Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–NYSEAMER–2023–66 and should be submitted on or before January 18, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[46]

Christina Z. Milnor,

Assistant Secretary.

[FR Doc. 2023–28704 Filed 12–27–23; 8:45 am]

BILLING CODE 8011–01–P

[46] 17 CFR 200.30–3(a)(12), (59).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–99225; File No. SR–NYSE–2023–09]

Self-Regulatory Organizations; New York Stock Exchange LLC; Order Instituting Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change To Amend the NYSE Listed Company Manual To Adopt Listing Standards for Natural Asset Companies

December 21, 2023.

I. Introduction

On September 27, 2023, New York Stock Exchange LLC (the ''Exchange'' or ''NYSE'') filed with the Securities and Exchange Commission (''Commission''), pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder,[2] a proposed rule change to amend the NYSE Listed Company Manual (''Manual'') to adopt a new listing standard for the listing of Natural Asset Companies (''NAC''). The proposed rule change was published for comment in the **Federal Register** on October 4, 2023.[3] On November 7, 2023, pursuant to section 19(b)(2) of the Act,[4] the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change.[5]

This order institutes proceedings pursuant to section 19(b)(2)(B) of the Act[6] to determine whether to approve or disapprove the proposed rule change.

II. Description of the Proposed Rule Change[7]

All statements in this Section II regarding the proposed rule change are taken from the description provided by the Exchange in the NAC Proposal.[8]

A. The NAC Proposal

The Exchange proposes to adopt a new subsection of Section 102 of the Manual (to be designated Section 102.09) to permit the listing of common equity securities of NACs. The Exchange proposes that, for purposes of proposed Section 102.09 of the Manual, a NAC is a corporation whose primary purpose is to actively manage, maintain, restore (as applicable), and grow the value of natural assets and their production of ecosystem services.[9] As proposed, where doing so is consistent with the company's primary purpose, the NAC would seek to conduct sustainable revenue-generating operations. As proposed, sustainable operations are those activities that do not cause any material adverse impact on the condition of the natural assets under a NAC's control and that seek to replenish the natural resources being used. As proposed, NACs could also engage in other activities that support community well-being, provided such activities are sustainable.

The Exchange states that its proposal is intended to end the overconsumption of and underinvestment in nature, which requires bringing natural assets into the mainstream, and that NACs are a new concept pioneered by Intrinsic Exchange Group Inc. (''IEG''). According to the Exchange, IEG is a private company structured as a corporation organized under the laws of the State of Delaware that advises public sector and private landowners on the creation of NAC structures and strategies.

The Exchange proposes that NACs would be corporations that hold the rights to the ecological performance produced by natural or working areas, such as national reserves or large-scale farmlands, and have the authority to manage the areas for conservation, restoration, or sustainable management. The Exchange states that these rights could be licensed like other rights, including ''run with the land'' rights such as mineral rights, water rights, or air rights, and that NACs would be expected to license these rights from sovereign nations or private landowners.

Under the proposed amendments to the Manual, capital raised through an NYSE-listed NAC's initial public offering or follow-on offerings must be used to implement the conservation, restoration, or sustainable management plans articulated in its prospectus, fund its ongoing operations, or otherwise fulfill its purpose to maximize ecological performance (*i.e.,* the value of natural assets and the production of ecosystem services). As proposed, while the core purpose of a NAC would be to maximize ecological performance, a NAC would also be required to seek to conduct sustainable revenue-generating operations (*e.g.,* eco-tourism in a natural landscape or production of regenerative food crops in a working landscape) provided that such operations are consistent with the NAC's charter, do not cause any material adverse impact on the condition of the natural assets under the NAC's control, and seek to replenish the natural resources being used. Under the proposal, all NACs would be prohibited from directly or indirectly conducting unsustainable activities, such as mining, that lead to the degradation of the ecosystems it is trying to protect. In conducting its revenue-generating operations, a NAC could monetize ecosystem services that have markets (*e.g.,* through the sale of carbon credits). All revenues and expenses would be reported in the financial statements of the NAC prepared under generally accepted accounting principles (''GAAP'') and filed with the SEC as part of the NAC's required annual report on Form 10–K, 20–F or 40–F, as applicable. As

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 98665 (Sept. 29, 2023), 88 FR 68811 (Oct. 4, 2023) (SR–NYSE–2023–09) (''NAC Proposal''). Comments received on the NAC Proposal are available at *https://www.sec.gov/comments/sr-nyse-2023-09/srnyse202309.htm.*

[4] 15 U.S.C. 78s(b)(2).

[5] *See* Securities Exchange Act Release No. 98879 (Nov. 7, 2023), 88 FR 78075 (Nov. 14, 2023). The Commission designated January 2, 2024, as the date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change.

[6] 15 U.S.C. 78s(b)(2)(B).

[7] *See,* NAC Proposal, *supra* note 3, for a complete description of the proposal as originally filed.

[8] *See,* NAC Proposal, *supra* note 3 at 68811–18.

[9] The Exchange states that for purposes of its proposal, the term ''ecosystem'' refers to specific entities (structures, functions, and components of the natural world) that produce ecosystem services. The Exchange also states that these and other benefits derived from ecosystems are called ecosystem services, and in aggregate, economists estimate their value at more than US$100 trillion dollars per year, and that examples of ecosystem services include clean air, water supply, flood protection, productive soils for agriculture, climate stability, and habitat for wildlife, among others. *See id.*

proposed, a NAC would be permitted to use its funds for activities that support local community well-being, provided that such activities are sustainable. The Exchange states this is in order to align the interests of local communities with the objectives of maximizing the value of natural assets and the production of ecosystem services.

