



CHIPS®

Public Disclosure of Legal,
Governance, Risk Management,
and Operating Framework



June 2022

TABLE OF CONTENTS

I.	EXECUTIVE SUMMARY	2
II.	SUMMARY OF MAJOR CHANGES.....	3
III.	GENERAL BACKGROUND ON THE CLEARING HOUSE AND CHIPS	4
	The Clearing House.....	4
	CHIPS.....	4
	System Design and Operation	5
IV.	STANDARD-BY-STANDARD SUMMARY NARRATIVE	10
	Legal Basis	10
	Governance	15
	Comprehensive Risk Management.....	24
	Credit Risk	25
	Collateral.....	26
	Margin.....	26
	Liquidity Risk.....	27
	Settlement Finality	30
	Money Settlements	31
	Physical Deliveries	32
	Central Securities Depositories	32
	Exchange of Value Settlement Systems.....	32
	Participant-Default Rules and Procedures	33
	Segregation and Portability.....	34
	General Business Risk	35
	Custody and Investment Risks.....	36
	Operational Risk	37
	Access and Participant Requirements	42
	Tiered Participant Arrangements	44
	Links	46
	Efficiency and Effectiveness	47
	Communication Procedures and Standards.....	50
	Disclosure of Rules and Key Procedures	51
V.	LIST OF PUBLICLY AVAILABLE RESOURCES.....	52
	APPENDIX A.....	53
	APPENDIX B.....	54
	APPENDIX C.....	55

CHIPS® Clearing House Interbank Payments System

Public Disclosure of Legal, Governance, Risk Management and Operating Framework

I. EXECUTIVE SUMMARY

The Clearing House Interbank Payments System (CHIPS®¹) is a funds-transfer system that transmits and settles payment orders in U.S. dollars for some of the largest and most active banks in the world. On an average day, CHIPS transmits and settles over 507,000 “payment messages”² worth an aggregate of \$1.78 trillion.³ It has been estimated that CHIPS carries a very high percentage of all international interbank funds transfers that are denominated in U.S. dollars. For these reasons, CHIPS has been widely regarded as a systemically important payment system, and on July 18, 2012, the Financial Stability Oversight Council designated The Clearing House Payments Company L.L.C. (“PaymentsCo”), which owns and operates CHIPS, as a systemically important financial market utility (“SIFMU”) under Title VIII of the Dodd-Frank Act on the basis of its role as the operator of CHIPS.⁴ As the Board of Governors of the Federal Reserve System (“Federal Reserve Board”) is the supervisory agency for PaymentsCo under Title VIII, PaymentsCo is subject to Regulation HH⁵, which sets forth requirements and standards for SIFMUs. Regulation HH is based upon an international standard, the Principles for Financial Market Infrastructures (“PFMI”).⁶

Regulation HH requires SIFMUs to provide a comprehensive public disclosure of their legal, governance, risk management, and operating framework every two years.⁷ This public disclosure for 2022 updates the disclosure that was published in 2020.

As explained in more detail herein, PaymentsCo’s framework for CHIPS addresses Regulation HH’s standards for SIFMUs through:

¹ CHIPS® is a registered service mark of The Clearing House Payments Company L.L.C.

² A “payment message” is an electronic message that, when released by CHIPS, instructs a receiving participant to pay, or cause another bank to pay, a fixed amount of money to a beneficiary. Rule 1(a)(11) of Rules Governing the Clearing House Interbank Payments System (Effective March 21, 2022), available at https://www.theclearinghouse.org/-/media/new/tch/documents/payment-systems/chips_rules_and_administrative_procedures_03-21-2022.pdf.

³ Based on 2021 CHIPS activity. A summary of annual activity from 1970 to the last calendar year is available at https://www.theclearinghouse.org/-/media/new/tch/documents/payment-systems/chips_volume_value_ytd_may_2022.pdf.

⁴ Financial Stability Oversight Council, 2012 Annual Report at 145.

⁵ 12 C.F.R. § 234.

⁶ Committee on Payment and Settlement Systems, Bank for International Settlements, Principles for Financial Market Infrastructures (April 2012), available at <http://www.bis.org/cpmi/publ/d101a.pdf>.

⁷ 12 C.F.R. § 234.3(a)(23). Prior to the Regulation HH requirement to provide a public disclosure, the Federal Reserve Board’s Payment System Risk Policy required systemically important payment systems to publicly disclose a self-assessment against the previous international standard for SIFMUs, the Core Principles for Systemically Important Payment Systems. Hence, PaymentsCo has provided an assessment of CHIPS every two years since 2007.

- a well-founded legal basis,
- a clear, transparent, and documented governance structure,
- a sound risk management framework,
- effective management of indirect⁸ liquidity risks,
- settlement finality, and
- effective management of operational risk.

II. SUMMARY OF MAJOR CHANGES⁹

Since the 2020 public disclosure there have been two major changes¹⁰ to CHIPS with respect to its design and operations (described below) and no major changes to:

- its function and the market it serves,
- its basic data and performance statistics,
- its general organization, regulatory framework, and
- its publicly available resources.

The two major changes to CHIPS’ design and operations became effective March 8, 2021. The first major change was to the liquidity design of CHIPS. It allowed participants to withdraw more of their liquidity from CHIPS intraday. Specifically, CHIPS participants may now request the ability to withdraw a greater amount of their supplemental position intraday (referred to as “Early Release”) and thereby provide earlier access to liquidity that would otherwise remain in CHIPS until end-of-day. Previously, participants were only permitted to withdraw their supplemental position in an amount equal to the amount of the supplemental funding they provided. Supplemental funding and positions are further explained in Section III.

The second major change was to CHIPS’ operations. CHIPS operating hours were extended from 5:00 p.m. to 6:00 p.m., allowing an additional hour for participants to make their wholesale payments utilizing the liquidity efficiency of CHIPS. This extension in operating hours was responsive to a change in the wholesale payment market when the Federal Reserve Board extended the Fedwire[®] Funds Service¹¹ (“Fedwire”) operating hours from 6:30 p.m. to 7:00 p.m.

With respect to this 2022 public disclosure the following changes are notable:

- Added details of new Early Release feature (Standard II and Standard III), and
- Noted extension of CHIPS operating hours from 5:00 p.m. to 6:00 p.m. (Standard II).

⁸ There is no liquidity risk with respect to CHIPS payments. However, as explained in the discussion of Standard VII, PaymentsCo has a robust program to manage indirect liquidity risk to its participants that may arise due to the absence or diminishing effectiveness of CHIPS’ liquidity efficiency.

⁹ 12 C.F.R. § 234.3(a)(23)(iv)(B).

¹⁰ The Clearing House uses a different standard to identify changes that are major for purposes of this disclosure and changes that are material for purposes of 12 C.F.R. § 234.4(a).

¹¹ Fedwire is the registered service mark of the Federal Reserve Banks.

III. GENERAL BACKGROUND ON THE CLEARING HOUSE AND CHIPS

The Clearing House

The Clearing House¹² was founded in 1853, and is the oldest, most innovative bank association and payment system operator in the United States. Established to simplify the daily check exchanges in New York City, The Clearing House later became a pioneer in the emerging field of electronic funds transfers and continues to be a leader in the payments arena. Today PaymentsCo operates three payment systems in addition to CHIPS: an automated clearinghouse (ACH) known as EPN^{®13} (Electronic Payments Network), a check-image clearinghouse known as SVPCo (Small Value Payments Company), and a real-time payment clearing and settlement system known as the RTP^{®14} system. PaymentsCo continues to pioneer in emerging areas of the payment system in its work to protect account numbers and credentials through tokenization.¹⁵

CHIPS

CHIPS is a real-time system for transmitting and settling high-value U.S. dollar payments among its participating banks. The Clearing House began operating CHIPS in 1970 to simplify and expedite interbank payments in New York City. CHIPS' netting algorithm, further described herein, reduces the liquidity needed to settle payments relative to a real-time gross settlement system. CHIPS' settlement model also enables final settlement of net positions to occur immediately upon the release of netted payments to the CHIPS receiving participant. Hence, CHIPS is unique among high-value funds transfer systems as it provides its participants with both liquidity efficiency and immediate, final settlement.

CHIPS is primarily used to clear and settle the U.S. dollar leg of international wire payments. Based on data from the fourth quarter of 2021, approximately 74% of payments that clear and settle through CHIPS originate outside the U.S.

Backed by over 50 years of reliable operation, CHIPS has operated without incident, always settling payments and distributing end-of-day balances, even during financial crises, the terrorist attacks of 9/11, the COVID-19 pandemic, and natural disasters. As of January 1, 2022 there were 43 CHIPS participants.¹⁶ CHIPS participants include U.S. commercial banks and foreign banks with offices in the United States.

¹² Originally, The New York Clearing House Association. In 1998, The Clearing House reorganized as a limited liability company under the name The New York Clearing House Association L.L.C. The name was changed to The Clearing House Association L.L.C. on June 28, 2004. CHIPS and other payment systems are operated by an affiliate, The Clearing House Payments Company L.L.C. Governance details are found in the discussion of Standard II, *infra*.

Throughout this paper, wherever it is necessary to distinguish the companies, The Clearing House Association L.L.C. is referred to as the "Association," and The Clearing House Payments Company L.L.C. is referred to as "PaymentsCo"; otherwise, the organization is referred to as "The Clearing House."

¹³ EPN[®] is a registered mark of The Clearing House Payments Company L.L.C.

¹⁴ RTP[®] is a registered mark of The Clearing House Payments Company L.L.C.

¹⁵ Since 2012 The Clearing House and its owner banks have been working together to create an open tokenization standard called Secure Token Exchange. Today The Clearing House provides a tokenization service for card numbers and a service for deposit account numbers that are used in RTP payments and ACH payments for which EPN is the receiving ACH operator,

¹⁶ Appendix B is a list of CHIPS participants.

As more fully discussed in Standard I (Legal Basis), the legal framework that applies to CHIPS as a funds transfer system is comprised of the CHIPS Rules and Administrative Procedures (“CHIPS Rules”) and New York Uniform Commercial Code Article 4-A.

System Design and Operation

Payment Processing

A CHIPS participant sends a payment message to CHIPS in a structured format¹⁷ through a multiprotocol label switching (“MPLS”) private network consisting of two carriers. PaymentsCo offers CHIPS participants methods of authenticating and securing messages being sent between CHIPS and its participants that are commercially reasonable. Details of these security procedures are available to CHIPS participants, but are not published here for security reasons.

Upon receipt of a payment message, CHIPS will perform system syntax checks. A payment message that does not pass the syntax checks will be rejected. A payment message that passes the checks will be moved to a queue where a computer algorithm determines whether to release the payment message from the queue to the receiving participant. The payment message will be released if the algorithm determines that the payment message can be settled within the parameters set by the CHIPS Rules.¹⁸

Release of a payment message obligates the sending participant to pay the amount of the payment message to the receiving participant. Settlement of this obligation takes place simultaneously with the release of the payment message by a debit to a prefunded position of the sending participant and an identical credit to the prefunded position of the receiving participant. CHIPS maintains these prefunded positions on a ledger, as further explained below.

Prefunding and Prefunded Positions

The Federal Reserve Bank of New York (“FRBNY”) provides a CHIPS prefunded balance account.¹⁹ Each day, each CHIPS participant must arrange to have a predetermined amount deposited into the prefunded balance account (its “opening position requirement”).²⁰ After it has paid its opening position requirement, each CHIPS participant is permitted to transfer additional funds to the prefunded balance account (its “initial supplemental position”).²¹ There is no limit on the amount that a participant may add as supplemental prefunding, and participants are able to add supplemental funds throughout the day until the end-of-day closing procedure begins.

¹⁷ See Appendix C for more information about the information contained in a CHIPS payment message.

¹⁸ See CHIPS Rules 2(c), 13(a).

¹⁹ For more information about the CHIPS prefunded balance account see Standard IX (Money Settlements).

²⁰ CHIPS Rule 12(b)(1)(B). A participant’s opening position requirement amount is determined by a formula “reasonably designed to facilitate the [CHIPS payment message] release methodology.” CHIPS Rule 12(b)(1)(A). The opening position requirement is recalculated weekly. A participant may also request and The Clearing House in its sole discretion may agree that a Participant may have a predetermined opening position; however, it may not be less than the system-calculated position. CHIPS Rule 12(b)(1)(A).

²¹ CHIPS Rule 12(c)(1).

The amounts deposited in the prefunded balance account are recorded as prefunded positions on the CHIPS ledger. Specifically, CHIPS keeps separate records of each participant’s (i) opening primary position²² and any increases or decreases to the opening primary position resulting from sending or receiving payments messages (its “current primary position”²³); (ii) initial supplemental position,²⁴ including any increases or decreases to the initial supplemental position resulting from sending or receiving payment messages and any additions to or withdrawals from the supplemental position (the initial supplemental position, including these increases and decreases, is called the “current supplemental position”²⁵); and (iii) a “combined position,”²⁶ which is the sum of the current primary position and the current supplemental position. A participant may designate any or the entire amount it has added to its supplemental position as a “reserved supplemental position” to be used exclusively for the settlement and release of its urgent and preferred payment messages.²⁷ Alternatively, a participant may request the use of functionality that automatically reserves the portion of the participant’s supplemental position that is eligible to be reserved in the amount of any unreleased urgent payments that the participant has sent to CHIPS.²⁸

For simplicity this Disclosure will sometimes refer generically to a participant’s “prefunded position” when there is not a need to distinguish between the current, supplemental, or combined position.

Limits

CHIPS controls the release of payment messages to ensure that no participant’s current primary position or current supplemental position ever falls below zero (“minimum current primary position” and “minimum current supplemental position”).²⁹ In addition, the release of payment messages is also controlled to ensure that no receiving participant accumulates so much liquidity that the system is not able to release payment messages efficiently. To this end, payment messages will not be released to a participant if the receipt of payment messages would cause the receiving participant’s current primary position to exceed a multiple of its opening primary position (“maximum current primary position”).³⁰

Withdrawals

No participant is permitted to withdraw any amount from the prefunded balance account in respect of its current primary position.³¹

²² CHIPS Rule 12(b)(1)(D).

²³ CHIPS Rule 12(b)(2).

²⁴ CHIPS Rule 12(c)(1).

²⁵ CHIPS Rule 12(c)(2).

²⁶ CHIPS Rule 12(d)(1).

²⁷ CHIPS Rule 12(c)(3).

²⁸ CHIPS Rule 12(c)(3).

²⁹ CHIPS Rule 12(e).

³⁰ CHIPS Rule 12(e)(1). At present, the multiple is two times the opening primary position until 3:00 p.m., at which time the multiple is increased by a formula designed to maximize the flow of payment messages through CHIPS.

³¹ CHIPS Rule 12(f)(2).

The amount of current supplemental position that a participant can withdraw depends upon whether it has requested and been approved for Early Release or not.³² If a participant is not using Early Release, then it may request PaymentsCo to withdraw that portion of the current supplemental position that is less than or equal to the amount of supplemental transfers it made to the prefunded balance account.³³ For example, if a participant makes \$1 million in supplemental transfers and sends out payment messages that are settled in whole or in part by reducing its current supplemental position by \$1 million and then the participant receives payment messages that result in an increase to its current supplemental position of \$2.5 million, the participant may request PaymentsCo to withdraw no more than \$1 million from the prefunded balance account. On the other hand, a participant that made no supplemental payments and received payment messages that result in a \$2.5 million addition to its current supplemental position may not withdraw any amount from the prefunded balance account; it may, however, send a payment message that would be settled by reducing its current supplemental position.

