

# FEDERAL RESERVE BANK *of* NEW YORK *Serving the Second District and the Nation*

## FAQs: Municipal Liquidity Facility

As of December 31, 2020, the MLF has ceased purchasing eligible notes. The materials and information on the web pages associated with this facility will remain available.

The following is intended to address questions about the Municipal Liquidity Facility (MLF or Facility). The Federal Reserve may periodically update these FAQs and, therefore, please check this website for new FAQs or revisions to a previously issued FAQ.

Effective October 5, 2020

### PURPOSE AND DESIGN

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#### **Why is the Federal Reserve establishing the MLF?**

The municipal securities market is an important part of the financial system, which helps provide states, cities, and counties (and their political subdivisions and other governmental entities) with the funding needed to provide essential public services to their citizens. Due to the COVID-19 pandemic, the municipal securities market has recently been under considerable strain. The municipal securities market saw a dramatic increase in sales by institutional investors, which has caused a swift and dramatic increase in interest rates on municipal securities. Although rates have come down from their highs and some issuers have been able to issue debt or secure loans, there are many issuers that have not been able to meet their financing needs through the capital markets. At the same time, states, cities, and counties are facing severe liquidity constraints resulting from the increase in state and local government expenditures related to the COVID-19 pandemic and the delay and decrease of certain tax and other revenues. By ensuring the smooth functioning of the municipal securities market, particularly in times of strain, the Federal Reserve is providing credit that will support families, businesses, and jobs in communities, large and small, across the nation.

The immediate purpose of the MLF is to enhance the liquidity of the primary short-term municipal securities market through the purchase at issuance of Tax Anticipation Notes (TANs), Tax and Revenue Anticipation Notes (TRANs), Bond Anticipation Notes (BANs), Revenue Anticipation Notes (RANs), and similar short-term notes from Eligible Issuers (defined below) (collectively, Eligible Notes). The Eligible Issuer's proceeds from the sale of Eligible Notes to the special purpose vehicle (SPV) can in turn be used to support its political subdivisions and public authorities, among other uses. The Facility will provide a form of cash management financing to Eligible Issuers. In addressing the cash management needs of Eligible Issuers, the Facility will also help restore confidence in the municipal securities market.

The Federal Reserve will continue to closely monitor conditions in the primary and secondary markets for municipal securities and will evaluate whether additional measures are needed to support the flow of credit and liquidity to state and local governments.

#### **How will the MLF work?**

The MLF will provide a liquidity backstop to issuers of Eligible Notes through an SPV. The Treasury Secretary, using funds appropriated to the Exchange Stabilization Fund under section 4027 of the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), will make an initial equity investment of \$35 billion in the SPV. The SPV will have the ability to purchase up to \$500 billion of Eligible Notes.

#### **When may Eligible Issuers begin selling Eligible Notes, and how long will the MLF operate?**

The MLF became operational on May 26, 2020. The SPV will cease purchasing Eligible Notes on December 31, 2020, unless the Board and the Treasury Department extend the term of the Facility.

#### **Under what legal authority are purchases of Eligible Notes through MLF made?**

The Federal Reserve Board established the MLF pursuant to section 13(3) of the Federal Reserve Act.

#### **Where should questions regarding the MLF be directed?**

Questions should be directed through <http://www.federalreserve.gov/apps/contactus/feedback.aspx?refurl=/muni/> or via email to [MLF@ny.frb.org](mailto:MLF@ny.frb.org).

#### **How may I receive updates regarding changes to MLF documents?**

Sign up for email alerts.

### ELIGIBLE ISSUERS

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**Who is an Eligible Issuer?**

An Eligible Issuer is a State, City, or County (or, subject to Federal Reserve review and approval, an entity that issues securities on behalf of the State, City, or County, respectively, for the purpose of managing its cash flows), Multi-State Entity, or Designated RBI, in each case as defined below. Pursuant to section 13(3) of the Federal Reserve Act, an Eligible Issuer may not be insolvent.

An Eligible Issuer that is a State, City, or County (or, subject to Federal Reserve review and approval, an entity that issues securities on behalf of the State, City, or County, respectively, for the purpose of managing its cash flows) must have been rated at least BBB-/Baa3 as of April 8, 2020, by two or more major nationally recognized statistical rating organizations (NRSROs). Eligible Issuers that were rated at least BBB-/Baa3 as of April 8, 2020, but are subsequently downgraded, must be rated at least BB-/Ba3 by two or more major NRSROs at the time the Facility makes a purchase.