The Exchange proposes to require NACs to publish on a periodic basis information on the ecological performance of the natural assets licensed to a NAC because of the distinct purpose of an NAC to protect and grow the natural assets under its management. This information would be presented in an Ecological Performance Report (an ''EPR''). As proposed, the EPR would provide statistical information on the biophysical measures such as tons of carbon or acre feet of water produced, condition, and economic value of each of the ecosystem services produced by the natural assets managed by the NAC. This, the Exchange states, will allow investors to gauge the effectiveness of management. The Exchange further states that this information would be consistently produced and periodically reported, following best practices from accepted valuation methodologies, as outlined in the Reporting Framework. The Exchange proposes that the EPR produced by a NAC must follow IEG's Ecological Performance Reporting Framework (the ''Reporting Framework''). The Exchange states that the Reporting Framework is based on the natural capital accounting standards established in the United Nations System of Environmental-Economic Accounting—Ecosystem Accounting Framework (''SEEA EA''),[10] and that the proposed EPR would measure, value, and report on the ecosystem services and natural assets managed by a NAC.

Under the proposed amendments to the Manual, NACs will conduct a Technical Ecological Performance Study (''Technical EP Study'') annually, following the Reporting Framework. This Technical EP Study would generate the information used to prepare and publish the EPR. As proposed, the EPR and Technical EP Study must be examined and attested to by a public accounting firm that is registered with the Public Company Accounting Oversight Board (''PCAOB'') and is independent from the NAC and NAC licensor, if applicable, under the independence standard set forth in Rule 2–01 of Regulation S–X (''Independent Reviewer'').

The Exchange states that, in addition to the GAAP financial statements required under Commission disclosure rules and the proposed EPR that would be derived from a Technical EP Study, it proposes to require NACs to provide website disclosures that it states are designed to provide transparency regarding the NAC's social and environmental objectives. These would include requiring NACs to adopt and publish an Environmental and Social Policy, a Biodiversity Policy, a Human Rights Policy, consistent with the United Nations Guiding Principles on Business and Human Rights,[11] and an Equitable Benefit Sharing Policy. The Exchange states that, as proposed, a NAC would be required under applicable Commission rules to disclose all material information about its license with a natural asset owner (including any material amendments to the license over time) in the registration statement filed in connection with its IPO and in its subsequent periodic SEC filings.

Relationship Between the NYSE and IEG

The Exchange states that the Exchange and IEG have entered into an agreement pursuant to which IEG has granted the Exchange an exclusive license in the United States to use the Reporting Framework in connection with the listing of NACs on the Exchange, although the Reporting Framework will remain proprietary to IEG. The Exchange further states that, under the terms of the agreement, the Exchange has acquired a small minority interest in IEG and one seat on IEG's board of directors. The Exchange also states that IEG has agreed to seek to identify and develop NACs for listing on the Exchange, in addition to marketing the listing and trading of NACs on the Exchange. In addition, the Exchange states that IEG would provide training with respect to the NAC structure and the Reporting Framework to NYSE personnel and currently listed and potential listed NACs. IEG would also be entitled to a share of the revenues generated by the Exchange from the listing and trading of NACs on the NYSE.

The Exchange states that, while IEG would seek to promote the listing of NACs on the NYSE, the determination of the suitability for listing of any applicant NACs would solely be made by the staff of NYSE Regulation, and that IEG would have no role in the listing qualification process. The Exchange also states that, in evaluating a NAC for listing, the staff of NYSE Regulation intends to follow the same procedure it utilizes in qualifying operating companies. The Exchange states that NYSE Regulation staff would review disclosures contained in a NAC's registration statement and its audited financial statements to ensure that the NAC satisfies applicable quantitative, qualitative and corporate governance listing standards. In addition, the Exchange states that, on a continued listing basis, NYSE Regulation staff would review a NAC's periodic reports filed with the Commission as well as public disclosure to ensure that a NAC continues to meet applicable listing standards.

Definitions of Key Terms Used in the Proposal

The Exchange states that, unless otherwise stated, the proposed rules use definitions in the SEEA EA.[12] In addition, the Exchange states that the proposal includes terms unique to NACs, as defined below:

Community Well-being—Refers to the combination of social, economic, environmental, cultural, and political conditions of individuals and their communities as essential for them to flourish and fulfil their potential.[13]

Ecological Performance—The value of natural assets and the production of ecosystem services.

Ecological Performance Report—A report with statistical information on the ecological performance of a NAC, including sections with data on (i) Natural Production, (ii) Natural Assets, and (iii) Underlying Asset Condition. The Exchange states that the EPR is unique to NACs and will be provided in addition to traditional financial statements.

- Natural Production Section—A section of the EPR that provides information on the annual flows of ecosystem services managed by a NAC.
- Natural Assets Section—A section of the EPR that provides information on the net present value of natural assets

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[10] United Nations et al (2021). *System of Environmental-Economic Accounting—Ecosystem Accounting. White cover publication, pre-edited text subject to official editing.* Available at: *https://seea.un.org/ecosystem-accounting. See,* NAC Proposal, *supra* note 3.

[11] United Nations (2011). *Guiding principles on business and human rights: Implementing the United Nations ''Protect, Respect and Remedy'' framework.* Available at: *https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinesshr_en.pdf. See,* NAC Proposal, *supra* note 3.

[12] United Nations et al (2021). *System of Environmental-Economic Accounting—Ecosystem Accounting (SEEA EA). White cover publication, pre-edited text subject to official editing.* Available at: *https://seea.un.org/ecosystem-accounting. See,* NAC Proposal, *supra* note 3.

[13] Wiseman, J., Brasher, K (2008) *Community wellbeing in an unwell world: trends, challenges, and possibilities.* Journal of Public Health Policy, 29: 353–366. *See,* NAC Proposal, *supra* note 3.

producing ecosystem services managed by a NAC.

- Underlying Asset Condition Section—A section of the EPR that provides biophysical information on the extent and condition of the ecosystems being managed by the NAC.

Ecological Performance Rights—The rights to the value of natural assets and the production or ecosystem services in a designated area, including the authority to manage the area. These rights are granted to a NAC, from a natural asset owner, as provided through a license agreement.

Ecosystem Service Valuation—The assignation of an economic value to an ecosystem service using one of many valuation methodologies accepted today.