If a participant is using Early Release, then it may request to withdraw a portion or all of the current supplemental position it has accumulated as a result of the receipt of payments that have been funded wholly or in part with supplemental funds from the sending participant. For example, if a participant is using Early Release and has made no supplemental transfers and receives payment messages that result in an increase to its current supplemental position of \$2.5 million, the participant may request PaymentsCo to withdraw \$2.5 million.

Because participants have no individual claim to the prefunded balance, no participant may withdraw any amount from the prefunded balance account by sending a payment order directly to FRBNY.³⁴ PaymentsCo is the exclusive agent of the funding participants, and FRBNY will accept payment orders with respect to the balance in the account only from PaymentsCo.

Urgent and Preferred Payment Messages

A participant may designate any payment message as “urgent” or “preferred.”³⁵ CHIPS is designed to release urgent payment messages before preferred messages and to release preferred payment messages before payment messages that have not been designated as urgent or preferred (“nonpriority payment messages”).³⁶

Accounting

Until CHIPS closes for the delivery of new payment messages, CHIPS keeps a separate record of each participant’s current primary position and its current supplemental position. When a payment message is settled by deducting an amount from the sending participant’s current primary position, the receiving participant’s current primary position is increased by an identical amount; when a payment message is settled by deducting an amount from the sending

³² It is important to note that The Clearing House purposely designed the technical capabilities of this new feature to enable and disable the Early Release capability for each participant and at the system level.

Overall, the introduction of Early Release enables CHIPS participants that wish to more actively manage their liquidity to do so more effectively.

³³ CHIPS Rule 12(f)(1).

³⁴ CHIPS Rule 12(a)(4).

³⁵ CHIPS Rule 2(b).

³⁶ CHIPS Rule 13(a)(1)(B).

participant's current supplemental position, the receiving participant's current supplemental position is increased by an identical amount.³⁷ CHIPS ensures that neither of these positions ever goes below zero and that the maximum limits on these positions are not breached.³⁸

The sum of a participant's current primary position and its current supplemental position is its "combined position."³⁹ Because it is the sum of two positive numbers, the combined position cannot go below zero. When the end-of-day closing procedure commences; however, CHIPS combines the primary and supplemental positions into the combined position and stops keeping account of separate primary and supplemental positions.⁴⁰

Treatment and Status of Unreleased Payment Messages

Although almost all of the average 520,000 payment messages received each day are settled before CHIPS closes for the receipt of payment messages, a small number of payment messages (currently⁴¹ averaging 36 payment messages that are worth an average aggregate of about \$5.4 billion) may remain unreleased at that time. At the close of business, CHIPS (i) cancels any payments that remain unreleased because the receiving participant did not prefund its opening position requirement and send a payment⁴² and (ii) nets, sets off, and releases as many of the remaining payment messages as possible, without regard for any participant's maximum combined position (i.e., the maximum combined position restraint is removed, although the minimum combined position limit remains).⁴³ This process sometimes releases a few additional payment messages. Immediately following this procedure, CHIPS calculates a multilateral net balance for each participant based upon the remaining unreleased payment messages without actually netting, setting off, or releasing those payment messages.⁴⁴ The resulting multilateral net balance for each participant (debit or credit) is combined with that participant's combined position (which is always zero or greater) to calculate the participant's closing position.⁴⁵ Each participant then receives an administrative message from CHIPS advising it of its closing position; a negative closing position is a "closing position requirement."⁴⁶ The aggregate of these closing position requirements averaged \$4.1 billion in 2021, or around 0.23% of the day's total value.

Each participant with a closing position requirement has 30 minutes from the time the administrative messages have been sent to send a Fedwire payment order in the amount of its closing position requirement to the prefunded balance account.⁴⁷ Once all of these funds transfers have been completed, the remaining unreleased payment messages are netted, set off,

³⁷ CHIPS Rule 13(b).

³⁸ CHIPS Rule 13(a)(1)(A).

³⁹ CHIPS Rule 12(d)(2).

⁴⁰ CHIPS Rule 13(c)(1).

⁴¹ Based on CHIPS 2021 activity.

⁴² CHIPS will not release a payment to a Receiving Participant on any day until the Participant has prefunded its initial opening position requirement and, as Sending Participant, sent a payment. CHIPS Rule 2(c)(2)(B).

⁴³ CHIPS Rule 13(c)(1).

⁴⁴ CHIPS Rule 13(c)(2).

⁴⁵ *Id.*

⁴⁶ *Id.*

⁴⁷ CHIPS Rule 13(c)(3).

and released.⁴⁸ CHIPS then sends to each participant that has a positive final position a Fedwire payment order in the amount of its final position from the prefunded balance account.⁴⁹

Although each participant with a closing position requirement is expected to send a Fedwire payment order in the amount of that requirement to the prefunded balance account, it is possible that a bank may be unable to do so in a timely manner. In that case a balance is run again using the available balances as adjusted by the addition of amounts from the participants that have paid their closing position requirements during the final funding phase.⁵⁰ The payment messages of any participant that did not send the required Fedwire payment orders remain in the mix. This procedure allows CHIPS to release as many payment messages as possible.

Any payment messages that remain unreleased following this procedure expire, and the sending participant for each of these payment messages is notified that the payment message has not been released.⁵¹ Sending participants have the opportunity to redirect any unreleased payment message through other means (e.g., through Fedwire or a correspondent) before the close of the business day.

⁴⁸ CHIPS Rule 13(c)(3)(A)(i).

⁴⁹ CHIPS Rule 13(c)(3)(A)(ii). A participant can have a positive final position or no final position (i.e., the position is 0); it can never have a negative final position.

⁵⁰ CHIPS Rule 13(c)(3)(B).

⁵¹ CHIPS Rule 13(d).

IV. STANDARD-BY-STANDARD SUMMARY NARRATIVE

Legal Basis

Standard I⁵²: The SIFMU has a well-founded, clear, transparent, and enforceable legal basis for each material aspect of its activities in all relevant jurisdictions.

CHIPS observes Standard I.

The laws of the State of New York and the federal laws of the United States of America provide for a comprehensive and well-established legal framework for payment orders that are sent and settled over CHIPS. In addition, the CHIPS Participant Agreement and CHIPS Rules provide CHIPS participants with a clear explanation of their legal rights and responsibilities with respect to their participation in CHIPS and the payments they make through CHIPS.

General Legal Framework

All CHIPS participants are required to execute the CHIPS Participant Agreement under which they agree to be bound by the Rules Governing the Clearing House Interbank Payments System⁵³. CHIPS Rule 3 provides that “[t]he rights and obligations of Participants and all other parties to a funds transfer of which a CHIPS payment message is a part, arising from the funds transfer or from these Rules, shall be governed by the laws of the State of New York.”⁵⁴ The principal New York law governing funds transfers is Article 4-A of the New York Uniform Commercial Code. Article 4-A permits a funds transfer system operated by an association of banks to establish funds transfer system rules, such as the CHIPS Rules, and, except as otherwise provided in the article, such rules may be effective even if they conflict with the article and indirectly affect another party to the funds transfer who does not consent to the rules.⁵⁵

The netting provisions of the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”)⁵⁶ are also relevant to the legal framework for CHIPS.

⁵² 12 C.F.R. § 234.3(a)(1).

⁵³ The CHIPS Participant Agreement also contains a representation that the agreement is legally valid and binding on the participant and enforceable according to its terms. This provision must be supported by a legal opinion to that effect, which provides the assurance that the CHIPS Rules are legally binding on all participants.

⁵⁴ N.Y. U.C.C. § 4-A-507(3) (A funds-transfer system rule that provides that its choice of law is binding on some or all parties to a funds transfer “any part of which is carried out by means of the system . . . is binding on the originator, other sender, or receiving bank having notice that the funds-transfer system might be used in the funds transfer and of the choice of law by the system when the originator, other sender, or receiving bank issued or accepted the payment order. The beneficiary of a funds transfer is bound by the choice of law if, when the funds transfer is initiated, the beneficiary has notice that the funds-transfer system might be used in the funds transfer and of the choice of law by the system.”)

⁵⁵ N.Y. U.C.C. § 4-A-501(b). A funds transfer system rule may also govern rights and obligations of parties other than participating banks use the system to the extent stated in certain specified sections of Article 4-A.

⁵⁶ 12 U.S.C. §§ 4401–4407.

Choice of Law

New York Article 4-A treats each branch or separate office of a bank as a separate bank for purposes of funds transfers.⁵⁷ Each CHIPS participant must be a U.S. depository institution, a U.S. branch or agency of a foreign bank, or a foreign bank with an office in the U.S.⁵⁸ A Participant's telecommunication line that connects to CHIPS must terminate at an office of the participant located in the United States.⁵⁹ Since all CHIPS payment messages are sent by either a U.S. depository institution or a branch or office of foreign bank located in the U.S. and treated as a separate bank for purposes of a funds transfer, for each CHIPS payment message, both the sending and the receiving bank is a U.S. bank for purposes of the funds transfer. Under New York law:

A funds-transfer system rule may select the law of a particular jurisdiction to govern (i) the rights and obligations between participating banks with respect to payment orders transmitted or processed through the system, or (ii) the rights and obligations of some or all parties to a funds transfer any part of which is carried out by means of the system.⁶⁰

CHIPS Rule 3 selects New York law as applicable to funds transfers involving a CHIPS payment message. Although the New York U.C.C. provides that this choice-of-law rule is effective "whether or not that law bears a reasonable relation to the matter in issue,"⁶¹ New York law does in fact bear a reasonable relation to matters involving CHIPS payment messages because PaymentsCo, which owns and operates CHIPS, is headquartered in New York City. The choice of New York law would therefore be effective under a more traditional choice-of-law analysis.

Moreover, since both the CHIPS sending and receiving participants are U.S. banks for purposes of New York Article 4-A, CHIPS payment messages are governed by Article 4-A. Even where a participant sends a CHIPS payment message in execution of a payment order received from a foreign bank, U.S. law would generally apply to that payment order as well as to the CHIPS payment message because the receiving bank (i.e., the CHIPS sending participant) is located in the United States.⁶² Accordingly, although foreign laws may be applicable to originators, beneficiaries, or other parties to a funds transfer involving a CHIPS payment message, they are not relevant to any issues regarding the rights or obligations of any CHIPS participant with respect to a CHIPS payment message and specifically do not affect the finality of CHIPS payment messages.

The following are additional laws relating to Standard I:

Dodd-Frank Act

In March 2012 the CHIPS Rules were revised to address an issue created by Section 1073 of the Dodd-Frank Act, which would have made certain CHIPS messages no longer subject to Article 4-A of the New York Uniform Commercial Code. Section 1073 added new section 919 to the Electronic

⁵⁷ N.Y. U.C.C. § 4-A-105(1)(b).

⁵⁸ CHIPS Rule 19.

⁵⁹ CHIPS Rule 6.

⁶⁰ N.Y. U.C.C. § 4-A-507(3).

⁶¹ *Id.* § 4-A-507(1)(a).

⁶² *See id.*

Fund Transfer Act (“EFT Act”)⁶³ extending the EFT Act’s coverage to any “remittance transfer,” which it defined as an electronic transfer of funds initiated by a consumer in the United States to any person located in a foreign country. At the time that Section 1073 was enacted but prior to the effective date of the regulation implementing it, Section 4-A-108 of the New York Uniform Commercial Code provided that Article 4-A did not apply to a funds transfer “any part of which is governed by the Electronic Fund Transfer Act of 1978 . . . as amended from time to time.” As Section 1073 made funds transfers that were also remittance transfers subject to the EFT Act, such transfers were excluded by Section 4-A-108 from Article 4-A.

While The Clearing House did not believe that this revision of the EFT Act created any substantial uncertainty regarding the legal basis for CHIPS,⁶⁴ subsequent actions by The Clearing House and the State of New York have eliminated any such uncertainty.

In March 2012, CHIPS Rule 3 was amended to read in part as follows:

(a) The rights and obligations of a Participant as Sending or Receiving Participant to a CHIPS payment message shall be governed by these Rules and by the laws of the State of New York, including Article 4-A of the New York Uniform Commercial Code, regardless of whether the payment message is part of a funds transfer that is a remittance transfer governed by section 919 of the Electronic Fund Transfer Act, 15 U.S.C. § 1693o-1.

(b) The rights and obligations of all other parties to a funds transfer of which a CHIPS payment message is a part, shall be governed, to the greatest extent permitted by law, by these Rules and the law of the State of New York, including Article 4-A of the New York Uniform Commercial Code. In the case of a funds transfer that is a remittance transfer that is governed by section 919 of the Electronic Fund Transfer Act, 15 U.S.C. § 1693o-1, or a successor provision as amended from time to time, shall be governed by New York law, including Article 4-A of the Uniform Commercial Code, except in the case of an inconsistency between New York law and the Electronic Fund Transfer Act, in which case the Electronic Fund Transfer Act shall govern.

In addition to changes in the CHIPS Rules, the New York legislature took action to preserve the applicability of Article 4-A to remittance transfers to the extent possible. On August 17, 2012, New York enacted an amendment to section 4-A-108 that added two new subdivisions to section 4-A-108:

⁶³ 15 U.S.C. § 1693o-1.

⁶⁴ In the first place, only a very small percentage of CHIPS payments involve consumers, and of those, only the ones involving U.S. originators and foreign beneficiaries would be covered by section 1073. Thus the legal framework for a great majority of CHIPS payment messages would not have been affected by section 1073.

Secondly, even for those payment messages that are covered by the EFT Act, section 1073 only addresses the rights and responsibilities between a U.S. consumer originator and his or her sending bank. Section 1073 does not address the rights and obligations of banks vis-à-vis each other, as the EFT Act is silent as to these matters. In the absence of any law to the contrary, a court would likely give full effect to the CHIPS Rules regarding such matters as the finality of CHIPS payment messages and other rights and obligations of the sending and receiving participants as between those CHIPS participants. Finally, section 1073 had no effect on the effectiveness of the CHIPS Rules under the FDICIA netting provisions.

(2) This Article shall apply to a funds transfer that is a remittance transfer as defined in the Electronic Fund Transfer Act (15 U.S.C. Sec. 1693o-1) as amended from time to time unless the remittance transfer is an electronic fund transfer as defined in the Electronic Fund Transfer Act (15 U.S.C. Sec. 1693a) as amended from time to time.

(3) In a funds transfer to which this Article applies, in the event of an inconsistency between an applicable provision of this Article and an applicable provision of the Electronic Fund Transfer Act, the provision of the Electronic Fund Transfer Act governs to the extent of the inconsistency.⁶⁵

With the 2012 amendments to Rule 3 and section 4-A-108, it is clear that Article 4-A continues to apply to all funds transfers that are processed and settled through CHIPS.

CHIPS Finality—Legal Basis

A chief benefit of CHIPS is that it allows the sending participant's obligation to the receiving participant to be paid at the same time as the payment message is released. Section 4-A-403(2) of the Uniform Commercial Code provides that, as between members of a funds-transfer system that nets obligations multilaterally among participants (as CHIPS does), "the receiving bank receives final settlement when settlement is complete in accordance with the rules of the system."

