

Certificate of Resolutions Authorizing an Institution to Open and Maintain Accounts and Official Authorization List: Account & Non-Account Holder Instructions

To help ensure the Federal Reserve Bank accepts instructions only from those individuals a Federal Reserve Bank customer authorizes to transact business with it, the customer must provide the Federal Reserve Banks with a certificate of Resolutions Authorizing an Institution to Open and Maintain Accounts and Use Services (BR) adopted by its board of directors and an Official Authorization List (OAL) of individuals authorized to transact business (an further authorize others to transact business) with the Reserve Banks. ***These documents must be in place before your institution may request any changes to existing services or access to new services.***

The BR and OAL serve as a legal basis for establishing your institution's authority to engage in business with us, as well as for identifying those who have the authority to designate individuals that can take actions and bind your institution as they relate to your use of Federal Reserve Bank accounts or services. All BR and OAL forms are available on the FRBServices.org website.

These instructions provide samples of a BR and OAL with detailed step-by-step guidance for submitting the relevant documents. Additionally, the following tips may be helpful in ensuring that these documents are properly completed:

- There are separate versions of BRs and OALs for the below institution types; verify that you have completed the appropriate version of the documents based on your institution.
 - Account and Non-Account Holders BR and OAL
 - Account document package for U.S. branches or agencies of foreign banks¹
 - Non-Depository Institution and Other Financial or Non-Financial Entities OAL.
- Original documents must be submitted to the address listed on the District Contact List available at FRBServices.org. Addresses, contact names, phone and fax numbers, and emails are included on the District Contact List.
 - To expedite the review process, it is recommended that documents be faxed or emailed for review prior to sending the original documents to the appropriate district contact.
- The OALs described in these instructions do not pertain to Discount Window transactions governed by the Federal Reserve Banks' Operating Circular 10 (OC 10), although they do

¹ Before accessing Federal Reserve Bank accounts or services, a U.S. branch or agency of a foreign bank must complete (i) the package of documents specific to such branches or agencies available at FRBServices.org and (ii) the Account Holder and Non-Account Holder OAL.

pertain to OALs seeking to obtain access to a Discount Window electronic interface via the FedLine® access solution. For Discount Window authority, a separate set of forms must be completed, which may be found at FRBservices.org. To the extent your institution seeks to utilize a FedLine electronic connection for access to the Discount Window, then these instructions will be applicable.

Certificate of Resolutions Authorizing an Institution to Open and Maintain Accounts and Use Services (BR): This certificate sets forth resolutions of an institution's board of directors. An institution cannot submit a valid BR unless its board of directors has adopted the resolutions set forth in the enumerated paragraphs of the BR. The following provides information for completing the BR. All fields marked with a red asterisk (*) are required).

- **Preamble:** The BR's preamble must identify the legal name of the institution seeking Federal Reserve Bank services and the jurisdiction in which the institution was established.
 - Provide the legal name of the institution. This cannot be an affiliate, such as a holding company.
 - Provide the Routing Transit Number (RTN) (nine-digit transit routing number) or Customer Identification Number (CIN) (a nine-digit identification number) used to transact business with the Federal Reserve Bank.
 - Provide the date on which the board resolutions become effective. The date must be on or before the effective date of the OAL.
 - Provide the jurisdiction in which the institution was chartered and the charter type.
- **Institution Head Office:** This section identifies the location of the institution's head office.
 - Provide the street address, city, state, and zip code of the head office.
- **Paragraph 2:** This section of the BR requires your institution to list the officer(s) authorized by your institution's board of directors to perform the actions authorized in that paragraph.
 - These officers may be authorized by name and title **or** simply by title (e.g., "John Doe, Vice President", or "any Vice President") and are considered Authorizing Officers for the purposes of your institution's OAL (*i.e.*, an Authorizing Officer in the OAL must be identified by name and/or title in paragraph 2 of the BR)
 - If an Authorizing Officer is identified only by title in paragraph 2, then the OAL must contain a secretary's certificate (a certificate of incumbency) (see below) indicating that the Authorizing Officer holds the title identified in paragraph 2. See below for further instructions on completing the OAL.
- **Certifying Official Signature:** This section identifies the official certifying the BR (*i.e.*, *signing* on the bottom of the certificate).
 - The Certifying Official may not be listed in paragraph 2, either by name or title.
 - The Certifying Official cannot be the same as the Notary Public listed on the OAL.
 - The certifying official must be the secretary or assistant secretary of the institution, or another officer of similar or higher rank, and have the authority to certify the statements in the institution's board resolutions.
 - Provide the signature, title, name, phone number, and email of the Certifying Official.
 - The Certifying Official must sign and date the form.
 - Provide the title of the Certifying Official.
 - Provide the First name, Middle initial, and Last name of the Certifying Official.