An Eligible Issuer that is a Multi-State Entity or Designated RBI must have been rated at least A-/A3 as of April 8, 2020, by two or more major NRSROs. A Multi-State Entity or Designated RBI 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 Facility makes a purchase.

Notwithstanding the foregoing, if a State, City, County, Multi-State Entity, or Designated RBI 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 or Designated RBI); (ii) the State, City, County, Multi-State Entity, or Designated RBI is rated by at least two major NRSROs at the time the MLF 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 or Designated RBI).

For purposes of the Facility :

- A “State” is one of the fifty U.S. states or the District of Columbia;
- A “City” is a U.S. city that (i) has a population exceeding 250,000 residents or (ii) is a Designated City (as defined below);
- A “County” is a U.S. county that (i) has a population exceeding 500,000 residents or (ii) is a Designated County (as defined below); and
- A “Multi-State Entity” is an entity that was created by a compact between two or more States, which compact has been approved by the U.S. Congress, acting pursuant to its power under the Compact Clause of the U.S. Constitution.

For purposes of the definitions of “City” and “County,” population will be determined based on the most recent available U.S. Census data as of April 6, 2020.

A list of States, Cities, and Counties that meet the above population thresholds and have an issuance limit greater than zero dollars based on their general revenue from own sources and utility revenue for fiscal year 2017 is provided in Appendix A. As of April 6, 2020, the most recent data available on population size for cities was 2018 data, and the most recent data available on population size for counties was 2019 data. Changes in population size, as may be reflected in future U.S. Census Bureau releases, will not affect this list of Eligible Issuers.

**What is a “Designated City” or “Designated County”?**

The Governors of U.S. states that have less than two cities and counties (on a combined basis) with 250,000 and 500,000 residents, respectively, may designate cities and counties located in their states for participation in the MLF, subject to certain limits. Any such designated cities will be “Designated Cities” and designated counties will be “Designated Counties.”

Each Designated City and Designated County will be required to provide:

- at the time it submits a notice of interest, evidence that it has verified with the Governor of its state that it will be designated and
- at the time of closing, a certification from the Governor of its state reflecting the designation.

The maximum number of Designated Cities and Designated Counties (on a combined basis) that each Governor of a U.S. state may identify is shown in the below table. The numbers set forth in the below table were selected to ensure that each U.S. state has at least two total cities and counties (on a combined basis) that may participate in the MLF. In determining the number of cities and counties in each U.S. state that may participate in the MLF, cities and counties were not counted if they have an issuance limit of zero dollars because they have no general revenue from own sources and utility revenue for fiscal year 2017.

STATE	DESIGNATED CITIES AND COUNTIES	STATE	DESIGNATED CITIES AND COUNTIES
Alabama	1	Montana	2

STATE	DESIGNATED CITIES AND COUNTIES	STATE	DESIGNATED CITIES AND COUNTIES
Alaska	1	Nebraska	0
Arizona	0	Nevada	0
Arkansas	2	New Hampshire	2
California	0	New Jersey	0
Colorado	0	New Mexico	0
Connecticut	2	New York	0
Delaware	1	North Carolina	0
Florida	0	North Dakota	2
Georgia	0	Ohio	0
Hawaii	1	Oklahoma	0
Idaho	2	Oregon	0
Illinois	0	Pennsylvania	0
Indiana	0	Rhode Island	2
Iowa	2	South Carolina	1
Kansas	0	South Dakota	2
Kentucky	0	Tennessee	0
Louisiana	1	Texas	0
Maine	2	Utah	0
Maryland	0	Vermont	2
Massachusetts	0	Virginia	0
Michigan	0	Washington	0
Minnesota	0	West Virginia	2
Mississippi	2	Wisconsin	0
Missouri	0	Wyoming	2

### **When choosing Designated Cities and Designated Counties, which cities and counties may a state Governor choose?**

A Governor that has the ability to designate one Designated City or Designated County may choose either (i) the most populous city in his or her state that has less than 250,000 residents or (ii) the most populous county in his or her state that has less than 500,000 residents.

