

**Secretary/Clerk's Certificate
Advances and Correspondent Services
(for new member)**



COMPANY NAME:

I, _____ [insert name of the undersigned secretary], hereby certify that I am the duly elected, qualified and acting secretary or clerk of _____ [insert name of the applicant/member] (the "Company").

I further certify that the following resolutions were duly adopted by the Board of Directors of the Company on the ____ day of _____, 20____, and that such resolutions remain in full force and effect as of the date hereof:

RESOLVED: That:¹

(each an "Authorized Officer"), and such other officers or employees as may be designated in writing by an Authorized Officer from time to time (their "designees"), be and they hereby are, and each of them acting singly hereby is, authorized, on behalf of the Company and in its name, to take any and all actions, and to make, execute and deliver or cause to be made, executed and delivered any and all agreements, instruments and documents and to incur and pay any and all amounts and expenses and to do any and all such acts and things whatsoever, in each case, as the Authorized Officer or designee so acting may deem necessary or appropriate, in order to carry out and effectuate the intent and purposes of the following resolutions.

RESOLVED: That membership in the Federal Home Loan Bank of Boston pursuant to the authorizations set forth below is in the best interests of the Company and is hereby approved.

RESOLVED: That the Company shall apply for membership in the Federal Home Loan Bank of Boston, and, if approved for membership, subscribe and pay for stock therein as provided in the Federal Home Loan Bank of Boston's capital plan.

RESOLVED: That the Authorized Officers and their designees be, and they hereby are, and each of them acting singly hereby is, authorized, on behalf of the Company and in its name, to execute and submit an application for membership as prescribed by the Federal Home Loan Bank of Boston and any other documents required in connection therewith, to pay all expenses, and to do any and all other things as the Authorized Officer or designee so acting may deem necessary or appropriate in connection with applying for, obtaining and retaining such membership as the Federal Home Loan Bank of Boston may prescribe.

RESOLVED: That the Company is fully authorized to do business with and exercise all of the privileges of membership in, the Federal Home Loan Bank of Boston.

RESOLVED: That the Authorized Officers and their designees be, and they hereby are, and each of them acting singly hereby is, authorized, on behalf of the Company and in its name, to apply to the Federal Home Loan Bank of Boston for advances, letters of credit and any other extensions of credit offered by the Federal Home Loan Bank of

Boston, to furnish and assign and substitute such collateral as may be required from time to time by the Federal Home Loan Bank of Boston as security for the payment and performance of any and all obligations due by the

¹ Insert the titles of officers vested with such authority (e.g., President, Vice-President, Secretary, etc.) or, alternatively, you may designate specific officers by name.

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Company to the Federal Home Loan Bank of Boston, to extend, renew, or consolidate any advances obtained by the Company from the Federal Home Loan Bank of Boston when convenience may require and the Federal Home Loan Bank of Boston will permit, and to do any and all things the Authorized Officer or designee so acting may deem necessary or appropriate in connection with said matters, provided only that the advances obtained from the Federal Home Loan Bank of Boston and all other obligations due the Federal Home Loan Bank of Boston shall at no time exceed, in the aggregate, the maximum permitted by the Federal Home Loan Bank Act, or any other law or regulation applicable to the Company, or any written policy of the Federal Home Loan Bank of Boston.

RESOLVED: That the Authorized Officers and their designees be, and they hereby are, and each of them acting singly hereby is, authorized, on behalf of the Company and in its name, to execute, acknowledge and deliver one or more agreements, instruments and documents for the purpose of effecting the transactions contemplated by these resolutions, including, without limitation, the following agreements substantially in the form proposed by the Federal Home Loan Bank of Boston: (a) the Agreement for Advances, Collateral Pledge, and Security Agreement, (b) the Correspondent Services Agreement, (c) the Irrevocable Letter of Credit Reimbursement Agreement, (d) any interest rate swap agreement, (e) any funding agreement, (f) any tri-party custodial agreement (collectively, the "FHLBB Documents"), and (g) any other agreement, instrument, or document as the Authorized Officer or designee so acting may deem necessary or appropriate in connection with the execution and delivery of any FHLBB Document.

RESOLVED: That the Authorized Officers and their designees be, and they hereby are, and each of them acting singly hereby is, authorized, on behalf of the Company and in its name, to take any and all such other actions and give oral and written instructions (including by electronic or facsimile means) pertaining to the FHLBB Documents and any other agreements, instruments, or documents authorized by these resolutions as the Authorized Officer or designee so acting may deem necessary or appropriate.

RESOLVED: That all actions heretofore taken by any Authorized Officer or any of their designees in connection with the transactions authorized by the foregoing resolutions and consistent with the intent and purposes of the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

I further certify that, pursuant to the foregoing resolutions, the Company's application for membership in the Federal Home Loan Bank of Boston was duly executed, that all information and documentation required by the Federal Home Loan Bank of Boston to be submitted in connection therewith was included therein or was attached thereto, and that such information is true and correct and such documents are true and correct copies of what they purport to be.

Delivery of an executed version of this Certificate to the Bank by facsimile, email transmission of a scanned image, or other electronic means shall be effective as delivery of an originally executed version for all purposes. For the avoidance of doubt, the words "execution," "signed," "signature," and words of like import in this Certificate shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based record keeping system, as the case may be, to the extent and as provided for in any applicable law, including, without limitation, Electronic Signatures in Global and National Commerce Act or any other similar state laws based on the Uniform Electronic Transactions Act, and I hereby waive any objection to the contrary.

IN WITNESS WHEREOF, the undersigned has signed this Certificate under seal on the _____ day of _____, 20____.

By: _____

Name: _____

Title: _____