IEG Ecological Performance Reporting Framework—IEG has developed a specific framework for NACs to derive and report on ecosystem service values and on the quality of the natural assets being managed. In addition, the Reporting Framework defines the components and structure of the EPR to ensure the values are reported transparently and consistently.

Independent Reviewer—A public accounting firm registered with the PCAOB independent of a NAC and, where applicable, a NAC's licensor.

Local Communities—refers to groups of people—including indigenous peoples and other local groups—who have direct ties to and derive livelihood or cultural values from the area to which the NAC holds the license.

Natural Assets—A statistical representation of ecosystems for accounting purposes that defines them as productive units of ecosystem services. The term ''Natural Assets'' is equivalent to SEEA EA's term ''ecosystem assets.'' Natural assets can be monetized directly or indirectly. Like traditional assets, they have economic value and are expected to provide future streams of benefits. In the singular form, the term refers to an ecosystem type (*e.g.,* a delineated forest).

Natural Asset Companies (NACs)—Corporations that hold the rights to the ecological performance of a defined area and have the authority to manage the areas for conservation, restoration, or sustainable management.

Sustainable Activities—From an ecological perspective, activities that do not cause any material adverse impact on the condition of ecosystems, and that seek to replenish the natural resources being used.

Unsustainable Activities—From an ecological perspective, activities that cause material adverse impact on the condition of ecosystems, and extract resources without replenishing them.

The IEG Reporting Framework

The Exchange states that IEG has developed a Reporting Framework for NACs to measure and value natural assets and define how the EPR should be structured to ensure transparency, robustness, and consistency in the reporting of values and other statistical information disclosed. The Exchange further states that the Reporting Framework to be used by NACs is based on the standards developed in SEEA EA. The Exchange states that the SEEA EA provides the most comprehensive guidance on natural capital accounting and that it is of particular relevance to the valuation of NACs due to its spatial approach and its focus on measuring and reporting on the ecosystem services produced by ecosystems. The Exchange states that IEG adopted SEEA EA as the accounting standard for the measurement and valuation of natural assets and ecosystem services, with some minor adaptations to ensure that the natural asset valuations of NACs provide comprehensive, understandable, consistent, robust, and transparent information to investors and other users of the companies' EPR. As proposed, the Reporting Framework would include specifications on how to apply SEEA EA to report on the annual performance of NACs. The Reporting Framework would set up NACs to report the Total Economic Value (''TEV'') of natural assets, which the Exchange states is in line with the recommendations of the British Standard for natural capital accounting (BS 8632) for financial organizations and the ISO Standard 14008.

The Exchange states that, given that NACs are designed to manage and grow the value of natural assets and the production of ecosystem services, a NAC's activities are not well captured solely by traditional financial reporting standards like GAAP/IFRS, as most ecosystem services are not monetized today. The Exchange further states that, to account for and capture the value of these non-monetized ecosystem services, NACs will be required to conduct an annual Technical EP Study, adhering to IEG's Reporting Framework in order to prepare their EPR. As proposed, the Reporting Framework would define: the steps to characterize, measure and value the ecosystem service and natural asset values in a Technical EP Study, and the components and structure of the EPR, including guidance to compile its sections to ensure transparency, robustness, and consistency in the reporting of information about the natural assets.

As proposed, the Reporting Framework would be publicly accessible on nyse.com. The Exchange states that, in consultation with IEG, the Exchange would have sole authority to determine whether and how to propose amendments to the Reporting Framework. Any proposed change to the Reporting Framework would have the effect of a change to an Exchange rule and would therefore be filed by the Exchange with the Commission pursuant to section 19(b) of the Act. Additionally, the Exchange states that it would maintain on nyse.com a publicly accessible copy of the Reporting Framework.

Proposed Listing Rules: Required Corporate Documents

Charter

The Exchange proposes that each NAC would be required to file its charter as an exhibit to its registration statement. As a condition to initial listing, the NYSE proposes to require a NAC's charter to state the following:

- The purpose of the company is to actively manage, maintain, restore (as applicable), and grow the value of natural assets and their production of ecosystem services. In addition, where doing so is consistent with the company's primary purpose, the company will seek to conduct sustainable revenue-generating operations. Sustainable operations are those activities that do not cause any material adverse impact on the condition of the natural assets under its control, and that seek to replenish the natural resources being used. The sustainability of the revenue-generating operations will be determined based on the impacts of their activities on the condition metrics, and where applicable, on any capacity-to-produce indicators reported by a NAC in its EPR. Condition metrics should not show degradation as a result of these activities and capacity-to-produce indicators should be moving to a rate where resource extraction is less than resource replenishment. The NAC may also engage in other activities that support community well-being, provided such activities are sustainable.

- NAC funds (including any proceeds from the sale of the company's securities at any time) must be used primarily to meet the NAC's operational needs to fulfill its purpose. In addition, funds may be used to support community well-being, provided such activities are sustainable.

• The NAC will be prohibited from engaging directly or indirectly in unsustainable activities. These are defined as activities that cause any material adverse impact on the condition of the natural assets under its control, and that extract resources without replenishing them (including, but not limited to, traditional fossil fuel development, mining, unsustainable logging, or perpetuating industrial agriculture). The NAC will be prohibited from using its funds to finance such unsustainable activities.

As proposed, if any of the foregoing provisions of the NAC's charter are eliminated or materially amended in a manner that is inconsistent with their required form at any time, the NAC would be subject to delisting from the NYSE.

License Agreements

The Exchange states that NACs would acquire the ecological performance rights of a designated area by entering into an agreement with the natural asset owner (*e.g.,* a governmental entity or private landowner) to obtain a license with respect to such rights.[14] The Exchange proposes that all material terms of the applicable license agreement must be publicly disclosed in the NAC's periodic filings consistent with SEC rules. As proposed, at minimum, the NAC would be required to disclose the following information about any license agreement:

• *Term:* At the time of initial listing, the term of any license agreement must be a minimum of ten years from the date of closing of the NAC's initial public offering (the Exchange expects that most license agreements will have terms significantly longer than ten years and, in some cases, may be perpetual);

• *Scope:* The specific natural assets and ecosystem services covered by the license agreement;

• *License Payments:* The amount and terms of any ongoing payments due from the licensee to the licensor;

• *Modification Provisions:* The circumstances under which a license agreement may be modified and the procedures for effecting any such modification;

• *Termination Provisions:* The circumstances under which a license agreement may be terminated, including the rights and obligations of all parties to the license agreement, and the procedures for effecting any such termination.