A Governor that has the ability to designate two Designated Cities and Designated Counties (on a combined basis) may choose any of the following combinations:

- The most populous city and most populous county;
- The most populous city and second-most populous city; or
- The most populous county and second-most populous county.

### **What is a “Designated RBI”?**

Each Governor of a U.S. state may designate up to two Revenue Bond Issuers located in his or her state for participation in the MLF. The Mayor of the District of Columbia may designate one Revenue Bond Issuer located in the District of Columbia for participation in the MLF. Any such designated Revenue Bond Issuers will be “Designated RBIs.”

A “Revenue Bond Issuer” is a State or political subdivision thereof, or a public authority, agency, or instrumentality of a State or political subdivision thereof, that issues bonds that are secured by revenue from a specified source that is owned by a governmental entity.

Each Designated RBI will be required to provide:

- at the time it submits a notice of interest, evidence that it has verified with the Governor of its state (or, in the case of a Designated RBI in the District of Columbia, the Mayor of the District of Columbia) that it will be designated and
- at the time of closing, a certification from the Governor of its state (or, in the case of a Designated RBI in the District of Columbia, the Mayor of the District of Columbia) reflecting the designation.

**What is “an entity that issues securities on behalf of the State, City, or County for the purpose of managing its cash flows,” as described in the “Eligible Issuer” section of the MLF term sheet?**

Many States, Cities, and Counties issue debt securities through an authority, agency, department, division or other entity that is statutorily authorized to issue debt on behalf of the applicable State, City, or County. Such an authority, agency, department, division or other entity of a State, City, or County may also issue debt securities for the purposes of assisting in cash flow management on behalf of one or more of the political subdivisions or other governmental entities of the applicable State, City, or County. Such an entity would constitute an Eligible Issuer, subject to Federal Reserve review, only if (i) such entity can commit the credit of, or pledge revenues of, the applicable State, City, or County, or (ii) the State, City, or County guarantees the Eligible Notes issued by such issuer. Each eligible State, City, and County may only access the Facility through one issuer; provided that the Federal Reserve may approve one or more additional issuers per State, City, or County to facilitate the provision of assistance to political subdivisions and other governmental entities of the relevant State, City, or County.

**What is a “political subdivision or other governmental entity” as described in the “Eligible Use of Proceeds” section of the MLF term sheet?**

States, Cities, and Counties may use the proceeds of Eligible Notes sold to the SPV under the MLF to purchase the notes of, or otherwise assist, any of their political subdivisions or other governmental entities as described above. For purposes of the “Eligible Use of Proceeds” section, a “political subdivision or other governmental entity” is broadly defined as any county, city, municipality, township, village, school district, special district, utility, authority, agency or other unit of government, as determined by the Eligible Issuer. However, an Eligible Issuer may not lend the proceeds of Eligible Notes to a political subdivision or other governmental entity that is insolvent.

**If an Eligible Issuer uses the proceeds of Eligible Notes to purchase the notes of one of its “political subdivisions or other governmental entities” (as used in the “Eligible Use of Proceeds” section), does the Facility assume the risk of those notes?**

No. Regardless of the use of proceeds, the Facility (and any other holder of the Eligible Notes) faces only the credit of the Eligible Issuer. The Eligible Issuer would bear the credit risk associated with any notes it purchased from its political subdivision or other governmental entity.

**May governmental entities that provide public services on behalf of a State, City, or County and issue bonds backed by their own revenues participate directly in the MLF as Eligible Issuers?**

In addition to Designated RBIs, other governmental entities that provide essential public services on behalf of a State, City, or County may participate in the MLF indirectly by borrowing through an eligible State, City, or County. The Federal Reserve continues to encourage Eligible Issuers to make funding from the Facility available to their political subdivisions and other governmental entities that are in need of such funding.

## ELIGIBLE NOTES

**What are Eligible Notes?**

Eligible Notes are tax anticipation notes (TANs), tax and revenue anticipation notes (TRANs), bond anticipation notes (BANs), revenue anticipation notes (RANs), and other similar short-term notes issued by Eligible Issuers, provided that such notes mature no later than 36 months from the date of issuance. In each case, a note’s eligibility is subject to review by the Federal Reserve.