- Provide the Phone number, phone extension and email address of the Certifying Official.

INTERNAL FR
(Upon receipt by the Federal Reserve Banks)



Certificate of Resolutions Authorizing an Institution to Open and Maintain Accounts and Use Services

*Required Fields

As evidenced by my signature below, I hereby certify that (i) I hold the title stated below for the banking institution identified below (the "Institution") and have the authority to make these certifications, (ii) the Institution is duly organized and existing under the laws of the jurisdiction identified below, with its head office located at the location identified below, (iii) stated below are correct and complete copies of the resolutions duly adopted on the date stated below by the Institution's board of directors in accordance with applicable law and the Institution's organization documents (e.g., certificate of incorporation and bylaws) and chartering or licensing requirements, and (iv) these resolutions have not been modified, remain in effect, and are not in conflict with the Institution's organization documents or chartering or licensing requirements.

Institution Name*		Include 9-digit RTN or CIN.
Routing Transit Number (RTN) or Customer Identification Number (CIN)*		
Date of the Resolutions* (MM/DD/YYYY)		The date the resolutions are adopted; date must be on or before the effective date of the OAL.

Jurisdiction of the Institution

Chartering State* <i>(list applicable state)</i>		This is either the chartering state <u>or</u> the United States (if federally chartered).
Federally Chartered* <i>(please select)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No If no, please provide the Chartering State:	

Institution Head Office Location

Street Address*		Include the complete street address (City, State and Zip Code) of your institution's head office.
City*		
State*		
Zip Code*		

The following are the correct and complete copies of the adopted resolutions:

1. RESOLVED, that the Institution is authorized to (i) open and maintain, in the Institution's name, a master account at the Federal Reserve Bank of the Federal Reserve District in which the Institution is located, (ii) agree to all the provisions of the Federal Reserve Banks' Operating Circular 1, Account Relationships and other operating circulars or agreements relating to Federal Reserve Bank accounts or services, as each may be amended or superseded from time to time, (iii) obtain services from, incur obligations to, and grant a security interest in the Institution's property (whether now owned or hereafter acquired) to any Federal Reserve Bank, and (iv) perform any and all acts that may be necessary for or incidental to any of the authorizations in these resolutions or that may be designed to carry out the purpose of these resolutions.
2. RESOLVED, that the officers identified below by title or name and title and each of their successors in office are each hereby authorized to perform any or all of the following in the name of and on behalf of the Institution: (i) perform any or all acts that may be necessary or incidental to any of the authorizations in these resolutions or to any transaction authorized by these resolutions or that may be designed to carry out the purpose of these resolutions, (ii) apply for Federal Reserve Bank accounts or services, (iii) execute agreements relating to Federal Reserve Bank accounts or services, (iv) issue instructions to any Federal Reserve Bank, (v) transact business with any Federal Reserve Bank, (vi) transmit to the Federal Reserve Banks a list of the names, titles and signatures of the officers recognized as also authorized to perform and to further delegate performance of the acts described in clauses (i) through (vi) of this resolution.

Exact titles of the officials **OR** names with exact titles
Note: The Authorizing Officer on the OAL must be identified in this paragraph by name and title or simply by title.

3. RESOLVED, that these resolutions and all the powers granted by these resolutions shall remain in effect until the Institution has given written notice of the revocation of these resolutions to the Federal Reserve Banks and the Federal Reserve Banks have had reasonable time to act.
4. RESOLVED, that all prior resolutions regarding the Institution's accounts with the Federal Reserve Banks or the Institution's use of Federal Reserve Bank services (other than resolutions authorizing the Institution to borrow from and grant a security interest to a Federal Reserve Bank in accordance with the Federal Reserve Bank's Operating Circular 10, *Lending*, and resolutions relating to the Institution's daylight overdraft capacity), if any, are hereby revoked.