The proposal would specify that any NAC whose license is terminated or materially breached by either party would be subject to delisting.

NAC Policies

Proposed Section 102.09 of the Manual would provide that a NAC seeking to list on the NYSE must adopt the following written policies (collectively, the ''NAC Policies'') and post them on its website by the earlier of the date that the NAC's initial public offering closes or five business days following the NAC's initial listing date:

• An Environmental and Social Policy that articulates the objectives and principles that will guide the NAC to achieve sound environmental and social performance. As proposed, such policy must include requirements to conduct a process of environmental and social assessment, and establish, as soon as practicable after listing, an Environmental and Social Management System (''ESMS'').[15] The ESMS should be designed to:

• Identify and assess environmental and social risks and impacts,

• Identify measures to avoid, minimize and mitigate the negative risks and impacts, and

• Promote improved environmental and social performance.

• A Biodiversity Policy that articulates a commitment to achieving no net loss, and where possible a net positive impact on biodiversity. The Biodiversity Policy should be based on the mitigation hierarchy, a planning and management approach for addressing impacts to biodiversity and ecosystem services through avoidance, minimization, restoration, and offsetting.

• A Human Rights Policy that articulates a commitment to human rights, consistent with the United Nations Guiding Principles on Business and Human Rights,[16] including a commitment to recognize and respect people's rights in accordance with customary, national, and international human rights laws, in particular those of indigenous peoples.

• An Equitable Benefit Sharing Policy that articulates the NAC's commitment for sharing benefits with local communities. A NAC must include in its license agreement with the licensor a provision requiring the licensor to comply with the applicable terms of the Equitable Benefit Sharing Policy.

The Exchange proposes that Equitable Benefit Sharing Policy must require an equitable benefit sharing arrangement for the distribution of shares of the NAC's common stock to local communities, which the Exchange states would be those who have direct ties to and derive livelihood or cultural values from the applicable area. As proposed, the NAC's common stock distribution would be required to be completed no later than the time of closing of the NAC's IPO and meet the following requirements at a minimum:

• If the NAC has entered into a license agreement with respect to public lands, shares representing at least 50% of the shares of the NAC's outstanding shares as of the closing of the IPO must be distributed to local communities.

• If the NAC has entered into a license agreement with respect to private lands, shares representing at least 5% of the shares of the NAC outstanding as of the closing of the IPO must be distributed to local communities.

Under the proposed changes to the Manual, the foregoing distributions of shares of common stock may be placed in a trust or equivalent structure, for the benefit of the intended beneficiaries. Any trust (or equivalent) holding shares of the NAC for this purpose must be under the majority control of trustees that are fully independent of both the NAC and, where applicable, the licensor, and/or be representative of the intended beneficiaries.

As proposed, the Equitable Benefit Sharing Policy must provide that the NAC will (a) deposit its cash and other financial assets in accounts with a bank custodian regulated by the U.S. Office of the Comptroller of the Currency (an ''Authorized Bank''); and (b) include in its license agreement a provision requiring the licensor to place any shares of the NAC it owns in the custody of an Authorized Bank and deposit the proceeds from any NAC share sales by the licensor and any distributions received from the NAC in accounts with an Authorized Bank, pending the distribution of such assets in a manner consistent with the NAC's Equitable Benefit Sharing Policy.

Under the proposed rule change, the NAC would be required to review the

[14] The Exchange states that it will be important for NACs in their offering materials and subsequent public disclosure documents to be clear in distinguishing the rights to the land ownership and geographic area from the rights to the ecological performance and to clearly specify, where appropriate, the limits of the NAC's rights as an owner or licensee. *See, NAC Proposal, supra note 3.*

[15] The Exchange states that the ESMS should be consistent with generally accepted international standards, such as the ''IFC Performance Standard 1: Assessment and Management of Environmental and Social Risks and Impacts.'' *See,* NAC Proposal, *supra* note 3.

[16] United Nations (2011). *Guiding Principles on Business and Human Rights: Implementing the United Nations ''Protect, Respect and Remedy'' Framework.* Available at: *https://www.ohchr.org/documents/publications/guidingprinciples businesshr_en.pdf. See, NAC Proposal, supra note 3.*

adequacy of the Equitable Benefit Sharing Policy at least annually and publish on its website a detailed description of its activities in accordance with such policy (the ''Annual EBS Report'') no later than 90 days after the end of each fiscal year.

As proposed, the Annual EBS Report would be required to be examined by an Independent Reviewer (the ''EBS Independent Reviewer'') and be accompanied by an examination level report (*i.e.,* reasonable assurance) regarding the NAC and, if applicable, the licensor, in accordance with the Equitable Benefits Sharing Policy during the applicable fiscal period, including a review of the accounts maintained by the NAC and the licensor at Authorized Banks, in accordance with the PCAOB or AICPA's attestation standards.

As proposed, the NAC's accordance with the requirements of its Equitable Benefits Sharing Policy would be required to be reviewed periodically either by (i) a committee consisting solely of directors who meet the independence requirements of Section 303A of the Manual or (ii) the NAC's independent directors acting as a group. Such committee or the independent directors, as the case may be, must meet for this purpose at least annually and such meeting must include an executive session in which management does not participate and a discussion with the EBS Independent Reviewer at which management must not be present.