Section 4-A-403(2) provides that:

The obligation of the sender to pay the amount of a payment order transmitted through the funds-transfer system may be satisfied, to the extent permitted by the rules of the system, by setting off and applying against the sender's obligation the right of the sender to receive payment from the receiving bank of the amount of any other payment order transmitted to the sender by the receiving bank through the funds-transfer system. The aggregate balance of obligations owed by each sender to each receiving bank in the funds-transfer system may be satisfied, to the extent permitted by the rules of the system, by setting off and applying against that balance the aggregate balance of obligations owed to the sender by other members of the system.

Moreover, under section 4-A-403(1)(a), payment of a sender's obligation "occurs when the receiving bank receives final settlement of the obligation . . . through a funds-transfer system."

Under the CHIPS finality arrangement, payment messages are released either individually or in batches. If a payment message is released individually, it is simultaneously settled and the sending participant's obligation is paid by decreasing the prefunded position⁶⁶ of the sending participant and increasing the prefunded position of the receiving participant in the amount of the payment message. These increases and decreases to the prefunded positions of the sending and receiving participants are transfers of value and constitute settlement through a funds-transfer system that is immediately final and authorized by section 4-A-403(1)(a).

⁶⁵ 2012 N.Y. Laws, chap. 399 (Aug. 17, 2012).

⁶⁶ As noted previously in this disclosure, for simplicity the disclosure refers generically to prefunded positions when there is not a need to distinguish between current, supplemental, and combined positions.

If payment messages are released in a batch, each payment message is settled by netting the sending and receiving participants' obligations to one another (bilateral netting), and, if more than two participants have payment messages in the batch, by also netting the multilateral net balances of all participants in the same batch. Each participant's balance that results from the netting (whether it is a bilateral net balance or a multilateral net balance) is simultaneously settled by increasing or decreasing the prefunded positions of the participants that have payment messages in the batch in the amounts of the payment messages in the batch. When this is done, settlement of those payment messages is complete in accordance with CHIPS Rule 13. This netting and adjustment of prefunded positions also results in the transfer of value and constitutes final settlement and payment under sections 4-A-403(2) and 4-A-403(1)(a).

Because CHIPS payment messages may be released in a bilateral or multilateral batch, they are also covered by sections 403 and 404 of FDICIA. Section 403(a) provides that:

Notwithstanding any other provision of law, the covered contractual payment obligations and the covered contractual payment entitlements between any two financial institutions shall be netted in accordance with, and subject to the conditions of, the terms of the applicable netting contract.⁶⁷

Similarly, section 404(a) provides that:

Notwithstanding any other provision of law, the covered contractual payment obligations and covered contractual payment entitlements of a member of a clearing organization to and from all other members of a clearing organization shall be netted in accordance with and subject to the conditions of any applicable netting contract.⁶⁸

If the CHIPS receiving participant is the beneficiary or the beneficiary's bank in the funds transfer, then the entire funds transfer, not just the CHIPS payment message, is also final upon release of the payment message to the receiving participant. Under section 4-A-406(1) of the New York Uniform Commercial Code, the originator of a funds transfer has paid the beneficiary at the time a payment order for the benefit of the beneficiary is accepted by the beneficiary's bank, and, under section 4-A-209(2)(b), the beneficiary's bank accepts the payment order when it receives payment of the entire amount of the sender's payment order. Since a CHIPS payment message is finally settled at the time it is released to the receiving participant, the receiving participant (i.e., the beneficiary's bank) has received payment for purposes of section 4-A-209(2)(b), payment by the originator to the beneficiary has been completed, and the originator's obligation to pay the beneficiary has been legally discharged.⁶⁹

If the receiving participant is not the beneficiary or the beneficiary's bank (i.e., if it is an intermediary bank that must send a payment order to another bank in order for the funds transfer to be completed) then the funds transfer will not be completed until the beneficiary's bank has

⁶⁷ 12 U.S.C. § 4403(a). A "covered contractual payment obligation" and a "covered contractual payment entitlement" are, respectively, a financial institution's obligation to make or its right to receive payment under a netting contract, including the rules of a clearing organization. *Id.* § 4402(4), (5), and (14). The Clearing House is a clearing organization as the term is defined in § 4402(2).

⁶⁸ *Id.* § 4404(a).

⁶⁹ N.Y. U.C.C. § 4-A-406(2).

accepted a payment order for the benefit of the beneficiary.⁷⁰ In these situations, the completion of the funds transfer would depend on the actions of a bank other than the CHIPS receiving participant. If a subsequent intermediary bank or the beneficiary's bank fails to accept a payment order (e.g., it rejects the payment order or is unable to accept it because it or an intermediary bank has failed) then the CHIPS receiving participant may be required to refund the amount of the payment message it has received through CHIPS.⁷¹ This fact does not, however, affect the finality of the CHIPS payment message; the refund would be accomplished not through the reversal of the CHIPS payment message but by the receiving participant sending a payment message in the amount of the incomplete funds transfer to the sending participant of the original payment message for the benefit of the originator of the of the original funds transfer.⁷²

Governance

Standard II⁷³: The SIFMU has governance arrangements that (i) are clear, transparent, and documented; (ii) promote the safety and efficiency of the SIFMU; (iii) support the stability of the broader financial system, other relevant public interest considerations, and the legitimate interests of relevant stakeholders.⁷⁴

CHIPS observes Standard II.

The principal governance arrangements for CHIPS are documented in the limited liability company agreement of PaymentsCo (the "LLC Agreement"), the bylaws of PaymentsCo (the "Bylaws"), and the CHIPS business committee charter. Consistent with the roles and responsibilities set forth in these documents, the Supervisory Board of PaymentsCo, the Managing Board of PaymentsCo, the CHIPS business committee, and the executives, officers, and management of PaymentsCo each carry out their respective governance functions to ensure the safety and efficiency of CHIPS and the stability of the broader financial system.

Legal Structure and Ownership

PaymentsCo is a Delaware limited liability company, formed in 2004 as part of a reorganization that brought all of The Clearing House's payments businesses (funds transfers, ACH, and check)

⁷⁰ See *id.* at § 4-A-104(1).

⁷¹ *Id.* at § 4-A-402(4), (5). This is true of any payment order that is part of an incomplete funds transfer, including a payment order sent through a real-time gross-settlement system like Fedwire.

⁷² The refund could theoretically be affected through other means, such as a book transfer or a Fedwire payment order, but this would be unlikely because making the refund through a different funds-transfer system would be confusing to the participant that sent the original payment message. CHIPS facilitates the tracking of returned payments message by mandating specific identifiers for payments messages that return payments. See CHIPS Admin. P. No. 3.

⁷³ 12 C.F.R. § 234.3(a)(2).

⁷⁴ Regulation HH details that a SIFMU's governance arrangements should be designed to ensure that nine specific standards are met. 12 C.F.R. § 234.3(a)(2)(iv)(A) through (J). See Table 1, *infra*, for a complete list of these standards and how PaymentsCo addresses these requirements.

into one integrated company. Prior to 2004 these businesses operated as separate limited liability companies.

Ownership of a limited liability company is vested in one or more “members.”⁷⁵ A limited liability company may establish different classes of members,⁷⁶ and PaymentsCo has established three classes of members: Class A, Class AA, and the organizing member.⁷⁷ Each Class A member has a common membership interest equal to each other Class A member’s, and each Class AA member has a common membership interest that is equal to each other Class AA member’s interest and that is equal to one-fourth of the membership interest of a Class A member.⁷⁸ The organizing member is The Clearing House Association L.L.C. (“Association”), which has a one per cent common membership interest and a preferred membership interest in PaymentsCo.

Management

Management of PaymentsCo is under the direction of two boards of directors: the Supervisory Board and the Managing Board. The LLC Agreement provides that the Supervisory Board has overall responsibility for the business of PaymentsCo, while the Managing Board, which reports to the Supervisory Board, is responsible for oversight of PaymentsCo’s business and financial performance and for setting PaymentsCo’s strategic agenda.

Each Class A member is entitled to appoint one representative to the Supervisory Board and to the Managing Board, and the Class AA members may collectively appoint a representative to the Managing Board.⁷⁹ The Bylaws specify that each Class A member shall be represented on the Supervisory Board by its Chief Executive Officer or an equivalent officer of its top tier holding company or for those members not organized in the U.S., of its division or similar business unit responsible for its U.S. operations.⁸⁰ Managing Board representatives must be senior executives of a represented Class A member or one of its affiliates who have “sufficient knowledge, authority and influence to represent the multiple lines of business” of the member and must be able to “make decisions and commitments” on behalf of the member.⁸¹

The Managing Board, in turn, may appoint a business committee for each of PaymentCo’s payment systems or lines of business. Each Class A and Class AA member that is a participant in a payment system may appoint to the business committee a senior officer with expertise in that payment system.⁸² In addition, upon the recommendation of the business committee, the PaymentsCo Chief Executive Officer may appoint additional members of the committee to provide participants that are not members of PaymentsCo a voice on the committee. The Managing Board has established a business committee for CHIPS.

⁷⁵ Del. Code Ann. tit. 6 §§ 18-101(11), 18-301.

⁷⁶ See *id.* at § 18-302.

⁷⁷ A list of members is attached as Appendix A.

⁷⁸ A “membership interest” (also known as a “limited liability company interest”) is a member’s share of the company’s profits and losses and its right to receive distributions of the company’s assets. See Del. Code Ann. tit. 6 § 18-101(8).

⁷⁹ The Class AA members generally appoint one representative to the Board of Managing Directors for each four Class AA members, except that there is always at least one, but no more than four, Class AA representative directors on that board.

⁸⁰ By-Laws of The Clearing House Payments Company LLC § 1.1.

⁸¹ *Id.* at § 2.2.

⁸² *Id.* at § 3.9.

CHIPS is also managed and supported by executives, officers, and employees of PaymentsCo, including product, operations, technology, information security, customer relations, risk management, audit, and legal staff.

Roles and Responsibilities

Boards and Board Committees

As explained above, the Supervisory Board, comprised of the Chief Executive Officers of the Class A members of PaymentsCo, manages and provides direction to PaymentsCo. The Managing Board reports to the Supervisory Board and has responsibility for oversight of PaymentsCo's business, financial performance, and strategic agenda. Specifically, in addition to other authorities specified in the Bylaws, the Managing Board has the authority to (i) review and approve annual plans and operating budgets for PaymentsCo; (ii) review and assess PaymentsCo performance; (iii) review examination reports and monitor responses thereto; (iv) establish charters for, and appoint members to committees of the Managing Board; and (v) upon request, advise the Supervisory Board as to the performance of The Clearing House's Chief Executive Officer relative to PaymentsCo matters.⁸³ The Managing Board conducts an annual self-assessment of its governance, planning and evaluation, management, director education, structure, and operation. The results of the self-assessment are shared with the Managing Board. In addition, the Executive Committee of the Managing Board assesses the performance of the directors of the Managing Board.

The Managing Board has established a number of board committees that play an important role in the governance of PaymentsCo. Like the Managing Board, all board committees conduct an annual self-assessment. The results of each committee's self-assessment are shared with the committee and the Managing Board.

Of the board committees, the CHIPS business committee is most directly responsible for the governance of CHIPS. Comprised of individuals appointed by the Managing Board who are senior level bank officers with extensive subject matter expertise in wire transfers and related lines of payment services, the CHIPS business committee is responsible for a number of strategic, risk management, and governance matters, including:

- providing input and guidance to the strategic execution of CHIPS;
- advising PaymentsCo management regarding CHIPS-related service levels and business initiatives, including new products, expansion of services, and acquisitions to ensure that the organization continues to provide value and meets the future needs of its users;
- ensuring that liquidity risk analysis is performed on a scheduled basis;
- approving changes to the CHIPS Rules and Administrative Procedures;
- providing input and guidance, through the Simulation Steering Subcommittee, to the methodology used, selection of scenarios, frequency of liquidity simulations, and forums for sharing results of liquidity risk analyses;
- reviewing operational performance including business continuity;
- reviewing and recommending for approval by the Managing Board integrated plans for PaymentsCo's recovery and orderly wind-down ("Recovery and Wind-Down Plan"); and

⁸³ *Id* at § 2.1.

- providing leadership and support for industry and regulatory initiatives that ensure the continued safety and soundness of the payment system.⁸⁴

The CHIPS business committee has a board champion, who is a member of the Managing Board and maintains communication between the board and the committee. While the board champion does not manage the committee or vote on committee matters, the board champion works closely with the committee chair to ensure the wishes of the Managing Board are carried out and that the activities of the committee are communicated to the Managing Board.

The table below lists PaymentsCo’s other board committees that are not responsible for specific business lines.⁸⁵

Table 1
Other board committees.

Managing Board Committee	Purpose
Audit Committee	assists the Managing Board in fulfilling its oversight responsibilities by reviewing (i) the financial statements of The Clearing House (ii) third party Information Technology and other reviews of The Clearing House that will be provided to member banks and others; (iii) the system of internal controls which The Clearing House management has established; (iv) the qualifications and independence of The Clearing House’s independent accountant; and (v) the internal audit function of The Clearing House.
Compensation Committee	assists the Managing Board in fulfilling its oversight responsibility by reviewing proposals for the PaymentsCo incentive compensation awards and succession plan.
Enterprise Risk Committee	responsible for exercising risk management oversight, including overseeing the responsibilities of the Chief Risk Officer, the Executive Risk Management Committee, and other risk management activities of PaymentsCo, except as allocated by the Managing Board to another committee. The Committee also provides oversight of risk management issues relating to the responsibilities of the Chief Information Officer and the technology and operations activities of PaymentsCo, except as allocated by the Managing Board to another committee.
Finance Committee	review PaymentsCo’s financial affairs and to recommend to the Managing Board financial policies and courses of action that will effectively accommodate PaymentsCo’s goals and operating strategies while maintaining a sound financial condition.

⁸⁴ CHIPS Business Committee Charter (2019).

⁸⁵ There are board committees that serve a similar function to the CHIPS business committee and are responsible for EPN, SVPCo, the RTP System, and ECCHO, which is a business line that manages the ECCHO Rules, a private sector rule set for the exchange of check images, and provides check-related education and advocacy.

Insurance Committee	reviews and provides guidance on insurance coverage for both PaymentsCo and the Association.
Investment Committee	oversees the management of the investment assets of PaymentsCo and the Association.
Managing Board Executive Committee	responsible for handling matters that may arise between meetings of the Managing Board and other matters at the direction of the Managing Board; also responsible for advising and assisting PaymentsCo management in the development of strategic plans and long term business objectives.

Management

The Bylaws provide for PaymentsCo’s Chief Executive Officer (“CEO”) who has “general charge and supervisions of the activities of PaymentsCo,” subject to the oversight of the Supervisory and Managing Boards.⁸⁶ The officers and employees of PaymentsCo are under the CEO’s direction and report directly or indirectly to the CEO.⁸⁷

The current management for CHIPS is comprised of an executive vice president who reports directly to the CEO, a senior vice president who reports to the executive vice president, and a product director who reports directly to the senior vice president. The senior vice president and product director work closely with the CHIPS business committee and are responsible for organizing quarterly committee meetings and keeping the committee informed regarding the performance, operations, and commercial initiatives of CHIPS.