Certifying Official Signature¹

Signature*			
Date*			
Title*			
Name*	<small>First*</small>	<small>MI</small>	<small>Last*</small>
Phone Number*	<small>Country Code</small>	<small>Phone*</small>	
Email Address*			

The certifying official **CANNOT** be identified in paragraph 2 above. Title requirements are addressed in the above Certifying Official section.

Official Authorization List (OAL):

The Federal Reserve Banks require three basic types of inputs in the OAL, which are: (i) basic information about the institution and the OAL's use, (ii) information about the Authorizing Officer and related certifications and signatures, and (iii) information about the Authorized Individuals and related signatures.

Institution information: This section contains identifying information about the head office of your institution.

- Check Yes if the OAL will be superseding a previous OAL on file with the Federal Reserve Banks.
- Check No if the OAL is adding to a previous OAL on file with the Federal Reserve Banks. (If nothing is indicated, then the previous OAL will also remain in effect in addition to the new submission).
- Provide a requested Effective Date. The form is effective no earlier than the business day following the business day that the appropriate Federal Reserve Bank processes the request. If the requested Effective Date cannot be met, the institution will be notified.
- Provide a phone number for the head office of your institution.
- Provide the complete street address (City, State and Zip Code) of your Head office a PO Box may be included on the second line, if it is the preferred mailing address.

Authorizing Officer: This section identifies an individual listed in paragraph 2 of the BR.

- All signatures on the OAL must be **original**.
- The signature must be certified by a Notary Public. (See Notary requirements below.)
- Provide the title of the Authorizing Officer.
- The individual identified must be listed, by name or title, in paragraph 2 of the BR.
- Provide the first name, middle initial, and last name of the Authorizing Officer.
- Provide the phone number, extension, and email of the Authorizing Officer.

Notary Public Authentication: This section identifies the Notary Public, who is certifying the above information for the Authorizing Officer.

- The notary public **cannot** be listed as an Authorizing Officer, Certifying Official, or Authorized Individual on the OAL or BR.
- Provide the state and county, borough, or parish in which the notarization is conducted.
- Provide the date the notary public witnesses the individual listed as an Authorizing Officer sign the OAL.
- Provide an **original** signature of the Notary.
- Provide the Notary Seal or Stamp.

Certifying Official: This section must be completed if the Authorized Officer is identified by Title only, in paragraph 2 of the BR.

- Provide the Certifying Official's name and title.
- Provide the name and title of the individual listed as the Authorizing Officer.

Notary Public Authentication: This section identifies the Notary Public, who is certifying the above information for the Certifying Official.

- See the above Notary requirements for the Authorizing Officer.

Authorized Individuals: This section identifies individuals authorized to take actions specified in paragraph 2 of the institution's BR, including to execute agreements, transact business, issue instructions, and to further designate and sub-delegate authority to others.

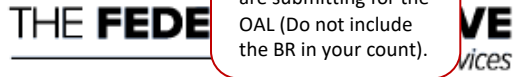
The OAL contains space for listing two Authorized Individuals. If your organization needs to identify additional Authorized Individuals, please submit additional form pages.

- In every case, indicate the page number of each form page and the total number of pages being submitted as a single list (i.e. "Page 1 of 1" or "Page 2 of 4").
- Each additional page must be signed by the individual listed as the Authorized Officer from page 1.

- Provide the first name, middle initial, and last name of the Authorized Individual.
- Provide the phone number, extension, and mobile number of the Authorized Individual.
- Provide the title of the Authorized Individual.
- Provide an email address of the of the Authorized Individual.
- Provide an **original** signature of the Authorized Individual.
- Provide any limitations to the Authorized Individual authority.

Questions on BR/OALs forms should be directed to your District BR/OAL contact which may be found here: <https://www.frb services.org/contactus/br-oal.html>.

