

Private Participant Disclosure—Legal Entity

Agenda Item / Transaction / Approval Request: _____

Name of Private Participant: _____

When Required: If the SFAA's governing board will be asked to vote for approval of a request involving a private participant whose identity will be known at the time of approval, a completed copy of this disclosure form is required for each private participant. As used herein, a private participant is a non-governmental legal entityⁱ which may directly benefit from, and is participating in or directly associated with, the requested approval.ⁱⁱ All required disclosure forms must be submitted to SFAA at the same time the request for approval is submitted.

Instructions: (a) At the top of each page, identify the related agenda item / transaction / approval requestⁱⁱⁱ and the name of the private participant. (b) This form must be signed by a natural person with significant responsibility to control, manage, or direct^{iv} the private participant. To identify each legal entity named below, the following information is required: (1) the entity's full legal name as it appears on the public document filed to create the entity, (2) the entity's specific legal type (e.g., partnership, LP, LLP, Corp., LLC), (3) any trade or "d/b/a" names, (4) the State in which the legal entity was created by the filing of a public document, (5) the entity's principle place of business, (6) the entity's in-state address (if any), (7) the entity's web address, and (8) whether the entity is operated on a non-profit basis. (c) For each legal entity identified herein, provide a detailed organizational chart. (d) Do not provide any other information not requested in this form. If needed, additional information will be requested.

1. *Private Participant.* Provide the information required to identify the private party. See above Instructions.

Exempt Entity. If the private participant named herein is an exempt legal entity,^v explain why the entity is exempt in the space provided below. If exempt, skip items 2-6.

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2. *Responsible Individuals.* Provide the full legal name, mailing address, and job title for every natural person who either (a) has significant responsibility to control, manage, or direct the private participant, or (b) serves as a member of the private participant's board of directors, if any.

3. *Beneficial Owners.* Provide the full legal name, mailing address, and job title for every natural person who is a beneficial owner^{vi} of the private participant.

4. *Intervening Legal Entities.* If a beneficial owner identified above is not the most immediate and direct owner of the private participant, provide the required information [outlined as (1) through (7) in the above Instructions] for each legal entity that, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, lies between that beneficial owner and the private participant. If identifying an intervening legal entity, attach a diagram or organizational chart showing the relationship of all those identified, and their percentage ownership interests.

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5. *Parent Legal Entities.* For every legal entity that is a parent of the private participant^{vii}, provide the required information [outlined as (1) through (7) in the above Instructions]. If identifying a parent legal entity, attach a diagram or organizational chart showing the relationship of all those identified, and their percentage ownership interests. Do not include an entity already identified in response to question #4.

6. *Responsible Individuals of Intervening or Parent Legal Entities.* For each legal entity identified in response to questions #4 & 5, provide the full legal name, mailing address, and job title for each natural person who either (a) has significant responsibility to control, manage, or direct that specific legal entity, or (b) serves as a member of that legal entity's board of directors, if any. Specify which legal entity is associated with each natural person named below. This information may be provided by including it on any diagram or organizational chart submitted in response to questions #4 & #5.

Exempt Entity. If an intervening or parent legal entity identified in response to questions #4 or #5 is an *exempt* legal entity, you need not provide the information required by question #6. However, you must explain why the entity is exempt in the space provided below.

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I _____ (*print name*) hereby certify to the best of my knowledge that the information provided herein or attached is complete and correct. My contact information follows:

Signature

address

Title

telephone

Date

email

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Explanatory Endnotes

ⁱ Legal entity means a partnership, corporation, trust, limited liability company, or other entity created by the filing of a public document with a Secretary of State or other similar officer, and any other similar entity formed under the laws of a foreign jurisdiction. *Refer to* 31 C.F.R. 1010.230(e)(1).

ⁱⁱ Without limitation, the following *private* persons benefit directly from Authority approval and shall be considered private participants: party to approved legal settlement, borrower in connection with bonds receiving ceiling allocation, borrower in connection with conduit bond issuance, lessor, lessee, grantor, grantee, energy performance contractor, design professional, construction contractor, service contractor. Expressly not included are those whose participation is limited to enabling a transaction, such as accountants, abstractors, advisors (e.g., financial, legal, feasibility), appraisers, banks, brokers, consultants, surveyors, and underwriters.

ⁱⁱⁱ Private participants should engage with their contact in the approval process to properly complete the "Agenda Item / Transaction / Approval Request" blank on the header of each page. The blank must contain information that unambiguously connects this disclosure form with the applicable item, transaction, or request for which approval is sought, e.g., the specific legal settlement, ceiling allocation request, conduit bond issuance, lease, real property conveyance, easement, or contract.

^{iv} A natural person with significant responsibility to control, manage, or direct a legal entity would include (i) an executive officer or senior manager (e.g., a Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, or Treasurer); or (ii) any other individual who regularly performs similar functions. *Refer to* 31 C.F.R. 1010.230(d)(2).

^v Exempt legal entity is: (1) a financial institution regulated by a Federal functional regulator or a bank regulated by a State bank regulator, (2) any entity, other than a bank, whose common stock or analogous equity interests are listed on the New York Stock Exchange or the American Stock Exchange or whose common stock or analogous equity interests have been designated as a NASDAQ National Market Security listed on the NASDAQ Stock Market, (3) an insurance company regulated by a State, and (4) an agency of the United States, of any State, or of any political subdivision of any State.

^{vi} Beneficial owner means a ***natural person*** who directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise owns five percent (5%) or more of the equity interests of the private participant. *Refer to* 31 C.F.R. 1010.230(d).

^{vii} A legal entity is a parent of the private participant if, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, it owns five percent (5%) or more of the equity interests of the private participant.