

**Sophisticated Municipal Market Professional (SMMP) Affirmation
(Pursuant to MSRB Rule D-15¹)**

In connection with any municipal securities transaction, the undersigned acknowledges on behalf of the Customer Account named below that:

- I. It is a customer of the nature defined in MSRB Rule D-15(a)²;
- II. It is capable of evaluating investment risks and market value independently, both in general and with regard to all transactions and investment strategies in municipal securities;
- III. It (1) is exercising independent judgment in evaluating:
 - (A) the recommendations of any Dealer or its associated persons;
 - (B) the quality of execution of the customer’s transactions by the Dealer; and
 - (C) the transaction price for non-recommended secondary market agency transactions as to which (i) the Dealer’s services have been explicitly limited to providing anonymity, communication, order matching and/or clearance functions and (ii) the Dealer does not exercise discretion as to how or when the transactions are executed; and(2) has timely access to material information that is available publicly through established industry sources as defined in MSRB Rule G-4³;
- IV. It will notify [vendor] and each Dealer associated with the Customer Account if anything in this Certificate ceases to be true;
- V. This Certificate and the information contained herein may be shared with Dealers or third parties, including via a secure database or electronic platform established by [vendor]; and
- VI. He or she is authorized to sign on behalf of the Customer Account named below.

By signing this Certificate, the undersigned affirms that the above statements are accurate but does not waive any rights afforded under U.S. federal or state securities laws, including without limitation, any rights under Section 10(b) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

NOTE: This Certificate shall apply with respect to all transactions and investment strategies involving municipal securities that are entered into by the Customer Account named in this Certificate, whether for the account of such Customer Account or for the account of any beneficial owner that has delegated decision making authority to such Customer Account.

Customer Account Name:	Address, City, State, Zip:
Name of Authorized Signatory:	U.S. Tax ID/EIN (if applicable):
Title of Authorized Signatory:	Telephone:
	Email Address:
Signature of Authorized Signatory:	Date:

¹ Available at <http://msrb.org/Rules-and-Interpretations/MSRB-Rules/Definitional/Rule-D-15.aspx>

² Pursuant to MSRB Rule D-15, the term “sophisticated municipal market professional” or “SMMP” is defined by three essential requirements: the nature of the customer; a determination of sophistication by the broker, dealer, or municipal securities dealer (“Dealer”); and an affirmation by the customer. The customer must be (1) a bank, savings and loan association, insurance company or registered investment company; (2) an investment adviser registered either with the SEC under Section 203 of the Investment Advisers Act of 1940 or with a state securities commission (or any agency or office performing like functions); or (3) any other person or entity with total assets of at least \$50 million as of the date of this Certificate.

³ Pursuant to MSRB Rule G-47(b)(i), established industry sources shall include the MSRB’s Electronic Municipal Market Access (“EMMA”®) system, rating agency reports, and other sources of information relating to municipal securities transactions generally used by brokers, dealers, and municipal securities dealers that effect transactions in the type of municipal securities at issue. Pursuant to MSRB Rule G-47(b)(ii), information is considered to be material if there is a substantial likelihood that the information would be considered important or significant by a reasonable investor in making an investment decision.