Other officers and staff from PaymentsCo’s operations, technology, information security, customer relations, risk management, audit, and legal groups also support CHIPS.

Conflicts of Interest

PaymentsCo’s LLC Agreement and Bylaws include provisions that address conflicts of interest by board members and committee members.⁸⁸ In addition, PaymentsCo has a Statement of Policy Governing Conflicts of Interest that provides further detail regarding the general standards for how board and committee members should conduct their relationships with PaymentsCo, prohibited activities, and authorized activities. The statement sets forth procedures for and requires board and committee members to disclose conflicts of interest and business affiliations. The statement further specifies procedures for board or committee members to recuse themselves from decisions or discussions in which they have a conflict of interest or to disclose their conflict to the board or committee or take further action to address the conflict. The statement and a conflict of interest disclosure form are distributed to all board and committee members annually. The Executive Committee of the Managing Board reviews any interests that are disclosed by board and committee members and may require a board or committee member to disclose a conflict of interest to the board or committee on which he or she serves and/or to recuse himself or herself from any discussions or decisions regarding the matter.

⁸⁶ By-Laws of The Clearing House Payments Company LLC § 4.3.

⁸⁷ *Id.*

⁸⁸ First Amended and Restated Limited Liability Company Agreement of the Clearing House Payments Company LLC § 7.2 and By-Laws of The Clearing House Payments Company LLC § 6.6.

Internal Audit

PaymentsCo’s Bylaws provide for an audit committee comprised of at least five senior representatives of the audit departments from Class A members, who are appointed by the Managing Board and independent from the board.⁸⁹ As provided in the committee charter, the audit committee assists the Supervisory and Managing Boards by, among other things, reviewing PaymentsCo’s internal audit function and system of internal controls. The committee also considers and reviews with PaymentsCo’s Chief Auditor the internal auditing department budget, succession plan, staffing and staff qualifications. The committee’s chair reports to the Managing Board once each year on the effectiveness of internal controls, annual financial statements, and the relationship with the independent accountants.

PaymentsCo’s Chief Auditor reports to The Clearing House’s Audit Committee (and to The Clearing House’s Chief Executive Officer for administrative purposes only), thereby ensuring the degree of independence essential to the effectiveness of internal auditing.

Table 2
Specific standards for SIFMU governance arrangements.

The SIFMU has governance arrangements that are designed to ensure . . .	How PaymentsCo Addresses
Lines of responsibility and accountability are clear and direct.⁹⁰	CHIPS is managed by officers who report to PaymentsCo’s CEO and by the CHIPS business committee that reports to the Managing Board. The CEO reports to the Managing and Supervisory Boards.
The roles and responsibilities of the board of directors and senior management are clearly specified.⁹¹	PaymentsCo’s LLC Agreement, Bylaws, and CHIPS business committee charter clearly specify the roles and responsibilities of the Supervisory Board, Managing Board, CHIPS business committee and Chief Executive Officer.
The board consists of suitable individuals having appropriate skills to fulfill its multiple roles.⁹²	The Supervisory Board is comprised of the CEOs of the Class A members of PaymentsCo. The Managing Board is comprised of senior executives of members who have sufficient

⁸⁹ By-Laws of The Clearing House Payments Company LLC § 3.4.

⁹⁰ 12 C.F.R. § 234.3(a)(2)(iv)(A).

⁹¹ 12 C.F.R. § 234.3(a)(2)(iv)(B).

⁹² 12 C.F.R. § 234.3(a)(2)(iv)(C).

knowledge, authority and influence to represent the multiple lines of business of the member.

The board includes a majority of individuals who are not executives, officers, or employees of the SIFMU.⁹³

Pursuant to PaymentsCo's Bylaws, directors for both the Supervisory and Managing Boards are comprised entirely of individuals who are executives and officers of PaymentsCo's members.

The board establishes policies and procedures to identify, address, and manage potential conflicts of interest of board members and to review the board's performance and the performance of individual members on a regular basis.⁹⁴

PaymentsCo's LLC Agreement and Bylaws have provisions addressing board and committee member conflicts of interest. PaymentsCo also has a policy statement regarding board and committee member conflicts of interest that includes procedures for disclosing and addressing conflicts of interest. The Managing Board performs an annual self-assessment, the results of which are shared with the members of the board.

The board establishes a clear, documented risk-management framework that includes the SIFMU's risk tolerance policy, assigns responsibilities and accountability for risk decisions, and addresses decision-making in crises and emergencies.⁹⁵

The Managing Board reviews and approves PaymentsCo's Enterprise Risk Management Framework and Risk Appetite Statement on an annual basis. The framework provides a foundation for risk management that enables PaymentsCo to understand, manage, and monitor the risks associated with its business objectives by ensuring, among other things, risks are properly identified, and decisions are made consistent with The Clearing House's risk appetite. PaymentsCo's Bylaws provide for an emergency board in the event of an emergency that disrupts business activities such that two or more directors are unable to act. The emergency board is empowered to act as the Managing

⁹³ 12 C.F.R. § 234.3(a)(2)(iv)(D).

⁹⁴ 12 C.F.R. § 234.3(a)(2)(iv)(E).

⁹⁵ 12 C.F.R. § 234.3(a)(2)(iv)(F).

Board until each director is again able to act or a replacement director is appointed.⁹⁶

Senior management has the appropriate experience, skills, and integrity necessary to discharge operational and risk-management responsibilities.⁹⁷

There are three primary governance arrangements that ensure the experience, skills, and integrity necessary for senior management to carry out their operational and risk-management responsibilities: (1) the oversight of PaymentsCo's Supervisory and Managing Boards as informed by interactions with senior management and reports about PaymentsCo's performance; (2) the Chief Executive Officer's general responsibility for the affairs of PaymentsCo, including its employees, and (3) the CHIPS business committee and Enterprise Risk Committee that regularly interact with senior managers responsible for operations and risk management.

The risk-management function has sufficient authority, resources, and independence from other operations of the SIFMU, and has a direct reporting line to and is overseen by a committee of the board of directors.⁹⁸

PaymentsCo's risk management function has sufficient authority and resources to carry out its responsibilities and is independent from other functions of the company. The risk management function is overseen by an enterprise risk committee of the Managing Board. In addition the Chief Risk Officer attends all Managing Board meetings and provides regular updates to the board.

⁹⁶ By-Laws of The Clearing House Payments Company LLC § 2.11.

⁹⁷ 12 C.F.R. § 234.3(a)(2)(iv)(G).

⁹⁸ 12 C.F.R. § 234.3(a)(2)(iv)(H).

The internal audit function has sufficient authority, resources, and independence from management, and has a direct reporting line to and is overseen by a committee of the board.⁹⁹

PaymentsCo’s internal audit function has sufficient authority and resources to carry out its responsibilities. The function has a direct reporting line to and is overseen by an audit committee that is independent from PaymentsCo’s management and the Managing Board. The committee provides oversight to PaymentsCo’s internal audit function, including its authority, resources and independence. PaymentsCo’s Chief Auditor has a direct reporting line to the committee. In addition the Chief Auditor attends all Managing Board meetings and provides regular updates to the board.

Major decisions of the board are clearly disclosed to relevant stakeholders, including the SIFMU’s owners, participants, and participants’ customers, and where there is a broad market impact, the public.¹⁰⁰

Major decisions of the Managing and Supervisory Boards are known to PaymentsCo’s owners through their representatives who serve on the boards. In addition, PaymentsCo has channels to communicate with its participants through the CHIPS business committee (for participants who are owners) and designated officers and operational contacts (for both owner and non-owner participants) in the event a of major board decision impacting CHIPS. While it is unlikely that a board decision would have broad market impact, the decision would be communicated to the general public through press release and publication on PaymentsCo’s website.

⁹⁹ 12 C.F.R. § 234.3(a)(2)(iv)(J).

¹⁰⁰12 C.F.R. § 234.3(a)(2)(iv)(K).

Comprehensive Risk Management

Standard III¹⁰¹: The SIFMU has a sound risk-management framework for comprehensively managing legal, credit, liquidity, operational, general business, custody, investment, and other risks that arise in or are borne by the SIFMU. This framework is subject to periodic review.

CHIPS observes Standard III.

PaymentsCo employs a sound, enterprise-wide risk-management framework that is approved by the Enterprise Risk Committee and the Managing Board and reviewed on an annual basis. The risk-management framework provides the key components for enterprise risk identification, assessment, monitoring and reporting processes and the cross functional components necessary for an enterprise view of PaymentsCo’s risk environment. This risk-management framework is applied to CHIPS to identify, monitor, and manage risks to CHIPS, CHIPS participants, and the financial system.

Table 3
Specific standards for SIFMU comprehensive risk management.

The SIFMU’s sound risk-management framework includes . . .	How PaymentsCo Addresses
<p>Risk-management policies, procedures and processes that enable the SIFMU to identify, measure, monitor, and manage the risks that arise in or are borne by the SIFMU, including posed by other entities as a result of interdependencies.¹⁰²</p>	<p>Pursuant to PaymentsCo’s Enterprise Risk Management Framework, PaymentsCo identifies and measures risk arising on and borne by CHIPS through (i) an annual product risk assessment that establishes an overall risk profile based on financial, operational, information security, strategic, legal, regulatory, reputational, and systemic risk to CHIPS; (ii) periodic risk and control assessments performed for all business processes; (iii) continuous self-reporting by all departments of all newly identified risks; and (iv) a process for identifying and assessing potential changes to the operations, rules, or procedures of CHIPS to determine if they are material for purposes of the advance notice requirement in Regulation HH¹⁰³. Any risks that are determined to be inconsistent with PaymentsCo’s Risk Appetite must be remediated or accepted in accordance with</p>

¹⁰¹ 12 C.F.R. § 234.3(a)(3).

¹⁰² 12 C.F.R. § 234.3(a)(3)(i).

¹⁰³ 12 C.F.R. § 234.4(a).

	<p>PaymentsCo’s issue management procedure. PaymentsCo monitors risk related to the operation of CHIPS through business metrics and key risk indicators that are continuously tracked and reported. PaymentsCo also identifies, measures, monitors, and manages risk posed by critical vendors and Fedwire, as CHIPS is dependent on these entities for its regular functioning.</p>
<p>Risk-management policies, procedures and processes that enable the SIFMU to identify, measure, monitor, and manage the risks that it poses to other entities, such as other financial market utilities, settlement banks, liquidity providers, or service providers, as a result of interdependencies.¹⁰⁴</p>	<p>Pursuant to PaymentsCo’s Enterprise Risk Management Framework and Systemic Liquidity Risk Management program, PaymentsCo identifies and measures risk that CHIPS poses to its participants as explained in the discussion of Standard VII (Liquidity Risk), Standard XIII (Participant-Default Rules and Procedures), Standard XV (General Business Risk), and Standard XVII (Operational Risk). CHIPS poses no risk to other financial market utilities, settlement banks (other than in their capacity as CHIPS participants), liquidity providers, or service providers, as a result of interdependencies.</p>
<p>Integrated plans for the SIFMU’s recovery and orderly wind-down.¹⁰⁵</p>	<p>PaymentsCo has completed an integrated recovery and orderly wind-down plan for CHIPS in accordance with Regulation HH.</p>

Credit Risk

Standard IV¹⁰⁶: The SIFMU effectively measures, monitors, and manages its credit exposures to participants and those arising from its payment, clearing, and settlement processes.

Standard IV is not applicable to CHIPS.

PaymentsCo has no credit exposure to participants or arising from its payment, clearing, and settlement processes. PaymentsCo is not a party to CHIPS payment messages and, thus, has no obligation to pay any CHIPS messages. It also does not extend credit to its participants or any other parties as a part of its clearing and settlement processes. Furthermore, CHIPS participants

¹⁰⁴ 12 C.F.R. § 234.3(a)(3)(ii).

¹⁰⁵ 12 C.F.R. § 234.3(a)(3)(iii).

¹⁰⁶ 12 C.F.R. § 234.3(a)(4).

have no credit exposure to other participants as CHIPS payment messages are (i) settled immediately upon their release and (ii) not released unless the sending participant has a sufficient position to settle the message.

Collateral

Standard V¹⁰⁷: If it requires collateral to manage its or its participants' credit exposure, the SIFMU accepts collateral with low credit, liquidity, and market risks and sets and enforces conservative limits, in order to ensure the value of collateral in the event of liquidation and that the collateral can be used in a timely manner.

Standard V is not applicable to CHIPS.

PaymentsCo does not use collateral as there is no credit risk to PaymentsCo or its participants as a result of the clearing or settlement of CHIPS payment messages.

Although PaymentsCo does not use collateral and there is no credit risk in CHIPS, the balance in the CHIPS prefunded balance account on the books of the Federal Reserve Bank of New York can be viewed as serving an analogous role to collateral. As explained in Section III (Prefunding and Prefunded Positions), the aggregate of all the positions on the CHIPS ledger is backed dollar-for-dollar by the balance held in the CHIPS prefunded balance account. Such balance with the central bank is an asset that has low credit, liquidity, and market risk.

Margin

Standard VI¹⁰⁸: If it operates as a central counterparty, the SIFMU covers its credit exposures to its participants for all products by establishing a risk-based margin system.

Standard VI is not applicable to CHIPS.

CHIPS is not a central counterparty and has no credit exposures.

¹⁰⁷ 12 C.F.R. § 234.3(a)(5).

¹⁰⁸ 12 C.F.R. § 234.3(a)(6).

Liquidity Risk

Standard VII¹⁰⁹: The SIFMU effectively measures, monitors, and manages the liquidity risk that arises in or is borne by the SIFMU.

CHIPS observes Standard VII with respect to the liquidity risks of its participants. However, Standard VII's provisions relating to the liquidity risk of a SIFMU are inapplicable to CHIPS.¹¹⁰

Liquidity risk is the risk that a party will have insufficient funds to meet its financial obligations as and when expected, although the party might do so in the future.¹¹¹ The financial obligations that exist in CHIPS fall into two categories. The first category is obligations that are essential to the operation of CHIPS: (i) final settlement of payments and (ii) distribution of funds from the CHIPS prefunded balance account at the end of the day to participants in a final positive position. The second category is obligations that are necessary for the efficiency and reliability of CHIPS but not essential to its operations: individual participant funding of their initial position requirement and closing position requirement (if any). As explained below, there is no liquidity risk with respect to the first category of financial obligations and with respect to the second category of financial obligations, PaymentsCo effectively measures, monitors, and manages liquidity risk.

Beyond the financial obligations that exist in CHIPS, PaymentsCo recognizes that the unavailability or impairment of CHIPS might impact CHIPS participants' intraday liquidity due to the absence or diminishing effectiveness of CHIPS' liquidity efficiency. Hence, PaymentsCo also effectively measures, monitors, and manages this indirect risk to participant intraday liquidity.

No Liquidity Risk Related to PaymentsCo

PaymentsCo neither creates nor bears any liquidity risk under either category of financial obligations described above. With respect to the settlement of payments, PaymentsCo is not a party to and has no financial obligations regarding CHIPS payment messages. With respect to the distribution of funds from the CHIPS account at the end of the day, the funds in the account are jointly owned by CHIPS funding participants. PaymentsCo acts only as the agent with respect to the account and is only obligated to disburse amounts up to the balance held in the account. With respect to the funding of opening and closing position requirements, this is an obligation of CHIPS participants, not PaymentsCo.