Ecological Performance Report

Proposed Section 102.09 would provide that, prior to its initial listing, the NAC must make publicly available an EPR that has been prepared consistent with the Reporting Framework. The Reporting Framework (including instructions for the preparation of the EPR and templates for the EPR) would be posted on nyse.com. As proposed, NACs would conduct a Technical EP Study annually in accordance with Reporting Framework. The Technical EP Study would generate the information used to prepare and publish the EPR. Both the Technical EP Study and EPR would be required to be examined by an Independent Reviewer annually. The EPR would also be required to be accompanied by an examination level report (*i.e.,* reasonable assurance) prepared by such Independent Reviewer in accordance with the PCAOB or AICPA's attestation standards.

Quantitative and Corporate Governance Listing Rules

To qualify for listing as a NAC, an applicant issuer would be required to meet the quantitative listing requirements applicable to the listing of common equities of operating companies as set forth in Sections 102.01(A), (B), and (C) of the Manual. Proposed Section 102.09(G) would provide that listed NACs would be subject to all of the continued listing requirements that are applicable to operating companies listed under Sections 102 and 103 of the Manual.

Audit Committee

The Exchange proposes that a listed NAC would be subject to all of the corporate governance requirements set forth in Section 303A.00, including the requirement of Section 303A.06 (providing that a company must have an independent audit committee) and the provisions of Section 303A.07 (setting forth additional requirements for the audit committee). The Exchange proposes to amend Section 303A.07 to establish additional responsibilities specific to the audit committee of a NAC. As proposed, Section 303A.07 would require that (in addition to the requirements of Section 303A.07(b)), the NAC's audit committee charter must address the following:

- That the audit committee's purpose includes assisting board oversight of (1) the integrity of the NAC's EPR, (2) the qualifications and independence of the Independent Reviewer and (3) the performance of the Independent Reviewer.
- The audit committee of the NAC must:
- at least annually, obtain and review a report by the Independent Reviewer describing: the Independent Reviewer's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Reviewer, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Independent Reviewer, and any steps taken to deal with any such issues; and (to assess the Independent Reviewer's independence) all relationships between the Independent Reviewer and the NAC. After reviewing the foregoing report and the Independent Reviewer's work throughout the year, the audit committee would be in a position to evaluate the Independent Reviewer's qualifications, performance, and independence. This evaluation should include the review and evaluation of the lead partner of the Independent Reviewer. In making its evaluation, the audit committee should take into account the opinions of management and the NAC's internal auditors (or other personnel responsible for the internal audit function). In addition to assuring the regular rotation of the lead partner responsible for the EPR Review, the audit committee should further consider whether, in order to assure continuing independence of the Independent Reviewer, there should be regular rotation of the firm undertaking the EPR Review itself. The audit committee should present its conclusions with respect to the Independent Reviewer to the full board and meet to review and discuss the NAC's annual EPR. Meetings may be telephonic if permitted under applicable corporate law; polling of audit committee members, however, is not permitted in lieu of meetings.
- meet separately, periodically, with management and the Independent Reviewer to discuss the EPR and the conduct of the EPR Review. To perform its oversight functions most effectively, the audit committee must have the benefit of separate sessions with management and the Independent Reviewer. These separate sessions may be more productive than joint sessions in surfacing issues warranting committee attention.
- review with the Independent Reviewer any problems in the conduct of their review or difficulties and management's response. The audit committee must regularly review with the Independent Reviewer any difficulties the Independent Reviewer encountered in the course of its review, including any restrictions on the scope of the Independent Reviewer's activities or on access to requested information, and any significant disagreements with management.
- set clear hiring policies for employees or former employees of the Independent Reviewer. Employees or former employees of the Independent Reviewer may be valuable additions to the NAC's management. Such individuals' familiarity with the business, and personal rapport with the employees, may be attractive qualities when filling a key opening. However, the audit committee should set hiring policies taking into account the pressures that may exist for personnel of the Independent Reviewer consciously or subconsciously seeking a job with the NAC they review.
- report regularly to the board of directors with respect to the preparation of the EPR and the performance of the Independent Reviewer. The audit committee should review with the full board any issues that arise with respect to the quality or integrity of the EPR or

the performance and independence of the Independent Reviewer.

Material News

The Exchange proposes that a NAC would be required to immediately disclose, pursuant to the Exchange's immediate release policy set forth in Sections 202.05 and 202.06 of the Manual, any event (*e.g.,* a forest fire) that is anticipated to have a material adverse effect with respect to any of the criteria included in the EPR. As soon thereafter as possible, the NAC would be required to disclose in a Form 8–K or Form 6–K, as applicable, its estimates of the changes to the previously presented EPR of such event.

Periodic Publication of EPR and Occurrence of a Late EPR Delinquency

The Exchange proposes that, each year after initial listing, a NAC must publish on its public website an EPR that has been prepared consistent with the Reporting Framework. As proposed, the Technical EP Study and EPR must be examined by the Independent Reviewer. The EPR would be required to be accompanied by an examination level report prepared by such Independent Reviewer in accordance with the PCAOB or AICPA's attestation standards. The EPR would be required to cover the same fiscal periods as the audited financial statements included in the NAC's annual report on Form 10–K, Form 20–F, or Form 40–F, as applicable. As proposed, the NAC would be required to use its best efforts to publish its annual EPR no later than the filing of its annual report on Form 10–K, Form 20–F, or Form 40–F, as applicable. In the event that the annual EPR is not completed by the filing due date of the NAC's annual report on Form 10–K, Form 20–F, or Form 40–F, as applicable, such annual EPR is required to be published no later than 180 days after the end of the fiscal year to which such annual EPR relates (the ''NAC EPR Due Date'' and the failure of a listed NAC to timely publish its annual EPR, a ''NAC Late EPR Delinquency''). As proposed, in the event that the company is unable to file its Form 10–K, Form 20–F, or Form 40–F, as applicable, by the NAC EPR Due Date, the company should not delay the publication of its EPR, but rather should publish its EPR on or before that date.

