

Electronic Documentation Acknowledgment and Agreement

In consideration for Canada Mortgage and Housing Corporation (“**CMHC**”) agreeing to accept from the undersigned (the “**Counterparty**”) documents, agreements and contracts in pdf format (or such other electronic form as CMHC may agree to from time to time), including documents, agreements and contracts signed or executed by electronic means, in place of original copies signed with wet ink manual signatures, whether pursuant to or in connection with the NHA MBS Program or otherwise, the Counterparty acknowledges and agrees that:

- a. Notwithstanding anything else to the contrary contained in any prior contract, agreement or document entered into with, or provided to, CMHC, including any board resolutions or other documentation of the Counterparty previously provided to CMHC to evidence its authority or the authority of, or sub-delegation of authority of, a signing director, officer or employee, the Counterparty represents, warrants and agrees that:
 - i. it is authorized to execute and deliver all documents provided to, and all agreements and contracts entered into with, CMHC in electronic form, whether by facsimile, e-mail, or through an information system, and such documents may be signed by it or on its behalf by manual signature or by electronic means and may be executed and delivered in counterparts;
 - ii. it has authorized and consents to its directors, officers, and employees using electronic means, including pdf copies of their own manual signatures, to sign, execute and deliver to CMHC documents, agreements and contracts binding the Counterparty and CMHC may rely on the authenticity and effectiveness of such electronic signatures without further investigation, independent verification or third party certification; and
 - iii. the authority of the Counterparty’s directors, officers and employees to execute and deliver documents, agreements and contracts for and on behalf of the Counterparty by electronic means, and to sign or execute any of the foregoing for and on the Counterparty’s behalf by electronic means may be presumed by CMHC and will be conclusively evidenced by their execution and delivery to CMHC of such documents, agreements or contracts in electronic form, whether by facsimile, e-mail, or through an information system and whether signed by manual signature or electronic means.
- b. All contracts entered into by the Counterparty with CMHC shall be fully binding and enforceable upon execution and delivery of counterparts in electronic form, and any failure by either or both parties to subsequently deliver a manually signed counterpart shall not affect the validity and enforceability of that contract.
- c. CMHC may revoke its agreement to accept documents, agreements and contracts in electronic form or permit their execution and delivery by electronic means at any time in its sole discretion.
- d. The Counterparty shall, upon request by CMHC, execute and deliver to CMHC with wet ink manual signatures any documents, agreements or contracts previously delivered and/or signed by electronic means.

This Electronic Documentation Acknowledgement and Agreement may be signed by electronic means and delivered to CMHC in electronic form at: securitization@cmhc-schl.gc.ca.

Counterparty Name:	Dated:
Name:	Title:

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