Liquidity Risk Related to CHIPS Participants

No liquidity risk related to financial obligations to settle payments and distribute funds at end-of-day.

¹⁰⁹ 12 C.F.R. § 234.3(a)(7).

¹¹⁰ In particular, Standard VII's provisions regarding maintaining sufficient liquid resources, holding certain types of assets to meet a minimum liquid resource requirement, evaluating certain providers of liquidity arrangements, testing procedures for accessing liquid resources, validating a SIFMU's liquidity risk-management model, and establishing rules and procedures that describe a SIFMU's process for replenishing liquid assets after a stress event do not apply to CHIPS. See 12 C.F.R. § 234.3(a)(7)(ii)-(viii).

¹¹¹ Principles for Financial Market Infrastructures (2012) § 2.6.

There is no risk that a CHIPS participant will not pay for its payment messages when payment is due as payments are immediately settled¹¹² upon release.

In addition, CHIPS does not allow the release of payment messages that would put a participant into a negative position. When a CHIPS message is released the sending participant must have a sufficient current primary position or current supplemental position to settle the payment message.¹¹³ Since CHIPS participants are unable to accrue a negative prefunded position, there is never a need for a participant to either receive payments or provide funding at a future point in time to cover its position on the CHIPS ledger.

Under the CHIPS Rules, if a participant has a positive final position at the end of the day, the obligation to pay the position is owed by all funding participants jointly and solely from the balance in the CHIPS prefunded balance account.¹¹⁴ Because the obligation to pay is limited to the balance in the prefunded balance account and because all prefunded positions on the CHIPS ledger are backed dollar-for-dollar in the prefunded account, there is no risk that there will be insufficient funds in the account to enable distribution of funds equal to each participant's final position at the end of the day. Hence, there is no liquidity risk created or borne by CHIPS participants with respect to the first category of financial obligations that exists in CHIPS. Effective measurement, monitoring, and management of financial obligations to fund opening and closing position requirements.

Financial Condition of Participants

The CHIPS Rules provide that each participant “must have access to sources of credit and liquidity to enable it to pay promptly each day its opening position requirement and its closing position requirement.”¹¹⁵ PaymentsCo judges whether a prospective participant has the required liquidity to be a CHIPS participant, in part, through credit reports from a recognized rating agency and an evaluation of the potential participant's financial condition. With respect to current participants, PaymentsCo monitors the timeliness of participant funding, publicly available information, and, when necessary, credit reports in order to identify potential changes in financial health that may impact a participant's ability to fund its positions. PaymentsCo also utilizes an automated analytical tool to assist in identifying and analyzing anomalies related to a participant's payment activities on CHIPS, which may indicate either operational issues or potential changes in financial condition. If it appears from any of The Clearing House's various monitoring mechanisms that a participant's financial condition may prevent the participant from funding its position, PaymentsCo will engage its product, risk management, legal, and customer relationship groups to evaluate whether the participant presents risk to CHIPS and if so, any action that is needed to mitigate the risk.

Monitoring and Follow Up Regarding Timely Funding

PaymentsCo's operations staff closely monitors the funding of opening and closing position requirements of each participant. If a participant has not funded within a few minutes of the time it usually funds, PaymentsCo's operations staff will contact the funding participant to ask why

¹¹² CHIPS Rule 2(d).

¹¹³ CHIPS Rule 13(a)(1).

¹¹⁴ CHIPS Rule 12(f)(3)(B).

¹¹⁵ CHIPS Rule 19(a)(2).

funding has not yet been received. Generally, this contact will prompt the participant to quickly fund.

In rare instances in which a participant is experiencing issues that delay its ability to fund, the contact enables PaymentsCo's operations staff to understand the nature of the issue, keep a line of communication open with the participant while the issue is being resolved, escalate the issue to PaymentsCo's product, risk management, legal, and other internal stakeholders, and prepare for any actions that PaymentsCo may need to take if funding is going to be significantly delayed or unable to be made. After any funding delay has occurred that is beyond established funding deadlines¹¹⁶, PaymentsCo's product, operations, and risk management staff will also contact the participant to discuss the event to confirm what caused the delay and determine whether any actions are necessary to prevent similar delays in the future.

Indirect Risk to CHIPS Participant Intraday Liquidity

The CHIPS algorithm that enables bilateral and multilateral netting makes CHIPS highly liquidity efficient. CHIPS participants realize an average network daily liquidity-efficiency ratio of 26:1, meaning that each dollar a participant provides to the CHIPS prefunded account will settle up to twenty-six dollars-worth of payments. By reducing the amount of funds needed to settle large value payments, CHIPS reduces liquidity risk for its participants.

Given the high liquidity efficiency of CHIPS, an interruption to its normal functioning, whether resulting from a technical issue, funding failure by a participant or other exception event may impact the intraday liquidity demands on CHIPS participants and create systemic financial risk. While PaymentsCo has been cognizant of this potential for indirect impact to CHIPS participants and has taken steps to measure, monitor, and manage the risk for many years, in 2014 PaymentsCo adopted a Systemic and Liquidity Risk Management Framework to ensure that both PaymentsCo and CHIPS participants are aware of risks that may occur in the event of a system disruption or a systemic event that disrupt payment flows through CHIPS. The framework also provides a formal structure for performing stress tests and conducting scenario analysis. The framework is approved by the Executive Risk Management Committee and Enterprise Risk Committee.

Simulations

PaymentsCo has run simulations of various liquidity stress events for several years. These simulations inform both PaymentsCo and CHIPS participants' understanding of the potential effect that different exception scenarios might have on the functioning of CHIPS and each individual participant's liquidity and payment operations. Currently under PaymentsCo's Systemic and Liquidity Risk Management Framework, simulations are performed each quarter based on scenarios developed in consultation with a simulation steering committee comprised of liquidity subject matter experts from member banks that are CHIPS participants. The scenarios are reviewed by the simulation steering committee, which serves in its capacity as an advisory committee of the CHIPS Business Committee

¹¹⁶ Participants must provide their opening position requirement by 9:00 a.m. ET and their closing position requirement (if any) within 30 minutes from the time that the system sends the administrative message to the Participant advising it of its closing position requirement. CHIPS Rules 12(b)(1)(B) and 13(c)(3) and Administrative Procedure 12.

Each simulation is run against an actual day's activity and the production data from the day is used as the baseline to measure the impact of the stress event. The simulation results are presented both at a summary level to show the impact to the operations of CHIPS and at a participant level. Any simulations resulting in observed systemic and liquidity concerns are required to be reported to PaymentsCo's Chief Risk Officer. Such results will also be shared with other internal stakeholders for further evaluation and analysis.

In 2014, PaymentsCo adopted guidelines for communicating the results of simulations with CHIPS participants. Consistent with those guidelines, all CHIPS participants receive customized presentations that show how simulated events would impact their CHIPS activity. In addition, PaymentsCo Systemic and Liquidity Risk Management staff have a detailed conversation regarding simulation results with large participants once every twelve months and smaller participants once every eighteen months.

Monitoring Unreleased Messages at End-of-Day

CHIPS payments that may be cancelled at end-of-day due a participant's failure to provide its final funding requirement, can be resent via Fedwire¹¹⁷. Nevertheless, there is some possibility that unreleased or expired payment messages on CHIPS may create downstream credit and liquidity risks to banks expecting to receive payments. Additionally, high end-of-day funding requirements may present risk to participants or the larger financial system. For these reasons PaymentsCo monitors the amount of payment messages that remain unreleased when CHIPS begins its end-of-day processing.

In 2012, CHIPS modified CHIPS Rule 23 and Administrative Procedure 14 to provide guidelines for the amount of unreleased payment messages for the system as a whole. Under Administrative Procedure 14(b), PaymentsCo monitors the size of the aggregate closing position requirements for all CHIPS participants. If this amount exceeds 1% of the total value of all payment messages processed on that day, PaymentsCo may ask any participant whose closing position requirement was 10% or more of the total position requirement to provide information regarding the circumstances that resulted in the value of its unreleased payment messages exceeding the guideline.

The 1% guideline is an extremely conservative measure, and by itself does not indicate high risk. PaymentsCo monitors each instance in which the guideline is exceeded, looks for trends that could indicate an increasing risk, and addresses each situation as deemed necessary. All instances of exceeding the 1% guideline are reported to the CHIPS business committee at its quarterly meetings and subject to further discussion.

Settlement Finality

¹¹⁷ CHIPS usually completes its end-of-day procedures around 6:15 p.m. ET, 45 minutes before the Fedwire Funds Service closes for commercial payments. Hence, there is time to resend a payment to Fedwire if it is cancelled by CHIPS at end-of-day.

Standard VIII¹¹⁸: The SIFMU provides clear and certain final settlement intraday or in real time, as appropriate, and at a minimum, by the end of the value date. The SIFMU clearly defines the point at which settlement is final and the point after which unsettled payments, transfer instructions, or other settlement instructions may not be revoked by a participant.

CHIPS observes Standard VIII.

CHIPS provides instantaneous finality for payment messages as they are released. CHIPS therefore provides prompt final settlement throughout the day. The legal basis for finality of CHIPS is set out in the discussion of “CHIPS Finality – Legal Basis” under Standard I.

The CHIPS Rules expressly provide that both intraday and end-of-day settlement are final upon settlement completion.¹¹⁹ Further, the rules also provide that a participant can delete a stored payment message (i.e., revoke a payment instruction) at any time before CHIPS closes or before the message has been released.¹²⁰

Money Settlements

Standard IX¹²¹: The SIFMU conducts its money settlements in central bank money where practical and available.

CHIPS observes Standard IX.

Each CHIPS payment message is settled by deducting the amount of the payment message from the sending participant’s current primary position, current supplemental position, or both and adding an identical amount to the receiving participant’s corresponding current primary position, current supplemental position, or both. The total amount of all the participants’ current primary and supplemental positions is backed, dollar-for-dollar, by the balance in the prefunded account at the FRBNY.

Prefunded Balance Account

The CHIPS prefunded balance account is a special deposit account that FRBNY has opened on its books for the benefit of all CHIPS funding participants. As part of the agreement creating the prefunded balance account, the funding participants have designated The Clearing House as their exclusive agent with respect to the account, giving PaymentsCo exclusive control over the account. No funding participant or other CHIPS participant has a separate, individual claim against FRBNY with respect to any balance in the account, and FRBNY has no obligation to pay any amount

¹¹⁸ 12 C.F.R. § 234.3(a)(8).

¹¹⁹ See CHIPS Rule 13.

¹²⁰ CHIPS Rule 2(a).

¹²¹ 12 C.F.R. § 234.3(a)(9).

under the agreement other than the amount that is then in the account, and even then, FRBNY is to pay only in accordance with The Clearing House's instructions.¹²²

A participant's current primary or supplemental position at any point in time represents the amount that will become due to that participant following the close of business on that day if the participant does not send or receive any additional payment messages that are settled through additions to or subtractions from its current primary or supplemental positions. That obligation is owed jointly by all of the funding participants and is payable by The Clearing House solely from the balance in the prefunded balance account. No participant has any separate, individual claim against any funding participant, The Clearing House, or FRBNY.

Under this arrangement, the current primary and supplemental positions of the participants are the asset through which CHIPS payment messages are settled. Thus, the settlement asset used to settle CHIPS payments is positions on the ledger. As explained under Standard I (Legal Basis) and Standard V (Collateral) CHIPS ledger positions are backed, dollar-for-dollar, by the balance in the prefunded balance account at the FRBNY thereby making CHIPS settlement the practical equivalent of settlement in central bank money. Hence, CHIPS observes Standard IX.

Physical Deliveries Central Securities Depositories Exchange of Value Settlement Systems

Standards X, XI, and XII are not applicable to CHIPS.

CHIPS does not operate as a securities settlement system or central securities depository. It also does not settle transactions that involve the settlement of two linked obligations.

¹²² Letter from Jamie B. Stewart, Jr., First Vice President, Federal Reserve Bank of New York, to The Clearing House Interbank Payments Company L.L.C. (Sept. 28, 2000) ("CHIPS Prefunded Balance Account Agreement"), as amended from time to time. The Clearing House Interbank Payments Company L.L.C. merged into The Clearing House Payments Company L.L.C. on July 1, 2004.

Participant-Default Rules and Procedures

Standard XIII¹²³: The SIFMU has effective and clearly defined rules and procedures to manage a participant default that are designed to ensure that the SIFMU can take timely action to contain losses and liquidity pressures so that it can continue to meet its obligations. In this regard, the SIFMU tests and reviews its default procedures, including any closeout procedures, at least annually or following material changes to these rules and procedures.

CHIPS observes Standard XIII.

Participant default is primarily managed through CHIPS' design, operations and rules which prevent settlement default. Default is also managed through clearly defined rules and procedures that (i) prevent a participant from participating in CHIPS on any day on which it fails to fund its opening position requirement and (ii) provide for the automatic expiration of any payment messages that remain unreleased after final end-of-day release due to a participant's failure to fund its closing position requirement.

The Principles for Financial Market Infrastructures describe default as the failure of a participant to meet its obligations.¹²⁴ Prompt funding of opening and closing position requirements is the principal obligation of a CHIPS participant.¹²⁵ However, it is important to note that a participant's failure to fund its opening or closing position requirement would not create losses as such failure would not constitute or cause a settlement default.

There can be no settlement default in CHIPS because a participant does not have an obligation to pay for a payment message it sends until the message is released¹²⁶, at which time it is immediately and finally settled through a simultaneous deduction to the prefunded position of the sending participant and credit to the receiving bank's prefunded position.¹²⁷ Hence, losses through settlement default are not possible on CHIPS.

¹²³ 12 C.F.R. § 234.3(a)(13).

¹²⁴ Explanatory Note 3.13.1 Principles for Financial Market Infrastructures (2012).

¹²⁵ CHIPS Rule 19(a)(2).

¹²⁶ It is also clear that, absent an agreement between the sending participant and its sender, a sending participant has no obligation to its own sender with respect to a CHIPS payment message prior to release of the payment message to the receiving participant. A CHIPS payment message is often only one part of a funds transfer that includes several payment orders, and a CHIPS sending participant is frequently an originator's bank or an intermediary bank in the funds transfer. Article 4A provides that a receiving bank becomes obligated on a payment order only upon acceptance of the order, and that a receiving bank (other than the beneficiary's bank) accepts a payment order only upon execution of the payment order, i.e., by sending a corresponding payment order to the next bank in the funds transfer. See N.Y. U.C.C. §§ 4-A-209, 4-A-301, 4-A-302. If a bank uses a funds-transfer system to transmit a payment order to a receiving participant, the system is the sender's agent. See *id.* § 4-A-206(1). Thus, prior to release of the payment message by CHIPS, the payment message has not been sent to the receiving participant, has not been executed or accepted by the sending participant, and may be subject to cancellation or amendment by the sending participant's sender. See *id.* § 4-A-211; see also CHIPS Rule 2(a).

¹²⁷ See CHIPS Rules 2(d) and 13(b)-(c).

In the event that a CHIPS participant fails to fund its opening position requirement, CHIPS will not release any payment message sent by or to the participant unless the participant funds before the close of CHIPS.¹²⁸ Hence, the participant that has not funded will not be able to participate in CHIPS clearing and settlement for the day unless it funds before the close of CHIPS.