**What are TANs, TRANs, BANs, and RANs?**

States and other municipalities issue TANs, TRANs, and RANs or other similar short-term notes to address the timing mismatch between the receipt of taxes or other revenues and ongoing expenditures. TANs, TRANs, and RANs are generally backed by and rated based on the anticipated receipt of tax and other revenues over the course of a fiscal year or longer, in amounts sufficient to pay off the notes by maturity.

BANs are issued in anticipation of future bond issuance and are typically not secured by a pledged revenue stream, but are rated based on the long-term credit rating of the issuer and its assumed future market access for refinancing (either as new BANs or

long-term bonds).

### **What can the proceeds of the Eligible Notes be used for?**

An Eligible Issuer may use the proceeds of the Eligible Notes purchased by the SPV for the following purposes: (1) to 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; and requirements for the payment of principal and interest on obligations of the Eligible Issuer or its political subdivisions or other governmental entities; (2) to purchase similar notes issued by, or otherwise to assist, its political subdivisions and other governmental entities for the purposes enumerated in clause (1); and (3) to fund the costs of issuing the Eligible Notes and paying the SPV issuance fee.

### **What form of note security will be required?**

Note security will be subject to review and approval by the Federal Reserve. The source of repayment and security for Eligible Notes will depend on the applicable constitutional and statutory provisions governing the Eligible Issuer and should be generally consistent with the source of repayment and strongest security typically pledged to repay publicly offered obligations of the Eligible Issuer. Eligible Notes of Eligible Issuers that are not Multi-State Entities or Designated RBIs will generally be expected to represent general obligations of the Eligible Issuer, or be backed by tax or other specified governmental revenues of the applicable State, City, or County. If the Eligible Issuer is an authority, agency, or other entity of a State, City, or County, such Eligible Issuer must either commit the credit of, or pledge revenues of, the State, City, or County, or have the State, City, or County guarantee the Eligible Notes issued by such issuer. If the Eligible Issuer is a Multi-State Entity or Designated RBI, the Eligible Notes will be expected to be parity obligations of existing debt secured by a senior lien on the gross or net revenues of the Multi-State Entity or Designated RBI.

### **Will the Eligible Notes or the Eligible Issuer be required to be rated?**

The Eligible Issuer and the applicable credit to be used for the Eligible Notes must meet certain ratings requirements regardless of the method of sale. An Eligible Issuer that is a State, City, or County must have an issuer credit rating or a general obligation rating of at least BBB-/Baa3 as of April 8, 2020, by two or more major NRSROs. Any such Eligible Issuers that were rated at least BBB-/Baa3 as of April 8, 2020, but are subsequently downgraded, must be rated at least BB-/Ba3 by two or more major NRSROs at the time the SPV makes a purchase. An Eligible Issuer that is a Multi-State Entity or Designated RBI must have been rated at least A-/A3 as of April 8, 2020, by two or more major NRSROs. A Multi-State Entity or Designated RBI 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 SPV makes a purchase. Notwithstanding the foregoing, if a State, City, County, Multi-State Entity, or Designated RBI was rated by only one major NRSRO as of April 8, 2020, it may be an Eligible Issuer under the Facility if (i) the rating was at least BBB-/Baa3 (for a State, City, or County) or A-/A3 (for a Multi-State Entity or Designated RBI); (ii) the State, City, County, Multi-State Entity, or Designated RBI is rated by at least two major NRSROs at the time the Facility 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 or Designated RBI).

The applicable credit to be used for the Eligible Notes must carry a long-term rating from at least two NRSROs at the time of pricing. For each NRSRO rating the applicable credit to be used for the Eligible Notes, the Eligible Issuer must provide a rating confirmation that takes into account the proposed issuance of the Eligible Notes. Regardless of the method of sale, the Eligible Issuer (or the entity issuing Eligible Notes on its behalf) must also provide, two business days prior to pricing, written evidence of all of the existing long-term ratings on the applicable credit to be used for the Eligible Notes.

### **From which NRSROs will ratings be accepted?**

For purposes of the MLF, "major NRSRO" means S&P Global Ratings, Moody's Investor Service, Inc., Fitch Ratings, Inc., and Kroll Bond Rating Agency, Inc.