The Exchange proposes that upon the occurrence of a NAC Late EPR Delinquency, the Exchange will promptly send written notification (the ''NAC Late EPR Delinquency Notification'') to an affected NAC of the procedures set forth below. As proposed, within five days of the date of the NAC Late EPR Delinquency Notification, the company will be required to (a) contact the Exchange to discuss the status of the delinquent annual EPR (the ''Delinquent NAC EPR'') and (b) issue a press release disclosing the occurrence of the NAC Late EPR Delinquency, the reason for the NAC Late EPR Delinquency, and, if known, the anticipated date such NAC Late EPR Delinquency will be cured via the publication of the Delinquent NAC EPR. If the company has not issued the required press release within five days of the date of the NAC Late EPR Delinquency Notification, the Exchange would issue a press release stating that the company has incurred a NAC Late EPR Delinquency and providing a description thereof.

NAC Non-Reliance Event

The Exchange proposes that, in the event that a NAC concludes that its previously issued EPR should no longer be relied upon because of an error in such EPR (a ''NAC Non-Reliance Event,'' and the disclosure of such NAC Non-Reliance Event, a ''NAC Non-Reliance Disclosure''), the NAC would be required to comply with the NAC Late EPR Delinquency Notification procedures set forth above. As proposed, if the NAC does not publish an amended EPR within 60 days of the issuance of the NAC Non-Reliance Disclosure (an ''Extended NAC Non-Reliance Disclosure Event'' and, together with a NAC Late EPR Delinquency, a ''NAC Reporting Delinquency'') for purposes of the cure periods described below a NAC Reporting Delinquency would be deemed to have occurred on the date of original issuance of the NAC Non-Reliance Disclosure. If the Exchange believes that a NAC is unlikely to publish the amended EPR within 60 days after a NAC Non-Reliance Disclosure or that the errors giving rise to such NAC Non-Reliance Disclosure are particularly severe in nature, the Exchange may, in its sole discretion, determine earlier than 60 days that the applicable NAC has incurred a NAC Publication Delinquency as a result of such NAC Non-Reliance Disclosure.

Cure Periods for NAC Publication Delinquencies

The Exchange proposes that, during the six-month period from the date of the NAC Publication Delinquency (the ''Initial NAC EPR Cure Period''), the Exchange will monitor the company and the status of the Delinquent NAC EPR, including through contact with the company, until the NAC Publication Delinquency is cured. If the company fails to cure the NAC Publication Delinquency within the Initial NAC EPR Cure Period, the Exchange may, in the Exchange's sole discretion, allow the company's securities to be traded for up to an additional six-month period (the ''Additional NAC EPR Cure Period'') depending on the company's specific circumstances. If the Exchange determines that an Additional NAC EPR Cure Period is not appropriate, suspension and delisting procedures will commence in accordance with the procedures set out in Section 804.00 of the Listed Company Manual. As proposed, a NAC will not be eligible to follow the procedures outlined in Sections 802.02 and 802.03 with respect to these criteria.

The Exchange proposes that, in determining whether an Additional NAC EPR Cure Period after the expiration of the Initial NAC EPR Cure Period is appropriate, the Exchange will consider the likelihood that the Delinquent NAC EPR can be published during the Additional NAC EPR Cure Period. The Exchange states that it strongly encourages companies to provide ongoing disclosure on the status of the Delinquent NAC EPR to the market through press releases and will also take the frequency and detail of such information into account in determining whether an Additional NAC EPR Cure Period is appropriate. As proposed, if the Exchange determines that an Additional NAC EPR Cure Period is appropriate, and the company fails to publish the Delinquent NAC EPR by the end of such Additional NAC EPR Cure Period, suspension and delisting procedures will commence immediately in accordance with the procedures set out in Section 804.00. In no event would the Exchange continue to trade a NAC's securities if that company has failed to cure its NAC EPR Delinquency on the date that is twelve months after the applicable NAC EPR Due Date.

Filing Delinquencies and NAC EPR Delinquencies Are Treated Separately

The Exchange proposes that, for purposes of Section 802.01E, NACs would also be subject to the provisions with respect to delinquencies in filing periodic reports as set forth in that rule (a ''Filing Delinquency''). The Exchange states that a Filing Delinquency is a separate event of noncompliance from a NAC Publication Delinquency. Consequently, and as proposed, a NAC could be deemed to have cured a Filing Delinquency while remaining noncompliant due to an ongoing NAC Publication Delinquency or vice versa.

Components and Form of the Statements

The Exchange proposes that the EPR published by NYSE-listed NACs will consists of three components: (1) Natural Production Section, (2) Natural Assets Section and (3) Underlying Asset Condition Section.

As proposed, the process for conducting a Technical EP Study and the requirements for preparing an EPR would be contained in the Reporting Framework. NACs would be required to conduct a Technical EP Study and prepare and publish an EPR that complies with the Reporting Framework, in each case on an annual basis.

B. Exchange Arguments

The Exchange believes that the proposed rule change is consistent with Section 6(b)(5) of the Act,[17] in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange states that the proposed listing standard for NACs is consistent with the protection of investors and the public interest because, among other things, it includes rigorous quantitative financial requirements and corporate governance requirements. Specifically, the Exchange states that the proposed listing standard requires NACs to meet the same quantitative initial and continued listing standards as are applied to operating companies listed on the NYSE and would be subject, without exception, to all of the other rules applicable to NYSE listed operating companies. The Exchange notes that there is significant and growing interest in investing in asset classes that are consistent with the objective of protecting and improving the environment and believes that the listing of NACs will provide investors with an investment vehicle that meets this demand. The Exchange also states that the development of NACs will provide a source of funding to maintain and restore natural assets.

The Exchange states that the charter provisions each NAC would be required to adopt under the proposed rule are also consistent with the protection of investors and the public interest because they are designed to ensure that the NAC conducts its operations in a manner consistent with the ecological and socially equitable goals that would motivate investors when investing in the NAC. Similarly, the Exchange states, the various policies that the NAC would be required to adopt and publicize (including an Environmental and Social Policy, a Biodiversity Policy, a Human Rights Policy, and an Equitable Benefits Sharing Policy) would protect investors by establishing clear standards that the NAC must abide by in seeking to address its stated ecological and social goals.