In the event that a CHIPS participant fails to fund its closing position requirement within the 30 minute timeframe allowed for funding or any extensions of the timeframe, PaymentsCo will net, set off, and release as many of the remaining¹²⁹ payment messages as possible based on the available positions of participants that have fully or partially funded their closing position requirements.¹³⁰ Any payment messages that remain unreleased after this final netting, setting off, and release expire.¹³¹ Such expiration is effective as the cancellation of the payment message by the sending participant.¹³²

With regard to liquidity pressure, as discussed under Standard VII, PaymentsCo bears no liquidity risk. Thus, a participant's failure to fund its opening or closing position requirement will not prevent PaymentsCo from clearing and settling CHIPS payment messages. However, to the extent there is less funding in the prefunded account and correspondingly lower liquidity in the system, the liquidity savings of CHIPS multilateral netting may be diminished and other participants may need to provide additional supplemental funding during the day so that their payment messages will be quickly released. As discussed under Standard VII, these potential liquidity stresses are tested through PaymentsCo's liquidity simulations so that both PaymentsCo and CHIPS participants understand the potential impacts of a participant's failure to fund.

PaymentsCo operations staff reviews the procedures for handling non-funding events, in addition to other exception procedures, on a regular basis throughout the year. In addition, as part of its quality control testing, whenever technical changes or updates are made to the CHIPS system, PaymentsCo tests the code that enables the controls and processes that apply in the event of non-funding.

Segregation and Portability

Standards XIV is not applicable to CHIPS.

CHIPS does not operate as a central counterparty.

¹²⁸ CHIPS Rule 2(c)(2).

¹²⁹ As discussed under Standard VII, only a small fraction of payment messages remain unreleased at end-of-day.

¹³⁰ CHIPS Rule 13(c)(B)(i).

¹³¹ CHIPS Rule 13(c)(B)(ii).

¹³² *Id.*

General Business Risk

Standard XV¹³³: The SIFMU identifies, monitors, and manages its general business risk, which is the risk of losses that may arise from its administration and operation as a business enterprise (including losses from execution of business strategy, negative cash flows, or unexpected and excessively large operating expenses) that are neither related to participant default nor separately covered by financial resources maintained for credit and liquidity risk.

CHIPS observes Standard XV.

PaymentsCo identifies, monitors, and manages its general business risk through its Enterprise Risk Management Framework. PaymentsCo maintains liquid net assets that are sufficient to ensure a recovery or orderly wind-down of critical operations and services, as required by Regulation HH.

Enterprise Risk Management

Consistent with its Enterprise Risk Management Framework, PaymentsCo manages its general business risk through an annual risk assessment of each of its products based on financial, operational, information security, strategic, legal, regulatory, reputational, and systemic risk to CHIPS; periodic risk and control self-assessments performed for all business processes; continuous self-reporting of newly identified risks and risk mitigation; and a process for identifying and assessing potential changes to the operations, rules, or procedures of CHIPS to determine if they are material for purposes of the advance notice requirement in Regulation HH¹³⁴. In addition, formal risk assessments are performed for material changes prior to launch and will continue to be involved through all phases of the project (such as development of the initiative and post-launch).

PaymentsCo monitors risk across its enterprise by monitoring various risk inputs, including (i) risk assessments, (ii) business, operational, and other metrics, (iii) key risk indicators, (iv) internal findings (e.g., policy deviations and exceptions, self-identified risks, audit findings, etc.), and (v) emerging risks. These inputs are continuously tracked and reported. PaymentsCo manages identified risk through a process by which business units either accept or mitigate risks identified through any of risk assessments or other monitoring inputs. Any risks that are not consistent with PaymentsCo's Risk Appetite must be remediated through a documented remediation plan or accepted in accordance with PaymentCo's issue management procedures.

Liquid Assets and Plan to Reduce Costs and Increase Revenue

PaymentsCo also manages general business risk through holding of liquid net assets and maintaining a viable plan for reducing cost, increasing revenue, or obtaining additional equity if PaymentsCo's liquid net assets fall below that which is required by Regulation HH.¹³⁵ The details

¹³³ 12 C.F.R. § 234.3(a)(15).

¹³⁴ 12 C.F.R. § 234.4(a).

¹³⁵ See 12 C.F.R. § 234.3(a)(15)(i)-(ii). Although Regulation HH calls for a viable plan to raise equity, PaymentsCo's LLC Agreement prohibits PaymentsCo from requiring capital contributions from its members, other than upon admission as a member of PaymentsCo. Therefore, PaymentsCo's recovery and wind-down plan provides for measures to reduce costs and increase revenues.

of how PaymentsCo complies with these requirements are provided in its recovery and wind-down plan, which is reviewed by PaymentsCo every two years or following changes to the system or the environment in which CHIPS operates that would significantly affect the viability or execution of the plan.

Custody and Investment Risks

Standard XVI¹³⁶: The SIFMU (i) safeguards its own and its participants' assets and minimizes the risk of loss and delay in access to these assets by (A) holding its own and its participants' assets at supervised and regulated entities that have accounting practices, safekeeping procedures, and internal controls that fully protect these assets; and (B) evaluating its exposures to its custodian banks, taking into the full scope of its relationships with each; and (ii) invests its own and its participants' assets (A) in instruments with minimal credit, market, and liquidity risks, such as investments that are secured by, or are claims on high-quality obligors and investments that allow for timely liquidation with little, if any, adverse price effect; and (B) using an investment strategy that is consistent with its overall risk-management strategy and fully disclosed to its participants.

CHIPS observes Standard XVI.

PaymentsCo does not hold or serve as custodian for participant assets. PaymentsCo's own assets are held at supervised and regulated institutions and it invests its assets in a diversified portfolio of liquid funds consistent with its investment policy statement, overseen by PaymentsCo's Investment Committee.

PaymentsCo safeguards its assets by holding its funds at supervised and regulated banks or investment management companies. The company also safeguards its assets by investing in funds that have diversified public market holdings and can be liquidated intra-day. PaymentsCo's has an Investment Committee that is comprised of the CEO, two officers of PaymentsCo, and three investment professionals from member banks who perform investment management functions for their banks. The committee reviews PaymentsCo's portfolio of investment funds on a quarterly basis. In addition, an investment policy statement that sets forth PaymentsCo's investment strategy is reviewed and approved annually by the committee. As PaymentsCo does not hold or invest participant assets, it does not disclose its investment policy statement to CHIPS participants.

¹³⁶ 12 C.F.R. § 234.3(a)(16).

Operational Risk

Standard XVII¹³⁷: The SIFMU manages its operational risks by establishing a robust operational risk-management framework that is approved by the board of directors.

CHIPS observes Standard XVII.

PaymentsCo manages its operational risks through its Enterprise Risk Framework, which is approved annually by the Executive Risk Management Committee and the Enterprise Risk Committee of the Managing Board. CHIPS has excellent operational reliability and maintains an on-line up-time percentage in excess of 99.9%. PaymentsCo maintains back-up facilities and is capable of switching the operation of CHIPS from the primary data center to the back-up data center within 60 minutes from the time a decision is made to go to contingency due to system impairment or unavailability. PaymentsCo requires CHIPS participants to have connections to each of the locations from which it can operate CHIPS. The CHIPS Rules require participants to maintain adequate primary and back-up computer facilities for their CHIPS operations.¹³⁸ PaymentsCo conducts tests of its CHIPS contingency procedures on a quarterly basis and CHIPS participants are required to complete at least one test a year with PaymentsCo from their back-up facilities. In addition, PaymentsCo has comprehensive physical, information, and cyber-security policies, procedures, and controls.

Risk Management Framework

As discussed previously, PaymentsCo has adopted an Enterprise Risk Management framework that is approved by the Executive Risk Management Committee and the Enterprise Risk Committee of the Managing Board each year. Operational risk is a key component of PaymentsCo's risk management framework and is assessed for all products and key initiatives. With respect to CHIPS, PaymentsCo monitors operational risk through the tracking of various performance standards and key risk indicators. Operational risks are managed consistently with PaymentsCo's Enterprise Risk Management Framework.

Operational Reliability

CHIPS' reliability depends, among other things, on the availability of the CHIPS application, environmental applications, and the telecommunications network. Application outages are defined as disruptions in the CHIPS application software. Environmental outages involve the loss of hardware or environmental software that is not application-specific. Examples of hardware and software losses are storage cluster failure, frame failure, or operating-system disruptions. Network outages occur when any segment of the telecommunications network (i.e., the hardware or software under control of PaymentsCo) is not functioning.

PaymentsCo has an availability standard of 99.95% for each of the primary components of CHIPS: mainframe, network, and distributed systems. CHIPS consistently meets those standards. PaymentsCo also sets a number of other operational standards, including the number of operational incidents or settlement delays caused by PaymentsCo software, hardware, or

¹³⁷ 12 C.F.R. § 234.3(a)(17).

¹³⁸ CHIPS Rule 7(b).

procedural failures. Operational performance is measured against these standards on a monthly basis and reported to the CHIPS business committee at each meeting and the Managing Board on a regular basis.

PaymentsCo validates CHIPS' capacity regularly in the course of its standard regression testing routines. One important part of regression testing is performance and capacity testing, which proves that any changes in the system will not degrade performance or capacity of the main processing system or any of its subsystems.

CHIPS also has ample capacity to process all payment messages that participants are likely to send. The system has been tested and found to be able to process more than twice the number of payment messages that were sent on its highest volume day.¹³⁹

System Security

As part of its information security program PaymentsCo employs an in-depth security strategy with both detective and preventative controls, including internal logical and physical access controls, encryption, sender authentication, and change controls.¹⁴⁰ PaymentsCo reviews and modifies its information security program on at least an annual basis to reflect industry standards, evolving threats and PaymentsCo specific requirements. For example, PaymentsCo uses public and non-public industry information sharing resources to stay abreast of evolving cyber security threats in the wholesale payment space and other vectors of the financial system. PaymentsCo incorporates such information into its ongoing assessment and adaption of its information security program. PaymentsCo also maintains a comprehensive cyber resiliency plan.

With respect to the transmission of CHIPS messages, CHIPS participants are authenticated each time a secure communications channel is established. CHIPS participants are responsible for the security of their internal systems used to originate and receive CHIPS payment messages.¹⁴¹

Contingency

PaymentsCo employs a number of technological and business planning features to ensure that its business continuity capabilities are commensurate with its role as a SIFMU. CHIPS' centralized mainframe computers operate out of two fully redundant data centers. PaymentsCo uses one of

¹³⁹ Even though CHIPS has been tested for twice the highest recorded volume, PaymentsCo believes that CHIPS has ample capacity in excess of that amount based upon the review of utilization of communications networks, CPU utilization, and disk utilization during regression tests.

¹⁴⁰ For security reasons, information-security procedures are not made public.

¹⁴¹ PaymentsCo does not currently set requirements for how participants secure their internal systems as it relies in large part on the supervisory and regulatory framework that applies to U.S. depository institutions as the primary assurance that its participants operate in a safe and sound manner, including with respect to information security. However, the Committee on Payments and Market Infrastructures ("CPMI") from Bank for International Settlements issued a final strategy, "Reducing the Risk of Wholesale Payments Fraud Related to Endpoint Security," in May 2018, *available at* <https://www.bis.org/cpmi/publ/d178.pdf>. The strategy includes seven elements, including an expectation that payment system operators should establish endpoint security requirements for participants. However, CPMI recognizes the need for flexibility in how different systems and jurisdictions operationalize the strategy, including the need to tailor the strategy to each system's legal, regulatory, operational, and technological structures and constraints. Hence, PaymentsCo may change how it approaches the issue of security for CHIPS participants.

these sites as a main processing center for CHIPS and the second as a live, real-time, hot back-up facility. This back-up facility can be brought on line within 60 minutes from the time a decision is made to go to contingency due to system impairment or unavailability. CHIPS operations at the hot back-up facility would be activated upon a failure of the primary data center. The two data centers are located in different regions of the country to mitigate the effects of regional power and telecommunication outages.

Each data center has been designed with the following contingency features:

1. Redundant electrical power feeds at both data centers from locally diverse power substations, non-interruptible power supply systems, power distribution units, and diesel generator back-up systems at each data center.
2. Environmental and emergency control systems, including redundant air handlers, cooling towers, separate air zones, and fire suppression systems.
3. Redundant communication management environments and network-management systems with automatic cut-over features.
4. Redundant management environments and focal-point management systems with automatic cut-over features to manage the identification and reporting of problems.
5. Dual network-operations centers—continuous communication monitoring and management by network-operations staff located at two geographically separated operations centers.

In addition, in 2022 The Clearing House established a National Settlement Service (“NSS”) arrangement with the Federal Reserve Bank of New York as a contingency means of funding and disbursements from the CHIPS Prefunded Balance Account in the event that Fedwire and/or access to Federal Reserve electronic connections is not working for an extended period of time.¹⁴²

Participant Responsibilities

CHIPS participants are responsible for developing their own contingency and recovery plans. To ensure participants have the ability to continue CHIPS operations in the event of an equipment failure or other operational interruption, the CHIPS Rules require that each participant maintain a back-up computer that is (i) able to emulate fully the participant’s primary computer with respect to functions, capacity and level of message authentication security as the primary computer and (ii) located in a different power grid than the primary computer.¹⁴³ The rules further require that back-up facilities must meet relevant contingency standards adopted by PaymentsCo.¹⁴⁴

¹⁴² This new NSS arrangement is described in CHIPS Administrative Procedure 6.

¹⁴³ CHIPS Rule 7(b).

¹⁴⁴ *Id.*

Contingency Testing

PaymentsCo conducts four mandatory disaster-recovery tests per year in which all CHIPS participants must actively participate.¹⁴⁵ Network connectivity pathways and associated payment volumes are tested to ensure that CHIPS can recover each type of connection in the event of a disaster. The tests include all CHIPS participants to ensure adequate volume testing of the communications facilities. Business-resumption tests include primary data center failures tests, network recovery, and alternate data center recovery.

Table 4
Specific standards for operational risk management.

The SIFMU . . .	How PaymentsCo Addresses
Identifies the plausible sources of operational risk, both internal and external and mitigates their impact through the use of appropriate systems, policies, procedures, and controls that are reviewed, audited, and tested periodically and after major changes. ¹⁴⁶	PaymentsCo identifies plausible sources of operational risk, both internal and external through its annual CHIPS product risk assessment that establishes an overall risk profile based on financial, operational, information security, strategic, legal, regulatory, reputational, and systemic risk to CHIPS; periodic risk and control self-assessments performed for all related business processes; through a continuous self-reporting process and (iv) a process for identifying and assessing potential changes to the operations, rules, or procedures of CHIPS to determine if they are material for purposes of the advance notice requirement in Regulation HH ¹⁴⁷ . Identified risks are monitored and mitigated. The systems, policies, procedures, and controls that are used to mitigate operational risk are reviewed, audited, and regression tested after major system changes.
Identifies, monitors, and manages the risks its operations might pose to other financial market utilities and trade repositories, if any. ¹⁴⁸	PaymentsCo’s operation of CHIPS does not pose risks to other financial market utilities or to trade repositories.
Has policies and systems that are designed to achieve clearly defined objectives to	PaymentsCo sets clearly defined standards (goals) for its operational performance that ensure a high degree of security and operational reliability. The company has

¹⁴⁵ CHIPS Rule 19(h).

