

**A RESOLUTION OF THE CHAIRPERSON AND BOARD OF TRUSTEES
OF THE VILLAGE OF WATERLOO, NEBRASKA APPOINTING A
SUCCESSOR REGISTRAR AND PAYING AGENT WITH RESPECT TO
CERTAIN OUTSTANDING BONDS OF THE VILLAGE**

WHEREAS, pursuant to separate ordinances (collectively, the “**Bond Ordinances**”) previously adopted by the Chairperson and Board of Trustees (the “**Board**”) of the Village of Waterloo, Nebraska (the “**Village**”), the Village authorized the issuance of its (a) Highway Allocation Fund Pledge Refunding Bonds, Series 2019, dated December 16, 2019, in the original aggregate principal amount of \$880,000, and (b) Highway Allocation Fund Pledge Bonds, Series 2020, dated February 18, 2020, in the original aggregate principal amount of \$540,000 (collectively, the “**Bonds**”); and

WHEREAS, the Bond Ordinances designated the Village Treasurer, in Waterloo, Nebraska, as registrar and paying agent (the “**Village Treasurer**”) with respect to each series of the Bonds; and

WHEREAS, the Bond Ordinances further provide that the Village may remove the Village Treasurer upon 30 days’ notice (which notice the Village Treasurer hereby waives) and upon the appointment of a successor Registrar.

**NOW, THEREFORE, BE IT RESOLVED BY THE CHAIRPERSON AND BOARD
OF TRUSTEES OF THE VILLAGE OF WATERLOO, NEBRASKA AS FOLLOWS:**

Section 1. The Board hereby finds and determines that it is in the best interest of the Village to remove the Village Treasurer as Registrar with respect to each series of the Bonds and to appoint UMB Bank, NA, in West Des Moines, Iowa, as successor Registrar.

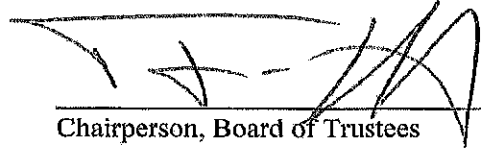
Section 2. As soon as practicable, the Chairperson or Village Clerk is directed to provide a true copy of this resolution to the Village Treasurer to ensure that it delivers all cash and Bonds in its possession, as well as the bond register, to the successor Registrar named herein.

Section 3. UMB Bank, NA, in West Des Moines, Iowa, is hereby appointed as successor Registrar with respect to the Bonds. The Registrar shall serve in such capacities and under the respective terms of each of the Bond Ordinances and pursuant to separate agreements for each series of Bonds, each to be entitled “**Registrar and Paying Agent Agreement**” between the Village and the Registrar. The Chairperson or the Village Clerk is hereby authorized to execute said agreements with such changes as he or she shall deem appropriate or necessary.

Section 4. The Village Clerk is hereby directed to file a copy of this Resolution with the successor Registrar.

Section 5. This Resolution shall be in full force and take effect from and after its passage as provided by law.

DATED June 14, 2022.



Chairperson, Board of Trustees

Attest:



Village Clerk

(Signature Page to The Village of Waterloo, Nebraska Resolution Appointing Successor Registrar and Paying Agent)