In addition, the Exchange believes that the examination conducted by the Independent Reviewer with respect to the initial and periodic EPR published by each NAC are consistent with investor protection and the public interest because they are designed to ensure that such EPR is prepared in a manner that is consistent with the requirements of the Reporting Framework. The Exchange further states that, this examination of each NAC's EPR will protect investors by providing significant assurance as to the reliability of that EPR. The proposal would also amend Section 802.01E of the Manual to create non-compliance and delisting procedures for NACs that fail to timely publish their EPR. The Exchange further argues that the proposed requirements for the audit committee of the NAC to oversee the preparation of the EPR and the performance of the Independent Reviewer are consistent with the protection of investors as they will help assure the accuracy and completeness of the EPR and the quality of the Independent Reviewer's review. The Exchange also notes that, as is the case with all listed companies, NACs would be required to immediately disclose pursuant to the Exchange's immediate release policy set forth in Sections 202.05 and 202.06 of the Manual any material event, including any event that is anticipated to have a material adverse effect with respect to any of the criteria included in the EPR (*e.g.,* a forest fire). The Exchange believes that it is therefore in the interests of investors to have a rigorous rule to address delinquencies with respect to disclosures and to require immediate disclosure of material events.

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act because a listing under the proposed rule would be available in a non-discriminatory way to any company satisfying its requirements, as well as all other applicable NYSE listing requirements. In addition, the Exchange believes it faces competition for listings and any competing exchange could similarly adopt rules to allow the listing of NACs.

C. Comment Letters Received on the Proposal

The Commission has received comment letters that support the proposal, comment letters that suggest changes to the proposal, and comment letters that oppose the proposal.

III. Proceedings To Determine Whether To Approve or Disapprove SR–NYSE–2023–09 and Grounds for Disapproval Under Consideration

The Commission is instituting proceedings pursuant to section 19(b)(2)(B) of the Act[18] to determine whether the proposed rule change should be approved or disapproved. Institution of such proceedings is appropriate at this time in view of the issues raised by the proposed rule change. Institution of proceedings does not indicate that the Commission has reached any conclusions with respect to any of the issues involved. Rather, as described below, the Commission seeks and encourages interested persons to provide additional comment on the proposed rule change to inform the Commission's analysis of whether to approve or disapprove the proposed rule change.

Pursuant to section 19(b)(2)(B) of the Act,[19] the Commission is providing notice of the grounds for disapproval under consideration. As described above, The Exchange proposes to adopt a new subsection of Section 102 of the Manual (to be designated Section 102.09) to permit the listing of common equity securities of NACs. As stated above, the Commission has received comment letters that support the proposal, comment letters that suggest changes to the proposal, and comment letters that oppose the proposal.

The Commission is instituting proceedings to allow for additional analysis of, and input from commenters with respect to, the consistency of the proposal with section 6(b)(5) of the Act,[20] which requires that the rules of a national securities exchange be designed, among other things, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove

[17] 15 U.S.C. 78f(b)(5).

[18] 15 U.S.C. 78s(b)(2)(B).

[19] *Id.*

[20] 15 U.S.C. 78f(b)(5).

impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest, and not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers, or to regulate by virtue of any authority conferred by the Act matters not related to the purposes of the Act or the administration of the exchange; and section 6(b)(8) of the Act,[21] which requires that the rules of a national securities exchange not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Under the Commission's Rules of Practice, the ''burden to demonstrate that a proposed rule change is consistent with the Exchange Act and the rules and regulations issued thereunder . . . is on the self-regulatory organization ['SRO'] that proposed the rule change.'' [22] The description of a proposed rule change, its purpose and operation, its effect, and a legal analysis of its consistency with applicable requirements must all be sufficiently detailed and specific to support an affirmative Commission finding, and any failure of an SRO to provide this information may result in the Commission not having a sufficient basis to make an affirmative finding that a proposed rule change is consistent with the Exchange Act and the applicable rules and regulations.[23]

The Commission requests comment on all aspects of the proposal, and its consistency with applicable statutory requirements, including those discussed above. Based broadly on concerns raised by commenters the Commission also requests comment regarding, but not limited to, the following:

- the use of the Reporting Framework and its relationship to the UN SEEA EA model, British Standard recommendations, and other sources referenced for the underlying EPR data;
- the relationship between NYSE and IEG in general, including but not limited to the responsibilities of each under the proposal; how modifications of the Reporting Framework would be addressed; issues regarding independence, oversight, and potential conflicts of interest as between the entities and as among the audit committee or any auditors, experts, or advisory entities under the proposal; and the availability of books and records;
- the licensing arrangement for NACs as proposed and the sufficiency of the proposal regarding such licensing or other legal arrangements that a NAC would be permitted to enter into;
- the impact of the proposal on intermarket competition, including the exclusive agreement between IEG and NYSE;
- whether the proposed additional listing requirements for NACs and their implementation and application, including use of terminology, applicable thresholds, use of funds, and substantive obligations, are described with sufficient detail and clarity so as to provide investors with the information necessary to understand the relationship between such additional NAC requirements and the NAC's GAAP financials;
- the proposed use of the financial statements and metrics in the EPR as compared to a NAC's GAAP financial statements;
- as related to the Commission's non-GAAP rules, the proposed use of GAAP terms and concepts in connection with the Reporting Framework, EPR, the Technical EP Study, and other related NAC materials, and the extent, if any, to which the relationship between a NAC's GAAP financial statements and reporting requirements and the EPR and related materials could potentially result in overlap or double counting, confusion, or lack of clarity, as well as the application of the materiality standard; and,
- the suitability, clarity, and level of guidance of criteria for the Reporting Framework and other NAC materials, and implementation of the same, as well as the other requirements applicable to NACs, for audit purposes and attestation, including the scope of any attestation engagement and the roles of the relevant parties; and,
- the ability of a NAC to list on the Exchange pursuant to either an initial public offering or a direct listing.