¹⁴⁶ 12 C.F.R. § 234.3(a)(17)(i).

¹⁴⁷ 12 C.F.R. § 234.4(a).

¹⁴⁸ 12 C.F.R. § 234.3(a)(17)(ii).

<p>ensure a high degree of security and operational reliability.¹⁴⁹</p>	<p>policies and systems that are designed to achieve those standards.</p>
<p>Has systems that have adequate, scalable capacity to handle increasing stress volumes and achieve the SIFMU’s service-level objectives.¹⁵⁰</p>	<p>PaymentsCo performs capacity testing of CHIPS systems on an annual basis. It also monitors CHIPS volumes against the maximum capacity tested on a monthly basis. This testing ensures that CHIPS’ systems maintain more than adequate capacity to handle increasing stress volumes and still meet PaymentsCo’s operational standards.</p>
<p>Has comprehensive physical, information, and cyber security policies, procedures, and controls that address potential and evolving vulnerabilities and threats.¹⁵¹</p>	<p>PaymentsCo has numerous policies regarding security, including policies regarding information security, physical and environmental security, access control, incident management, and change control. Policies are updated as needed annually to ensure they address potential and evolving vulnerabilities and threats and reviewed annually by the Managing Board, Enterprise Risk Committee, and other internal information security stakeholders. PaymentsCo has comprehensive procedures and controls to effectuate these policies. PaymentsCo also maintains a comprehensive cyber resiliency plan that is reviewed by the Managing Board, the Enterprise Risk Committee, the Executive Risk Management Committee, and the CHIPS business committee.</p>
<p>Has business continuity management that provides for rapid recovery and timely resumption of critical operations and fulfillment of its obligations, including in the event of a wide-scale disruption or a major disruption.¹⁵²</p>	<p>PaymentsCo’s business continuity management is comprised of infrastructure, systems, policies, and procedures that enable rapid recovery and timely resumption of CHIPS operations, including in the event of a wide-scale disruption or a major disruption.</p>

¹⁴⁹ 12 C.F.R. § 234.3(a)(17)(iii).

¹⁵⁰ 12 C.F.R. § 234.3(a)(17)(iv).

¹⁵¹ 12 C.F.R. § 234.3(a)(17)(v).

¹⁵² 12 C.F.R. § 234.3(a)(17)(vi).

Has a business continuity plan that (A) incorporates the use of a secondary site that is located at a sufficient geographical distance from the primary site to have a distinct risk profile; (B) is designed to enable critical systems, including information technology systems, to recover and resume operations no later than two hours following disruptive events; (C) is designed to enable it to complete settlement by end of the day of the disruption, even in the case of extreme circumstances; and (D) is tested at least annually.¹⁵³

PaymentsCo operates a live back-up site that is located at a sufficient geographical distance from CHIPS primary site to have a distinct geographic risk profile from the primary site. The back-up site can resume CHIPS operations within 60 minutes of the primary site's failure. The back-up site can perform all the functions of the primary site, including settlement and end-of-day distribution of funds from the CHIPS Prefunded Account. CHIPS operations are tested at the back-up site quarterly. In addition, PaymentsCo has contingency procedures in place with the Federal Reserve Bank of New York by which PaymentsCo can request an extension of the Fedwire service or instruct end-of-day distributions through offline procedures.

Access and Participant Requirements

Standard XVIII¹⁵⁴: The SIFMU has objective, risk-based, and publicly disclosed criteria for participation, which permit fair and open access.

CHIPS observes Standard XVIII.

Participation in CHIPS is available to any depository institution or foreign bank that meets the requirements detailed in the CHIPS Rules, which are publicly available. Pursuant to CHIPS Rule 19, a participant must (i) have an office located in the United States that is subject to regulation by a federal or state regulator, (ii) be a "financial institution" covered by the Federal Deposit Insurance Corporation Improvement Act, (iii) establish a "connection" to CHIPS that meets the requirements of the CHIPS Rules, and (iv) maintain primary and back-up computer facilities as required by the CHIPS Rules.¹⁵⁵

In addition, each participant must have access to sources of credit and liquidity sufficient to enable it to pay its opening position requirement and its closing position requirement promptly, and it must be able to manage its operations in a way that will not delay or complicate the operations of CHIPS.¹⁵⁶ CHIPS participants that are foreign banks must agree that the obligations that they incur on CHIPS are obligations of the entire bank, not just its branch or agency in the United States.¹⁵⁷

¹⁵³ 12 C.F.R. § 234.3(a)(17)(vii).

¹⁵⁴ 12 C.F.R. § 234.3(a)(18).

¹⁵⁵ CHIPS Rule 19(a)(1).

¹⁵⁶ CHIPS Rule 19(a)(2).

¹⁵⁷ CHIPS Rule 19(b).

Onboarding

PaymentsCo employs a risk-based approach to its acceptance of participants by reviewing the financial condition, ownership, and other relevant information of potential participants as part of its onboarding process. This review includes publicly available information about the potential participant as well as rating agency reports and financial statements provided by the potential participant. Prospective participants must also provide a legal opinion confirming that certain representations made in the CHIPS Participant Agreement are correct. If PaymentsCo management determines that a prospective participant presents unusual risk to CHIPS, the prospective participant must be approved by The Clearing House’s Enterprise Risk Committee. New participants, including those approved by the Enterprise Risk Committee, must establish a technical connection to CHIPS, perform technical testing, and receive a technical certification before being permitted to access the CHIPS production environment.

Ongoing Review of Current Participants

To assess whether current participants may present a risk to the reliable and effective operation of CHIPS, PaymentsCo monitors their activity, including adherence to funding obligations, as well as publicly available information about participants, and (when necessary) data from private reporting services. To the extent PaymentsCo becomes concerned about a participant’s activity or ability to meet its participation requirements, PaymentsCo will meet with the participant to advise, discuss, and come to an agreed upon solution to remediate the concern. Discussions with participants often resolve concerns as PaymentsCo better understands the reasons for a matter that caused concern or the participant is able to improve performance of its obligations. In the event PaymentsCo determines to terminate a participant¹⁵⁸, PaymentsCo will accommodate a transition period for the participant so long as such accommodation can be provided without exceeding risk beyond its risk appetite.

With respect to participants in resolution and consistent with international guidance¹⁵⁹, PaymentsCo recognizes that effective resolution regimes should ensure continuity of systemically important financial services and payment, clearing and settlement functions. PaymentsCo is committed to working with distressed participants and, as appropriate, resolution authorities to facilitate orderly resolution and to limit the likelihood of systemic disruption to the global financial system. This commitment is subject to PaymentsCo’s responsibility to ensure that a participant’s continuing access does not increase risk to PaymentsCo beyond its Risk Appetite, impair its risk management or disrupt the safe and orderly operation of CHIPS.

Table 5
Specific standards for participant access.

The SIFMU . . .	How PaymentsCo Addresses
Monitors compliance with its participation requirements on an ongoing basis and has the authority to impose more stringent restrictions or other risk controls on a	PaymentsCo monitors compliance with its participation requirements through its monitoring of participant activity, publicly available information, and private reporting

¹⁵⁸ A participant’s status as a participant or a funding participant may be terminated or suspended at any time by PaymentsCo’s CEO. CHIPS Rule 19(c).

¹⁵⁹ Financial Stability Board, Guidance on Continuity of Access to Financial Market Infrastructures for a Firm in Resolution (July 2017).

<p>participant in situations where the SIFMU determines the participant poses heightened risk to the SIFMU.¹⁶⁰</p>	<p>services. PaymentsCo controls its risk related to any participant that poses a heightened risk to CHIPS through its proactive meetings with participants to address matters of concern and, if necessary, its ability to terminate a participant at any time.</p>
<p>Has clearly defined and publicly disclosed procedures for facilitating the suspension and orderly exit of a participant that fails to meet the participation requirements.¹⁶¹</p>	<p>PaymentsCo has clearly defined operational and technical procedures for cutting off a participant’s access to CHIPS which can be employed intraday or after close of operating hours. PaymentsCo also has clearly defined risk escalation and mitigation procedures, which would be utilized in the event a participant was terminated. PaymentsCo does not make these procedures publicly available though it is has a standard “Continuity of Access to CHIPS Frequently Asked Questions” document that it makes available to participants, if requested. PaymentsCo has held a number of discussions with individual participants over the past few years regarding how they would be treated under various resolution scenarios.</p>

Tiered Participant Arrangements

Standard XIX¹⁶²: The SIFMU identifies, monitors, and manages the material risks arising from arrangements in which firms that are not direct participants in the SIFMU rely on the services provided by direct participants to access the SIFMU’s payment, clearing, or settlement facilities, whether the risks are borne by the SIFMU or by its participants as a result of their participation.

CHIPS observes Standard XIX.

CHIPS participants use CHIPS to clear and settle payments sent to them by their non-participant, correspondent bank customers. However, as there is no credit or liquidity risk in CHIPS, no correspondent customers of participants present risk to other participants or to PaymentsCo. PaymentsCo has performed an analysis to validate that there is no “tiered” risk on CHIPS.

¹⁶⁰ 12 C.F.R. § 234.3(a)(18)(i).

¹⁶¹ 12 C.F.R. § 234.3(a)(18)(ii).

¹⁶² 12 C.F.R. § 234.3(a)(19).

In the preamble to the 2014 revision to Regulation HH the Federal Reserve Board stated:

“[I]n an FMU in which a direct participant processes large transaction values on behalf of a large customer such as a large correspondent bank, the failure of the customer could jeopardize the direct participant’s ability to meet its obligations to the FMU or to the other participants in the FMU. The failure to meet these obligations could result in liquidity dislocations that would pose significant liquidity risk to the FMU or to the other participants in the FMU. The Board acknowledges that certain designated FMUs with particular system designs may not face material risks arising from tiered participation arrangements, but these designated FMUs should present an analysis to that effect.”¹⁶³

CHIPS is a SIFMU that by design has no credit or liquidity risk. Hence, the inability of a participant’s correspondent bank customer to meet its obligations to the participant cannot create credit or liquidity risk for other CHIPS participants.

While there is no liquidity or credit risk in CHIPS with respect to the settlement of payments, PaymentsCo performed an analysis in 2021 to determine if the correspondent banking relationships might present a material risk to CHIPS in one of the following ways:

- a non-participant’s failure negatively impacting the ability of a participant to provide its opening position requirement or closing position requirements if a correspondent were to fail,
- a non-participant’s failure negatively impacting the liquidity efficiency of CHIPS and resulting in the value of payments that remain unreleased when CHIPS closes for the day to exceed a PaymentsCo metric that is used to measure potential liquidity strain on participants at the end of the day,
- a non-participant’s payment activity to cause peaks in volume that exceed CHIPS processing capacity, or
- a non-participant’s inability to conduct its payment activity if a CHIPS participant is unable to send or receive CHIPS payments.

To perform this analysis PaymentsCo first looked at the volume and value of CHIPS payments from the second quarter of 2021 in which a non-participant instructed a payment to a CHIPS participant. Any such non-participants that were identified in CHIPS payments that accounted for more than 1% of the average CHIPS daily volume or value in the second quarter of 2021 were selected for further analysis. These non-participants will be referred to in this section as “identified non-participants”.

PaymentsCo next looked at the payments from the second quarter of 2021 to determine which CHIPS participants sent payment for the identified non-participants. Participants that sent payments in which an identified non-participant accounted for more than 1% of their payments will be referred to in this section as “identified participants”.

¹⁶³ 79 Fed. Reg. 65,543, at 65,553 (Nov. 5, 2014).

PaymentsCo then analyzed the potential risks presented by CHIPS payment activity involving the identified non-participants and identified participants. PaymentsCo determined:

- with respect to an identified non-participant's failure impacting an identified participant's ability to provide its opening position requirement or closing position requirement, that these funding obligations were all well within the identified participant's capabilities based upon the identified participants' publicly reported high quality liquid asset requirements which were magnitudes higher than their CHIPS funding requirements and, thus, an identified non-participant's failure would not impact the identified participants' ability to meet their funding requirements in CHIPS;
- with respect to an identified non-participant's failure negatively impacting the liquidity efficiency of CHIPS and resulting in the value of payments that remain unreleased when CHIPS closes for the day to exceed a PaymentsCo metric that is used to measure potential liquidity strain on participants at the end of the day, the failure of any or all of the identified non-participants would not cause value of payments that remain unreleased when CHIPS closes to exceed the metric, based on simulations that PaymentsCo performed;
- with respect to an identified non-participant's payment activity causing peaks in volume in that exceed CHIPS processing capacity, PaymentsCo found that the total volume of payments in which the identified non-participants were included in the originator or originating bank fields was less than 1% of CHIPS average daily volume and, thus, did not present a risk of causing volume peaks beyond CHIPS' capacity; and
- with respect to a non-participant's inability to conduct its payment activity if a CHIPS participant is unable to send or receive CHIPS payments¹⁶⁴, PaymentsCo found that each of the identified non-participants had payment activity that was sent through other participants and, thus, the identified non-participants had the ability to re-route payments through these other participants in the event an identified participant failed.

Links

Standard XX¹⁶⁵: If it operates as a central counterparty, securities settlement system, or central securities depository and establishes a link with one or more of these types of financial market utilities or trade repositories, the designated financial market utility identifies, monitors, and manages the risks related to this

¹⁶⁴ It is also important to note that with respect to correspondent bank customers of participants, the customers are not contracting with participants for access to CHIPS. Rather, they are contracting with participants to carry out their USD payment instructions, which can be carried out without CHIPS. Specifically, a participant can send a USD payment through the Fedwire Funds Service or through direct instruction with another U.S. bank with which the participant holds an account. Indeed, many large CHIPS participants have extensive correspondent networks and can execute payment instructions using book transfers that do not go through CHIPS or any other system.

¹⁶⁵ 12 C.F.R. § 234.3(a)(20).

link. In this regard, each central counterparty in a link arrangement with another central counterparty covers, at least on a daily basis, its current and potential future exposures to the linked central counterparty and its participants, if any, fully with a high degree of confidence without reducing the central counterparty's ability to fulfil its obligations to its own participants.

Standard XX is not applicable to CHIPS.

CHIPS does not operate as a central counterparty, securities settlement system, or central securities depository.

Efficiency and Effectiveness

Standard XXI¹⁶⁶: The SIFMU is (i) efficient and effective in meeting the requirements of its participants and the market it serves; (ii) has clearly defined goals and objectives that are measurable and achievable, such as minimum service levels, risk-management expectations, and business priorities; and (iii) has policies and procedures for the regular review of its efficiency and effectiveness.

CHIPS observes Standard XXI.

Efficiency and Effectiveness

For Participants

As a bank-owned and governed company that operates CHIPS and its other payment systems to maximize efficiency and effectiveness for participants, PaymentsCo operates CHIPS with fewer resources and in a more responsive manner to participant input and needs than a central bank service. CHIPS accomplishes this while also maintaining a highly reliable service. As noted in the preceding sections, CHIPS provides for real-time final settlement of all payment messages as they are released, and the system-uptime record for CHIPS has consistently been 99.9% or better.