Indicate the total number of pages you are submitting for the OAL (Do not include the BR in your count).



Federal Reserve Bank Official Authorization List Account and Non-Account Holders

*Required Fields

Select "Yes" if this list supersedes a previous list.

This supersedes our previous Official Authorization List?* <i>(If neither is selected, previous list will also remain in effect)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	Full legal name of the institution
Institution Name*	Enter RTN or CIN.	
Routing Transit Number (RTN) or Customer Identification Number (CIN)*		
Effective Date^{1*} <i>(MM/DD/YYYY)</i>	Desired effective date cannot be prior to the adopted date on the BR.	
Street Address*		
Telephone*		
City*	Complete street address (City, State and Zip Code) of your Head office is required. (PO Box may be included on the second line, if it is the preferred mailing address.)	
State*		
Zip Code*		

Signature of the Authorizing Officer must be notarized below.

Authorizing Officer* (Must be listed by name and title in paragraph 2 of your institution's authorizing resolutions):

Signature*	Original signatures are required.		
Title*			
Name*	First	Mi	Sur
Phone*	Country Code	Phone	
Email Address*			

Print the Authorizing Officer's name and title.

Authorizing Officer must be listed by title only or by name and title in paragraph 2 of BR.

...an the business day following the business day that the appropriate Federal Reserve requested Effective Date cannot be met, the company will be notified.

*Page ____ of ____

Notary Public Authority
Certifying official, authorizing officer, or authorized individual

Notary Public Authority
Officer* (Notary public cannot appear on this form as a certifying official, authorizing officer, or authorized individual)

Indicate the total number of pages you are submitting for the OAL (Do not include the BR in your count)

For state with no counties, please enter the applicable City, Borough, or parish.

NOTARY CAN'T BE LISTED AS A CERTIFYING OFFICIAL, AUTHORIZING OFFICER, OR AUTHORIZED INDIVIDUAL.

State of*

County² of*

and sworn to before me

Signature*

with expiration date*

Expiration date (MM/DD/YYYY) of the notary commission is required.

Print the Certifying Official's name and title.

Certifying Official (The section must be completed if paragraph 2 of your institution's authorizing resolutions authorized officers by title only. The certifying official must be the secretary or assistant secretary of the institution or another officer of similar or higher rank. The official must also have the authority to certify the institution in this document.)

I, _____
(Certifying Official's Printed Name and Title)

of the above institution, do hereby certify that

(Authorizing Officer's Printed Name)

of such institution.

(Title of Authorizing Officer)

Certifying Official's Signature

Signature of the Certifying Official.

This section must be completed if paragraph 2 of the BR contains titles only. Note: the notary section below must also be completed.

Notary Public Authentication of Certifying Official (Notary Public cannot appear on form as a certifying official, authorizing officer, or authorized individual)

State of:

County² of

and sworn to before me

Signature

with expiration date

For state with no counties, please enter the applicable City, Borough, or parish.

Expiration date (MM/DD/YYYY) of the notary commission is required.

NOTARY CAN'T BE LISTED AS A CERTIFYING OFFICIAL, AUTHORIZING OFFICER, OR AUTHORIZED INDIVIDUAL.

² Or other applicable subdivision such as borough or parish.

*Page ____ of ____

To the Federal Reserve Bank of _____, the actions specified herein, and to transact business, a

Indicate the total number of pages you are submitting for the OAL (Do not include the BR in your count)

names, titles, and signatures of the individuals authorized to take the institution's authorizing resolutions, including to execute agreements, on behalf of the institution identified on page 1 of this document. Such actions may include successive sub-delegations of authority (for example, via an Authorized individual below granting authority to an End User Authorization Contact who may select services and take all other actions, including granting access to services to a Subscriber).

Name	First	Mi	Last	Suffix
Work Phone	Country Code	Phone		Extension
Mobile	Country Code	Phone		
Title				
Email Address				
Signature				
Limitations to Authority <i>(leave blank if none)</i>				

Print the Authorizing Individual's name, work phone, mobile, Title, and email.

Original signatures are required.

Limitations, if any, pertain to the business functions (i.e. ACH, Cash) not dollar amounts.