### **How will the Federal Reserve determine pricing under the MLF?**

Under Section 13(3) of the Federal Reserve Act and the Board's Regulation A, the interest rate on the Eligible Notes must be a penalty rate, meaning a rate that is a premium to the market rate in normal circumstances, affords liquidity in unusual and exigent circumstances, and encourages repayment of the Eligible Notes and discourages use of the Facility as the unusual and exigent circumstances that motivated the program recede and economic conditions normalize.

The SPV will purchase Eligible Notes with a fixed interest rate that is determined on the pricing date of the Eligible Notes. The method of sale selected by an Eligible Issuer will not affect the determination of the interest rate. The Federal Reserve's pricing methodology will be publicly available and applicable to all Eligible Issuers. The pricing methodology will be based on the overnight indexed swap (OIS) rate for a comparable maturity plus a fixed spread that corresponds with the ratings of the Eligible Notes and their relevant tax status. The ratings considered in pricing the Eligible Notes will be all of the Eligible Issuer's long-term ratings from major NRSROs for the specific credit of the Eligible Notes at the time of pricing of the Eligible Notes. If the credit has different ratings (i.e. "split ratings"), the applicable spread will be determined by calculating an average of all of the confirmed ratings. If interest on the Eligible Notes is not excluded from gross income for federal income tax purposes, the pricing of the Eligible Notes will be calculated using the methodology for taxable notes. If the SPV purchases multiple Eligible Notes from the



same Eligible Issuer over the term of the MLF, pricing will be determined based on the ratings as confirmed by the applicable major NRSROs on the pricing date of each Eligible Note.

See Appendix B for the MLF pricing grid and methodology. This pricing grid and methodology are subject to revision should market conditions change materially. Any such revisions will be made available on the New York Fed's website for the MLF.

### What is OIS?

An overnight indexed swap (OIS) is an interest rate derivative contract in which parties exchange a payment priced at a fixed rate against a payment priced at an average overnight published reference rate, such as the effective federal funds rate. The MLF will use the fixed OIS rate based on the effective federal funds rate for the maturity that corresponds to the maturity of the Eligible Notes.

OIS rate quotes are widely available from bond market service providers and vendors. The Federal Reserve Bank of New York publishes a weekly table of MLF purchase rates on the MLF website. Additional information regarding OIS is available at <https://www.cftc.gov/MarketReports/SwapsReports/DataDictionary/index.htm>.

### May Eligible Notes have a maturity for which no direct OIS quote is available?

Yes. Eligible Issuers may select any maturity up to 36 months. If an Eligible Issuer selects a maturity for which no direct OIS quote is available, the OIS rate for the Eligible Notes will be calculated using a straight line interpolation of the direct OIS quotes for the nearest maturity that is shorter than the Eligible Notes and the nearest maturity that is longer than the Eligible Notes. The calculation will be conducted by the SPV on the pricing date of the Eligible Notes.

### How will the Eligible Notes be priced if the credit for the Eligible Notes has split ratings?

To account for split ratings across different credit rating agencies, an average rating generally will be calculated by assigning a numerical value to each outstanding rating of the credit for the Eligible Notes from a major NRSRO and rounding the average of such numerical values to the nearest numerical value that corresponds to a rating. If an average rating is equidistant between the numerical value corresponding to one rating and the numerical value corresponding to another rating, then the Eligible Issuer will be treated as having the lower rating. However, if a credit has only two ratings from major NRSROs and one of the ratings is two or more gradations higher than the other rating, then the Eligible Issuer will have the option to either (1) obtain a third rating from a major NRSRO and price the Eligible Notes based on the average of its three ratings or (2) price the Eligible Notes based solely on the lower of the two existing ratings. In addition, the applicable spread will be increased by 50 bps if the spread corresponding to the lowest rating of the credit for the Eligible Notes is more than 50 bps above the spread corresponding to the average rating of the credit for the Eligible Notes.

See below for the numerical values that will be assigned to ratings and a hypothetical example.