CHIPS provides its participants with a suite of services that together make it an efficient and effective way of making payments. The CHIPS name and address file contains banks and business firms that are customers of CHIPS participants or their correspondent banks. CHIPS has assigned each of these entities a universal identification code ("UID") that a sending participant can use to identify a beneficiary or beneficiary's bank.¹⁶⁷ "Qualified" payment messages are a CHIPS innovation that greatly increases the percentage of payments that are processed "straight-through" without manual intervention. Over 98% of CHIPS payment messages are qualified or partially qualified by the use of a UID, SWIFT bank-identification code, or account number.

CHIPS also provides its participants with a number of tools that they can use to manage their CHIPS activity. Participants can see their positions relative to their counterparties' positions,

¹⁶⁶ 12 C.F.R. § 234.3(a)(21).

¹⁶⁷ CHIPS Rules 9 and 10; CHIPS Admin. P. No. 5.

inquire about the status of pending payment messages, and manage other aspects of their CHIPS' activities. These services are available on-line through a secure internet connection.

It should be noted that because of certain Federal Reserve policies regarding payment-system risk, such as daylight overdraft pricing, debit caps, and collateral requirements, banks using the Fedwire Funds Service often manage their Fedwire traffic very carefully to ensure that they stay within certain limits. As CHIPS does not have these requirements, there is no need for banks to manage their CHIPS traffic in this way, and they often send all of the CHIPS payment messages to CHIPS as soon as they have cleared the banks' internal controls. The result is that banks manage their own Fedwire queues while they allow PaymentsCo to manage their CHIPS queues.

CHIPS participants also realize an average network daily liquidity-efficiency ratio (26:1) benefit when processing payment transactions over CHIPS. This is a significant benefit to participants that CHIPS provides as compared to traditional real-time gross settlement systems which do not use netting algorithms.

For the Market

Given the significance of USD payments to global commerce and the prevalent use of CHIPS payments as the USD leg of funds transfers that begin and end in other countries, CHIPS provides substantial benefits to the U.S. and world markets. In addition to these factors, the market benefits enormously from having a private-sector USD clearing alternative to the central bank's funds-transfer system for payments that involve correspondent banking.

As a private-sector system, CHIPS focuses exclusively on the needs of its participants. As a result, the participants receive excellent service and fast response to their changing needs. CHIPS also has a proven track record of continuous improvement and innovation, with rigorous testing and implementation standards to ensure that each new feature is introduced seamlessly and without any disruption to its participants.

Because Fedwire, the Federal Reserve Banks' funds-transfer system, faces continuous competition from an innovative, service-oriented system, it is forced to match CHIPS in both performance and service quality. This competition forces both CHIPS and Fedwire—as participants in a market that supports correspondent banking and multi-step payments—to be better than either would likely be if there were only one funds-transfer service in the United States.

PaymentsCo also makes key information available to the market through its public website, including a list of current participants, annual statistics dating back to 1970, and the ability to search UIDs.¹⁶⁸

Clearly Defined Goals and Objectives

As detailed in the discussion of Standard III (Risk Management Framework) and Standard XVII (Operational Risk), PaymentsCo sets and measures itself against a number of clear goals and objectives regarding CHIPS' operational performance, customer service support, business objectives (e.g., revenue and volume growth; budgets) and level of acceptable risk.

¹⁶⁸ See Helpful Information, available at <https://theclearinghouse.org/payments/chips/helpful-info>.

Policies and Procedures for Review

Many of PaymentsCo's goals and objectives for CHIPS are measured on a daily, monthly, quarterly, and annual basis pursuant to business, technology and risk management policies. The metrics related to these goals and objectives are reviewed and discussed on an on-going basis by PaymentsCo's product, operations, and risk staff. The metrics are also reviewed and discussed with the CHIPS business committee with particular focus on whether CHIPS is operating effectively for current needs and anticipated future needs. The Managing Board also receives reports on CHIPS performance.

Additionally, for several years, PaymentsCo has conducted a customer satisfaction survey of both its owner and non-owner customers for each of its payment systems. These survey results serve as an additional measure of CHIPS efficiency and effectiveness in meeting participant needs. Hence, there are multiple metrics for reviewing CHIPS efficiency and effectiveness that are reviewed on an on-going basis and at different levels of PaymentsCo's governance structure. This on-going review process informs PaymentsCo's short and long term planning for sustaining and improving the efficiency and effectiveness of CHIPS.

Table 6
Specific standards for efficiency and effectiveness.

The SIFMU is efficient and effective in meeting the requirements of its participants and the market, in particular with regard to its . . .	How PaymentsCo Addresses
Clearing and settlement arrangement¹⁶⁹	CHIPS provides real-time final settlement of all payment messages as they are released, using far less liquidity than a gross settlement system.
Risk-management policies, procedures, and systems.¹⁷⁰	PaymentsCo's Enterprise Risk Framework, including its policies, procedures and systems helps ensure the efficient and effective operation of CHIPS through management of operational, technical, information security, and other risks.
Scope of products cleared and settled.¹⁷¹	CHIPS provides clearing and settlement for USD funds transfers which enable many kinds of payments: wholesale, commercial, and retail and for originators and beneficiaries outside of the U.S.

¹⁶⁹ 12 C.F.R. § 234.3(a)(21)(i)(A).

¹⁷⁰ 12 C.F.R. § 234.3(a)(21)(i)(B).

¹⁷¹ 12 C.F.R. § 234.3(a)(21)(i)(C).

Communication Procedures and Standards

Standard XXII¹⁷³: The SIFMU uses, or at a minimum accommodates, relevant internationally accepted communication procedures and standards in order to facilitate efficient payment, clearing, and settlement.

CHIPS observes Standard XXII.

PaymentsCo employs a private multiprotocol label switching (“MPLS”) network consisting of two carriers. These are internationally accepted communication procedures.

Although CHIPS messages use a format that is specific to CHIPS, the format is compatible with and is easily mapped to both SWIFT and Fedwire messages. PaymentsCo routinely coordinates with SWIFT and the Federal Reserve’s Wholesale Payments Office to enable synchronized changes to the CHIPS format to support format changes or enhancements to SWIFT and Fedwire formats. For example, in 2017 PaymentsCo implemented a change to the CHIPS format¹⁷⁴ and issued mapping guidance to support SWIFT’s global payments initiative.

Following a 2016 study by PaymentsCo and other U.S. stakeholders to evaluate the business case for adopting ISO 20022¹⁷⁵, an international financial messaging standard, PaymentsCo and the Federal Reserve’s Wholesale Payments Office (“WPO”) announced their intention to convert CHIPS and Fedwire from their current proprietary formats to ISO 20022. PaymentsCo expects that the conversion will improve the global interoperability of CHIPS messages and provide efficiencies for CHIPS participants. PaymentsCo’s multi-year initiative to implement ISO 20022 began in 2017 in coordination with the WPO. PaymentsCo shared its ISO 20022 usage guidelines with CHIPS participants in December 2021. Full ISO 20022 implementation for CHIPS is scheduled for November 2023, which is one year after SWIFT launches ISO 20022. In order to assist participants during the coexistence period (November 2022 to November 2023), The Clearing House plans add a new field (New Tag [900]) to its legacy CHIPS message format, in which a full ISO 20022 message may be inserted.

¹⁷² 12 C.F.R. § 234.3(a)(21)(i)(D).

¹⁷³ 12 C.F.R. § 234.3(a)(22).

¹⁷⁴ Specifically, CHIPS tag [300] can now be used to carry certain SWIFTGpi information from a SWIFT MT103 message.

¹⁷⁵ More information about ISO 20022 is available at https://www.iso20022.org/about_iso20022.page.

Disclosure of Rules and Key Procedures

Standard XXIII¹⁷⁶: The SIFMU has clear and comprehensive rules and procedures; publicly discloses all rules and key procedures, including key aspects of its default rules and procedures; provides sufficient information to enable participants to have an accurate understanding of the risks, fees, and other material costs they incur by participating in the SIFMU and provides a comprehensive public disclosure of its legal, governance, risk management, and operating framework.

CHIPS observes Standard XXIII.

Clear and Comprehensive Rules and Procedures

The CHIPS Rules and Administrative Procedures are clear and comprehensive.

They include detailed descriptions of:

- Rights and responsibilities of participants
- Primary and back-up computer requirements
- Prefunded balance account requirements
- Settlement procedures
- Contingency procedures

The *CHIPS Systems and Operations Manual* includes detailed descriptions of CHIPS features, functions, procedures, connectivity, message formats and standards for computer facilities. This manual is made available to all CHIPS participants.

Public Disclosure of Rules and Procedures

The *CHIPS Rules and the CHIPS Administrative Procedures* are available to the public and appear on the CHIPS website.¹⁷⁷ While there is no default on CHIPS, the CHIPS Rules address a participant's failure to fund its opening position requirement or closing position requirement.¹⁷⁸

Sufficient Information Regarding Risks, Fees, and Material Costs

The CHIPS Rules provide sufficient information for CHIPS participants to understand the risks of participating in CHIPS. The rules also specify certain indemnification and loss sharing arrangements.¹⁷⁹ In addition, as explained in the discussion of Standard VII (Liquidity Risk), CHIPS participants are provided with customized reports of the impact of various stress scenarios on their CHIPS activity.

Fees and material costs for participation are disclosed to CHIPS participants on an annual basis.

¹⁷⁶ 12 C.F.R. § 234.3(a)(23).

¹⁷⁷ The rules are available at https://www.theclearinghouse.org/-/media/new/tch/documents/payment-systems/chips_rules_and_administrative_procedures_03-21-2022.pdf.

¹⁷⁸ See CHIPS Rules 2(c)(2) and 13(c)(3)(B).

¹⁷⁹ See CHIPS Rules 14 and 15.

Comprehensive Public Disclosure of Legal, Governance, Risk Management and Operating Framework

This document serves as PaymentsCo's public disclosure of its legal, governance, risk management and operating framework.

V. LIST OF PUBLICLY AVAILABLE RESOURCES

The following resources are available on the CHIPS website (<https://www.theclearinghouse.org/payment-systems/chips>) (as of June 2022)

- CHIPS Public Disclosure of Legal, Governance, Risk Management and Operating Framework
- CHIPS Rules and Administrative Procedures
- Summaries of Changes to CHIPS Rules and Administrative Procedures
- CHIPS Interbank Compensation Rules
- The Clearing and Bankers Association for Finance and Trade Guiding Principles for Sanctions Issues related to Shipping and Financial Products
- Universal Identification Number ("UID") Lookup
- Annual Statistics
- CHIPS Participant List
- CHIPS Holiday and Testing Schedule
- Test Contact Information Form
- CHIPS ISO 20022 Implementation Update Bulletin
- CHIPS ISO 20022 Program Update
- CHIPS ISO 20022 Program General Introduction
- CHIPS ISO 20022 and the Travel Rule
- CHIPS ISO 20022 Key Program Dates
- Legal Notes to CHIPS Message Usage Guidelines
- CHIPS ISO 20022 Message Usage Guideline Resources

APPENDIX A

MEMBERS OF THE CLEARING HOUSE PAYMENTS COMPANY L.L.C. AS OF JUNE 2022

Organizing Member

The Clearing House Association L.L.C.

Class A Members

Banco Santander, S.A.
Bank of America, National Association
Bank of the West
Barclays
The Bank of New York Mellon
Capital One, National Association
Citibank, National Association
Citizens Bank
Comerica Bank
Deutsche Bank Trust Company Americas
Fifth Third Bank
HSBC Bank USA, National Association
Huntington Bank
JPMorgan Chase Bank, National Association
KeyBank National Association
Manufacturers and Traders Trust Company
MUFG Union Bank
PNC Bank, National Association
Regions Bank
The Toronto-Dominion Bank
Truist Bank
U.S. Bank National Association
Wells Fargo Bank, National Association

Class AA Members

City National Bank
First-Citizens Bank & Trust Company
State Street Bank and Trust Company

APPENDIX B

CHIPS PARTICIPANTS AS OF JANUARY 25, 2021

Banco Bilbao Vizcaya Argentaria, S.A.
Banco do Brasil, S.A.
Bangkok Bank Public Company Limited
Bank Leumi USA
Bank of America, National Association
Bank of China
Bank of Communications
The Bank of New York Mellon
Barclays Bank PLC
BNP Paribas
Branch Banking and Trust Company
Brown Brothers Harriman & Co.
China Merchants Bank
Citibank, National Association
Commerzbank Aktiengesellschaft
Credit Agricole Corporate & Investment Bank
Credit Industriel et Commercial
Deutsche Bank Aktiengesellschaft
Deutsche Bank Trust Company Americas
Fifth Third Bank
Habib American Bank
HSBC Bank USA, National Association
Industrial & Commercial Bank of China
Intesa Sanpaolo S.P.A.
Israel Discount Bank of New York
JPMorgan Chase Bank, National Association
KBC Bank N.V.
Manufacturers and Traders Trust Company
Mashreqbank psc
Mega International Commercial Bank Co., Ltd.
Mizuho Bank, Ltd.
MUFG Bank, Ltd.
MUFG Union Bank, National Association
The Northern Trust Company
PNC Bank
Société Générale
Standard Chartered Bank
State Bank of India
State Street Bank and Trust Company
Sumitomo Mitsui Bank and Trust Company
UBS AG
Wells Fargo Bank (NY), National Association
Wells Fargo Bank (CA), National Association

APPENDIX C

Key Fields in a CHIPS Payment Message

A CHIPS payment message includes some or all of the following information:

- Value date¹⁸⁰
- Sending participant's CHIPS identification number
- Receiving participant's CHIPS identification number
- Dollar amount
- Intermediary bank¹⁸¹ identification
- Beneficiary's bank¹⁸² identification
- Beneficiary¹⁸³ identification
- Originator¹⁸⁴ identification
- Originator's bank¹⁸⁵ identification
- Instructing bank¹⁸⁶ identification

Other fields in the CHIPS payment message provide space for various parties to provide information to other parties to the funds transfer.

¹⁸⁰ The value date is always the funds-transfer business day on which the payment message is sent to CHIPS. The CHIPS funds-transfer business day begins at 9:00 p.m. ET of the calendar day before the business day and, unless extended, closes at 6:00 p.m. ET of the business day. See CHIPS Admin. P. No. 12.

¹⁸¹ Optional field, used only if the sending participant wishes to instruct the receiving participant to route the funds transfer through a bank between the receiving participant and the beneficiary's bank.

¹⁸² The bank identified in the payment message at which an account of the beneficiary is to be credited or that is otherwise to make payment to the beneficiary. See N.Y. U.C.C. § 4-A-103(1)(c). This field is not used if the receiving participant is the beneficiary's bank.

¹⁸³ The person to be paid by the beneficiary's bank. See *id.* § 4-A-103(1)(b). This field is not used if the receiving participant is the beneficiary.

¹⁸⁴ The sender of the first payment order in a funds transfer. See *id.* § 4-A-104(3). This field is not used if the sending participant is the originator.

¹⁸⁵ The receiving bank to which the originator's payment order is issued if the originator is not a bank; if the originator is a bank, the originator. See *id.* § 4-A-104(4). This field is not used if the sending participant is the originator's bank.

¹⁸⁶ The bank that issued the payment order to the sending participant. This field is used only if the sending participant received the payment order from a bank other than the originator's bank or the originator.