Name	First	Mi	Last	Suffix
Work Phone	Country Code	Phone		Extension
Mobile	Country Code	Phone		
Title				
Email Address				
Signature				
Limitations to Authority <i>(leave blank if none)</i>				

Authorizing Officer*

Institution*				
Routing Transit Number (RTN) or Customer Identification Number (CIN)*				
Signature*				
Title*				
Name*	First			

The Authorizing Officer identified on page 1, must sign each page of the OAL.

Additional Authorized Signers may be added by completing this page, signed by the Authorizing Officer. The Notary section is not required for additional pages.

You may add additional signers by completing this page multiple times. Including the first/notary page, appropriately at the top left-hand corner.

Note: To hasten the review process, the form can be faxed or emailed to your local district for review prior to mailing the original document for processing. Fax numbers and email addresses can be found at http://www.frb services.org/forms/account_services.html.

FREQUENTLY ASKED QUESTIONS

Board Resolutions (BR):

Question 1: May an Authorizing Officer (an individual listed in paragraph 2 of the BR) also be listed as an Authorized Individual on the OAL?

Answer: An Authorizing Officer is authorized by an institution's BR to take any action that an Authorized Individual may take. The Authorizing Officer does not need to be listed as an Authorized Individual on the OAL in order to take these actions.

Question 2: We have an institution that listed the title of Senior Vice President (SVP) in paragraph 2 of the BR. The institution has only two SVPs, one of whom is also the Secretary. Can this Secretary still certify the BR even though the title of SVP is stated in paragraph 2?

Answer: Generally, the answer is no. Only someone whose title is not mentioned in paragraph 2 of the BR may sign the document. However, in this situation, paragraph 2 of the BR may be written to say, "an SVP other than the Secretary", in which case the Secretary may sign the resolution document. The Federal Reserve Banks may work with small institutions in order to accommodate special situations.

Question 3: If an institution is wholly owned by a holding company may the board of directors of the holding company adopt the resolutions?

Answer: No. If the institution has its own board of directors, the institution's board must adopt the resolutions.

Question 5: If paragraph 2 of the BR authorizes officials by title only, could a new officer that holds one of the designated titles (e.g., Cashier or Treasurer) send a Federal Reserve Bank a new OAL or an update to the OAL?

Answer: Yes, if the BR lists only titles (without specific names), then any individual with the designated title (e.g., the new Cashier or Treasurer) may be an Authorizing Officer and send a new OAL or an update to the OAL. The Authorizing Officer's signature must be notarized and accompanied by a signed and notarized Certifying Official section, which is at the bottom of the first page of the OAL. Remember, the Certifying Official serves as the certificate of incumbency, which is the evidence that the officer in fact holds the listed title (in our example, Cashier or Treasurer).

Official Authorization List (OAL):

Question 6: May the person who signs the OAL as the Authorizing Officer, also be listed on the OAL?

Answer: Yes.

Question 7: May an individual listed in paragraph 2 of the BR notarize the OAL? May the notary public be listed as an Authorized Individual on the OAL?

Answer: If an individual is listed in paragraph 2 of the BR that individual may authenticate the name and signature of the Authorizing Officer on the OAL as a notary public. That notary public cannot, however, be listed as the Authorizing Officer or as an Authorized Individual on the OAL. If the institution wishes to list that notary public as an Authorizing Officer or an Authorized Individual on the OAL, the institution should use an independent notary public to authenticate the name and title of the Authorizing Officer.

Question 8: What must the notary public write in the blanks on the OAL form?

Answer: The notary public must fill in the state and county, borough, or parish in which the notarization was conducted and the date and the name of the Authorizing Officer whose signature he or she is notarizing. The notary public also needs to ensure the form bears the notary seal and/or stamp as required by applicable law, his or her signature and the expiration date (MM/DD/YYYY) of his or her commission (if the commission expires under applicable law).

Question 9: Does the Authorizing Officer on the OAL have the authority to sign documents on behalf of his or her institution even though he or she is not listed as an Authorized Individual on page 2 of the OAL?

Answer: Yes. Paragraphs 2 and 3 of the BR give the Authorizing Officer such authority independent of the OAL.

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