#### RATING MAPPING TABLE

Rating	Aaa	AAA				
Value	0	0				
Rating	Aa1	AA+	Aa2	AA	Aa3	AA-
Value	0.66	0.66	1	1	1.33	1.33
Rating	A1	A+	A2	A	A3	A-
Value	1.66	1.66	2	2	2.33	2.33
Rating	Baa1	BBB+	Baa2	BBB	Baa3	BBB-
Value	2.66	2.66	3	3	3.33	3.33
Rating	Ba1	BB+	Ba2	BB	Ba3	BB-
Value	3.66	3.66	4	4	4.33	4.33

#### HYPOTHETICAL EXAMPLE

Ratings of Security for Eligible Notes	Numerical Value
A1	1.66

**HYPOTHETICAL EXAMPLE**

A+	1.66
A	2
Average Numerical Value	1.77
Average Rating	A+/A1

**When will interest on the Eligible Notes be due?**

Interest on Eligible Notes may be paid at such times as are consistent with applicable constitutional and statutory requirements, provided that all interest will be due no later than the maturity date of the Eligible Notes.

**Will interest on the Eligible Notes be required to be exempt from federal or applicable local income taxes and accompanied by a tax opinion thereto?**

No. The Eligible Issuer may issue taxable or tax-exempt Eligible Notes.

**Is there a prepayment right on the Eligible Notes?**

With the approval of the SPV, Eligible Notes purchased by the SPV may be prepaid by the Eligible Issuer at any time, in whole or in part, at par (or, in the case of Eligible Notes purchased at a premium, par plus unamortized premium) plus accrued interest, prior to maturity.

**May Eligible Notes be refinanced through the Facility after December 31, 2020?**

No. The Facility will no longer extend credit after its termination date, including by refinancing any maturing Eligible Notes.

**May investors sell outstanding notes to the SPV?**

No. The SPV will only purchase newly issued notes of Eligible Issuers. The SPV will not purchase notes in the secondary market.

**Will Eligible Notes be required to have CUSIPs?**

Yes, CUSIPs will be required regardless of the method of sale. The Eligible Issuer or its financial advisor should obtain the CUSIPs. The Federal Reserve will not obtain CUSIPs.

**Will Eligible Notes be required to be DTC-eligible?**

Yes. Closing will occur through DTC.

**DISCLOSURE****Will the Federal Reserve require disclosure from Eligible Issuers?**

Consistent with municipal market practices and requirements, Eligible Issuers offering Eligible Notes in a competitive sale process should anticipate providing the same level of disclosure normally prepared in connection with a public offering of notes.

If the Eligible Issuer is not conducting a competitive sale process and is, therefore, not preparing a disclosure document for public sale, then the Federal Reserve will review the financial information and operating data provided by the Eligible Issuer on the Municipal Securities Rulemaking Board's Electronic Municipal Market Access system (EMMA) and on the Eligible Issuer's website. Eligible Issuers will be required to provide a direct link to the financial information on their websites and EMMA. For Eligible Notes that are TRANS, TANS, RANS, or other similar notes to be repaid from revenues of the Eligible Issuer, Eligible Issuers will also be required to provide cashflow statements (prior year actuals and 12-month projections). The Eligible Issuer also must explain statutorily required or policy-determined "set asides" from taxes and revenue for repayment of TRANS, TANS, RANS, and other similar notes. If set-asides are not required, the Issuer must provide a plan for the repayment of the notes. For Eligible Notes that are BANs, the Eligible Issuer must provide its authorization to issue bonds to pay off the BANs and explain why it expects to be able to issue such bonds on or before the maturity of the BANs. Each Eligible Issuer will also be required to provide copies of written materials containing financial information and operating data that have been provided to the rating agencies in connection with the process to obtain confirmation of the Eligible Issuer's ratings. The Federal Reserve may also require that certain other additional publicly available information be provided to it.

**Will the Federal Reserve require Eligible Issuers to provide continuing disclosure as otherwise required by the Securities and Exchange Commission's Rule 15c2-12?**

Yes. Each Eligible Issuer will be required to provide the continuing disclosure described in Rule 15c2-12 regardless of the method of sale and whether or not the sale of the Eligible Notes would otherwise be subject to Rule 15c2-12. The following requirements also will apply to all transactions in which the SPV purchases Eligible Notes:

- On the Eligible Issuer's website, it must provide a report (1) of quarterly cash flows, which will show actual and projected results, and (2) on the funding of planned set-asides, with an explanation of any negative variances.

