to such Electronic Transactions.
7. By signing this form, Reinsurance Vendor authorizes Freddie Mac to initiate debit/credit entries from the designated depository financial institution. Freddie Mac and Reinsurance Vendor 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).
8. The information set forth in this Certificate of Incumbency is true and correct, and Freddie Mac may conclusively rely upon this Certificate of Incumbency, the Resolution, and other Record attached hereto or logically associated herewith that is delivered to Freddie Mac until Reinsurance Vendor delivers a Certificate of Incumbency that Freddie Mac accepts as a replacement.

I am authorized by Reinsurance Vendor to execute this Certificate of Incumbency, whether as an Electronic Record (including this Form RV) or otherwise. I am also authorized to represent and warrant to, and covenant and agree with Freddie Mac that Freddie Mac's receipt of this Certificate of Incumbency with a copy or representation of my original written signature attached thereto or associated therewith is receipt by Freddie Mac of Certificate of Incumbency duly executed by me using my adopted Electronic Signature, and such Certificate of Incumbency is as valid, effective and enforceable as Freddie Mac's receipt of a paper Record with my original written signature affixed thereto.

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name of Reinsurance Vendor

By: \_\_\_\_\_  
Signature of Person executing on behalf of Reinsurance Vendor

\_\_\_\_\_  
Name of Person executing on behalf of Reinsurance Vendor

\_\_\_\_\_  
Title of Person executing on behalf of Reinsurance Vendor

**Notary Acknowledgment**

State of \_\_\_\_\_)

County of \_\_\_\_\_)

The foregoing instrument was acknowledged before me, a Notary Public, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,

by \_\_\_\_\_, a \_\_\_\_\_ of  
(Name of person signing) (Title of person signing)

\_\_\_\_\_  
(Reinsurance Vendor name)

Notary Public Signature: \_\_\_\_\_

Notary Public Printed Name: \_\_\_\_\_

Commission Expires: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

Notary Public State Registration Number: \_\_\_\_\_

**(NOTARY SEAL)**

**If raised seal, please shade over with pencil or  
crayon so visible on copies**

# FORM OF RESOLUTION FOR REINSURANCE VENDOR

## Exhibit A to Freddie Mac Form 99RV

RESOLUTION of \_\_\_\_\_ (“Reinsurance Vendor”) dated \_\_\_\_\_:

WHEREAS, the Board of Directors of Reinsurance Vendor is adopting this resolution (the “Resolution”) to authorize and empower Reinsurance Vendor’s employees identified herein by name and/or title to enter into agreements with and to provide and modify wire transfer or Automated Clearing House (ACH) instructions to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) to transfer funds (“Wire Instructions”) for payments or other funds due to Reinsurance Vendor in connection with brokerage and/or other ancillary services that Reinsurance Vendor provided to Freddie Mac.

NOW, THEREFORE, BE IT RESOLVED, that each employee identified below (“Authorized Employees”) is authorized and empowered individually and singularly to enter into agreements with and to provide Freddie Mac with Wire Instructions. The Authorized Employees are:

### Authorized Employees

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

FURTHER RESOLVED, that, as used herein, (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 persons relating to the conduct of business, commercial, or governmental affairs, using Electronic means.

FURTHER RESOLVED, that each Authorized Employee is authorized and empowered, individually and singularly, to execute any and all instruments, documents, forms, Records and Electronic Records necessary or proper or required to effectuate the authority set forth herein by: (i) affixing his or her original written signature to paper instruments, documents, forms and/or other Records or (ii) attaching their Electronic Signature to or logically associating it with Electronic Records that contain or communicate Wire Instructions to transfer cash or securities by wire transfer, ACH or other funds transfer system designated by Freddie Mac.

FURTHER RESOLVED, that each Authorized Employee is authorized and empowered singularly and individually engage in and conduct Electronic Transactions with Freddie Mac and to use electronic means, electronic systems, Electronic Records and Electronic Signatures to effectuate the authority set forth herein.

FURTHER RESOLVED, that any and all actions described herein taken by any Authorized Employee on behalf of Reinsurance Vendor are hereby ratified, approved and confirmed.