IV. Procedure: Request for Written Comments

The Commission requests that interested persons provide written submissions of their views, data, and arguments with respect to the issues identified above, as well as any other concerns they may have with the proposal. In particular, the Commission invites the written views of interested persons concerning whether the proposal is consistent with sections 6(b)(5) [24] and 6(b)(8) [25] of the Act or any other provision of the Act, or the rules and regulations thereunder. Although there do not appear to be any issues relevant to approval or disapproval that would be facilitated by an oral presentation of views, data, and arguments, the Commission will consider, pursuant to Rule 19b–4 under the Act,[26] any request for an opportunity to make an oral presentation.[27]

Interested persons are invited to submit written data, views, and arguments regarding whether the proposed rule change should be approved or disapproved by January 18, 2024. Any person who wishes to file a rebuttal to any other person's submission must file that rebuttal by February 1, 2024.

Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–NYSE–2023–09 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090.

All submissions should refer to file number SR–NYSE–2023–09. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public

[21] 15 U.S.C. 78f(b)(8).

[22] Rule 700(b)(3), Commission Rules of Practice, 17 CFR 201.700(b)(3).

[23] *See id.*

[24] 15 U.S.C. 78f(b)(5).

[25] 15 U.S.C. 78f(b)(8).

[26] 17 CFR 240.19b–4.

[27] Section 19(b)(2) of the Act, as amended by the Securities Acts Amendments of 1975, Public Law 94–29 (June 4, 1975), grants the Commission flexibility to determine what type of proceeding—either oral or notice and opportunity for written comments—is appropriate for consideration of a particular proposal by a self-regulatory organization. *See* Securities Acts Amendments of 1975, Senate Comm. on Banking, Housing & Urban Affairs, S. Rep. No. 75, 94th Cong., 1st Sess. 30 (1975).

Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection.

All submissions should refer to file number SR–NYSE–2023–09 and should be submitted on or before January 18, 2024. Rebuttal comments should be submitted by February 1, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[28]

Christina Z. Milnor,

Assistant Secretary.

[FR Doc. 2023–28611 Filed 12–27–23; 8:45 am]

BILLING CODE 8011–01–P

[28] 17 CFR 200.30–3(a)(57).

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 35080; File No. 812–15513]

MainStay MacKay Municipal Income Opportunities Fund and New York Life Investment Management LLC

AGENCY: Securities and Exchange Commission (''Commission'' or ''SEC'').

ACTION: Notice.

Notice of an application under section 6(c) of the Investment Company Act of 1940 (the ''Act'') for an exemption from sections 18(a)(2), 18(c) and 18(i) of the Act, under sections 6(c) and 23(c) of the Act for an exemption from rule 23c–3 under the Act, and for an order pursuant to section 17(d) of the Act and rule 17d–1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain registered closed-end investment companies to issue multiple classes of shares and to impose asset-based distribution and/or service fees and early withdrawal charges.

APPLICANTS: MainStay MacKay Municipal Income Opportunities Fund and New York Life Investment Management LLC.

FILING DATES: The application was filed on October 11, 2023, and amended on December 14, 2023.

HEARING OR NOTIFICATION OF HEARING: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the SEC's Secretary at *Secretarys-Office@sec.gov* and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on January 16, 2024, and should be accompanied by proof of service on the Applicants, in the form of an affidavit, or, for lawyers, a certificate of service. Pursuant to rule 0–5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission's Secretary.

ADDRESSES: The Commission: *Secretarys-Office@sec.gov.* Applicants: J. Kevin Gao, Esq., New York Life Investment Management LLC, 51 Madison Avenue, New York, New York 10010; with a copy to Thomas C. Bogle, Esq., and Corey F. Rose, Esq., 1900 K. Street NW, Washington, DC 20006.

FOR FURTHER INFORMATION CONTACT: Trace W. Rakestraw, Senior Special Counsel, at (202) 551–6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For Applicants' representations, legal analysis, and conditions, please refer to Applicants' application, dated December 14, 2023, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field on the SEC's EDGAR system.

The SEC's EDGAR system may be searched at *https://www.sec.gov/edgar/searchedgar/legacy/companysearch.html.* You may also call the SEC's Public Reference Room at (202) 551–8090.

For the Commission, by the Division of Investment Management, under delegated authority.

Dated: December 22, 2023.

Christina Z. Milnor,

Assistant Secretary.

[FR Doc. 2023–28671 Filed 12–27–23; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–99226; File No. SR–MSRB–2023–07]

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing of a Proposed Rule Change To Amend MSRB Rule G–12 To Promote the Completion of Allocations, Confirmations, and Affirmations by the End of Trade Date

December 21, 2023.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'' or ''Exchange Act'')[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on December 20, 2023, the Municipal Securities Rulemaking Board (''MSRB'' or ''Board'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the MSRB. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The MSRB filed with the Commission a proposed rule change to amend MSRB Rule G–12 (''Rule G–12''), on uniform practice, to promote the completion of allocations, confirmations, and affirmations by the end of trade date for municipal securities transactions between brokers, dealers and municipal securities dealers and their institutional customers to facilitate the move to a settlement cycle of one business day (the ''proposed rule change'').

The MSRB requests that the proposed rule change be approved with a compliance date of May 28, 2024, to align with the compliance date for amended Exchange Act Rule 15c6–1 and new Exchange Act Rule 15c6–2, as described herein.[3]

The text of the proposed rule change is available on the MSRB's website at *https://msrb.org/2023-SEC-Filings,* at the MSRB's principal office, and at the Commission's Public Reference Room.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Exchange Act Release No. 96930 (Feb. 15, 2023), 88 FR 13872 at 13918 (Mar. 6, 2023) (File No. S7–05–22) (the ''Commission T+1 Adopting Release''). If the Commission's compliance date were to change, the MSRB would issue a regulatory notice to modify the compliance date for the proposed rule change to remain aligned with the Commission's revised compliance date.