- On the Eligible Issuer's website, it must provide access to quarterly financial reports and/or information in a format regularly provided to any governing body or otherwise made public.
- On the Eligible Issuer's website, it must provide access to, at 6 months prior to maturity and at 3 months prior to maturity, a written report explaining how it will repay the Eligible Notes at maturity. For BANs, such a report will identify any material credit or other matters relating to issuing the bonds expected to take out any BANs.
- The Federal Reserve may request, and will have the right to receive, other information relating to the ability of the Eligible Issuer to repay the Eligible Notes when payments become due. The Federal Reserve reserves the right to make public any and all information that it receives pursuant to its rights described herein, including to Congress or otherwise.

The MLF has a form Continuing Disclosure Undertaking, which includes these requirements, available in the MLF's Form Documents and Certifications.

## **METHOD OF SALE AND PROCESS**

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### **How will the MLF purchase Eligible Notes?**

The MLF will purchase, through an SPV, Eligible Notes from Eligible Issuers. An Eligible Issuer may conduct a competitive sale process, and the SPV will provide a commitment to purchase Eligible Notes that are not awarded to bidders in the competitive sale. Alternatively, an Eligible Issuer may sell the Eligible Notes directly to the SPV without the Eligible Issuer first undertaking a competitive sale process. Each Eligible Issuer will specify its preferred method in the MLF Notice of Interest.

### **How will the MLF purchase notes from an Eligible Issuer that cannot legally enter into a direct purchase transaction with the SPV, even after a competitive sale process?**

The SPV 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 other bidders. The SPV 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 authority to sell Eligible Notes directly to the SPV, even following a competitive sale process in which fewer than all of the Eligible Notes are sold.

### **Does the Federal Reserve prefer one type of sale over the other?**

No. The Eligible Issuer may choose between a competitive sale process, with the SPV providing a commitment to purchase Eligible Notes that are not awarded to bidders in the competitive sale process, or a direct sale to the SPV without first undertaking a competitive sale process. A competitive sale process may be a traditional "all or none" process whereby one bidder is awarded the entire amount of the offered securities or a "modified Dutch auction" whereby multiple bidders may bid for and be awarded portions of the total par amount of securities offered. As the SPV commences operation and completes purchases, the Federal Reserve reserves the right to indicate a preference or require one type of sale in the future.

### **What are the steps to participate in the MLF?**

Interested issuers will be required to complete a Notice of Interest (NOI). The NOI is designed to provide the Federal Reserve with an indication of the Eligible Issuers that intend to sell Eligible Notes. The Eligible Issuer will be notified when the NOI package has been approved and may then move forward at the appropriate time with documentation of the transaction.

Prior to the mailing of a Preliminary Offering Statement (POS) in a competitive transaction and prior to pricing of any transaction, the Eligible Issuer must submit an Application. Upon approval of the Application, the SPV will commit to purchasing Eligible Notes and pricing may proceed. Eligible Issuers should expect that closing conditions and schedules will be substantially consistent with the conditions and schedules typical for such Eligible Issuer's securities.

Sample application materials and related documents are available on the MLF website. Application forms are being developed and will be posted on the MLF website when available.

### **When should an Eligible Issuer submit an NOI?**

The MLF is not a "first come, first served" program, and there is no preference given to early filers. However, an Eligible Issuer that wishes to issue Eligible Notes to the MLF must submit an NOI no later than 30 calendar days before the Facility's stated termination date.

### **Will Eligible Issuers be limited to one issuance of Eligible Notes to the SPV?**

No. An Eligible Issuer may sell Eligible Notes in one or more issuances to the SPV up to, in the aggregate, the Eligible Issuer's allocated amount. The Eligible Issuer should submit a separate NOI for each requested issuance of Eligible Notes at such time as it has determined its financial needs and schedule for such portion of its allocated amount. Eligible Issuers should not use the MLF as a line of credit by conducting frequent, small issuances. The Federal Reserve may establish a maximum number of issuances per issuer or a minimum par amount per issuance.



**Will the Federal Reserve provide forms for Eligible Notes and sale documents, or will Eligible Issuers be expected to provide their own documentation?**

Each Eligible Issuer should expect to use its standard form of note and the documentation that it typically uses when selling its securities. Each Eligible Issuer will also be required to submit evidence of compliance with the MLF program requirements. Following approval of the Eligible Issuer's application, the Federal Reserve will provide a purchase commitment to memorialize the terms of the transaction and the conditions to funding. The SPV and the Federal Reserve will not execute closing or other certificates relating to the transaction.

**OTHER TERMS****How much of an Eligible Issuer's Eligible Notes may the MLF SPV purchase?**

For a State, City, or County, the SPV may purchase Eligible Notes in one or more issuances of up to an aggregate amount of 20% of the general revenue from own sources and utility revenue of the Eligible Issuer (or its associated State, City, or County if the Eligible Issuer is an authority, agency or other associated entity) for fiscal year 2017. The maximum aggregate amount may be used for the benefit of both the Eligible Issuer and its respective political subdivisions and other governmental entities. The SPV may purchase Eligible Notes issued by or on behalf of a Multi-State Entity or Designated RBI in one or more issuances of up to an aggregate amount of 20% of the gross revenue as reported in the audited financial statements of the Multi-State Entity or Designated RBI for fiscal year 2019. An Eligible Issuer (other than a Multi-State Entity or Designated RBI) may request that the SPV purchase Eligible Notes in excess of the limit in order to assist its political subdivisions and other governmental entities that are not eligible for direct issuance to the Facility. If necessary, the Federal Reserve will establish procedures for requesting and allocating additional Eligible Note purchase amounts.

**What is an Eligible Issuer's "general revenue from own sources and utility revenue"?**

An Eligible Issuer's "general revenue from own sources and utility revenue," which is used to calculate issuance limits for the Facility, is calculated using the most recent available data for all States, Cities, and Counties from the U.S. Census Bureau, the "2017 State & Local Government Finance Historical Datasets and Tables." The Board's calculation of the general revenue from own sources and utility revenue for each eligible State, City, and County is provided in Appendix A, along with the Board's methodology for its calculations. In the case of an Eligible Issuer that is an authority, agency or other entity of a State, City, or County, the applicable "general revenue from own sources and utility revenue" shall be that of the State, City, or County that formed the Eligible Issuer. The list in Appendix A may be revised if changes are made to the MLF. Please check this website for any revisions and sign up for email alerts.

**Is there a fee associated with the Facility?**

Yes, each Eligible Issuer must pay an origination fee equal to 10 basis points of the principal amount of the Eligible Issuer's Eligible Notes purchased by the SPV. The origination fee may be paid from the proceeds of the issuance.

**Will the Federal Reserve disclose information regarding transactions entered into by the MLF?**

The Federal Reserve will publicly disclose information on a monthly basis regarding the MLF during the operation of the Facility, including information regarding names of participants, amounts borrowed and interest rates charged, and overall costs, revenues and other fees. Balance sheet items related to the SPV and MLF will be reported weekly, on an aggregated basis, on the H.4.1 statistical release titled "Factors Affecting Reserve Balances of Depository Institutions and Condition Statement of Federal Reserve Banks," published by the Federal Reserve. In addition, the Federal Reserve will disclose to Congress information pursuant to Section 13(3) of the Federal Reserve Act, as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the Board's Regulation A.

**What legal opinions and certifications will be required?**

Eligible Issuers will be required to deliver standard legal opinions for the issuance of debt, including, but not limited to, an opinion of nationally recognized note counsel as to the validity, enforceability, and binding nature of the notes. Each Eligible Issuer must also provide a written certification that it is unable to secure adequate credit accommodations from other banking institutions and that it is not insolvent. Further information on required legal opinions and certificates will be determined and publicly announced prior to commencement of the MLF.

**For the purposes of participating in the MLF, what does it mean for an Eligible Issuer to certify that it is unable to secure adequate credit accommodations?**

The Federal Reserve must obtain evidence that participants in the MLF are unable to secure adequate credit accommodations from other banking institutions. In certifying whether the issuer is unable to secure adequate credit accommodations from other banking institutions, issuers may consider economic or market conditions in the market intended to be addressed by the MLF as compared to normal conditions, including the availability and price of credit. Lack of adequate credit does not mean that no credit is available. Lending may be available, but at prices or on conditions that are inconsistent with a normal, well-functioning market.

Appendix A: Eligible Issuers, updated June 3, 2020 [PDF](#)

[Appendix B: Pricing Appendix](#) PDF

[FAQs: September 8, 2020](#) »

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