

UMB BANK, N.A.
CERTIFICATE AS TO RECEIPT OF DOCUMENTS, INCUMBENCY AND
AUTHENTICATION OF SERIES 2019 BONDS

UMB Bank, N.A., as Trustee, Bond Registrar and Paying Agent (the “**Trustee**”), for the Town of Hempstead Local Development Corporation’s (the “**Issuer**”) \$2,470,000 Tax-Exempt Revenue Refunding Bonds, Series 2019A-1 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019A-1 Bonds**”), \$11,170,000 Tax-Exempt Revenue Refunding Bonds, Series 2019A-2 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019A-2 Bonds**”) and \$900,000 Taxable Revenue Refunding Bonds, Series 2019B (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019B Bonds**”, and together with the Series 2019A-1 Bonds and the Series 2019A-2 Bonds, the “**Series 2019 Bonds**”) pursuant to the terms and conditions of an Indenture of Trust, dated as of August 1, 2019 (the “**Indenture**”), between the Issuer and the undersigned (capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Indenture), HEREBY CERTIFIES as follows:

1. The Indenture was executed and delivered in the name and on behalf of the undersigned, as Trustee, by one of its duly authorized officers.
2. It has received the documents required by Section 2.08 of the Indenture to be received by it as conditions precedent to the delivery of the Series 2019 Bonds.
3. It has received each of the Series 2019 Bonds and upon the order of the Issuer has authenticated the Series 2019 Bonds by manually executing on each of the Series 2019 Bonds a certificate in the following form:

“TRUSTEE’S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Series 2019 Bonds described in the within mentioned Indenture.

UMB BANK, N.A.

Dated: August 8, 2019

By: _____
Authorized Officer”

4. The authentication certificate, together with the Trustee Documents, were executed and delivered by Laura Roberson, a duly elected, appointed or authorized officer or authorized signatory, qualified and acting as an officer or authorized signatory of the Trustee and duly authorized to perform such acts at the respective times of such acts and her signature appearing on such documents is her genuine signature and set forth below opposite her name is a correct specimen of her signature.

Name

Signature

Laura Roberson

A handwritten signature in black ink, appearing to read "Laura Roberson", written over a horizontal line. The signature is cursive and stylized.

5. Said officer was at the time of authentication of the Series 2019 Bonds and still is a duly elected, appointed and qualified Senior Vice President of the Trustee, duly authorized to perform the act above mentioned.

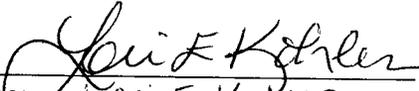
6. Attached hereto as Exhibit A is a true and correct copy of the Extract of the By-Laws of the Trustee as certified by the Assistant Secretary of the Trustee which is in full force and effect and has not been modified or amended as of the date hereof.

7. It has examined the forms of the Series 2019 Bonds authenticated and delivered by it and found the same to be substantially in the form prescribed by the Indenture.

(Remainder of Page Intentionally Left Blank – Signature Page Follows)

IN WITNESS WHEREOF, UMB Bank, N.A., as Trustee as aforesaid, has caused this certificate to be executed this 8th day of August, 2019.

UMB BANK, N.A., AS TRUSTEE

By : 
Name: Lori E. Kohler
Title: vice president

[SIGNATURE PAGE TO CERTIFICATE AS TO RECEIPT OF DOCUMENTS,
INCUMBENCY AND AUTHENTICATION OF SERIES 2019 BONDS]

EXHIBIT A

Extract from By-Laws of the Trustee

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Extract from By-Laws of the Trustee

**UMB BANK, NATIONAL ASSOCIATION
CERTIFIED COPY OF RESOLUTIONS CONCERNING
SIGNATURE AUTHORITY IN CORPORATE TRUST AND ESCROW SERVICES**

The undersigned, Assistant Secretary of UMB Bank, a national banking association organized under the laws of the United States of America, certifies that the following is a true copy of resolutions, conferring authority to sign instruments in the name and on behalf of the Bank in any of its fiduciary capacities or otherwise in the operation of this Corporate Trust and Escrow Services Department, which were duly adopted by the Board of Directors of said Bank at a meeting held on January 28, 2015 and that said resolutions have not been altered, amended, or revoked, and are still in full force and effect:

Definition of Corporate Trust and Escrow Services

RESOLVED, that for the purposes of the following resolutions the term "Corporate Trust" shall include all offices in the Corporate Trust and Escrow Services Department performing fiduciary activities in UMB Bank, n.a. (the "Bank");

**Deeds, Mortgages, Deeds of Trust, Indentures,
Assignments, Powers of Attorney and Other Contracts**

RESOLVED FURTHER, that the Chairman, the President, and any Vice President, including any Executive or Senior Vice President, in Corporate Trust be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of this Bank, any deeds, mortgages, deeds of trust, leases, trust indentures, assignments transferring title to real or personal property, powers of attorney and other contracts of any kind deemed necessary, advisable or appropriate in the operation of Corporate Trust;

**Proxies, Endorsement of Stock Certificates and Bonds,
Stock and Bond Powers and Other Instruments**

RESOLVED FURTHER, that any officer, relationship manager or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of this Bank, any proxies, general or special, and to endorse, in the name and on behalf of this Bank, any stock certificates, registered bonds, stock or bond powers, or other instruments supporting the sale or transfer of any securities of any kind or character;

Court Applications

RESOLVED FURTHER, that any officer of Corporate Trust be, and hereby is, authorized and empowered to sign and verify, in the name and on behalf of this Bank, any petition or other application to any court for instructions or other relief and any pleadings in any matter to which this Bank, in the operation of Corporate Trust, may be a party;

**Countersigning and Authenticating Bonds,
Stock Certificates and Other Instruments**

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and hereby is, authorized and empowered to record, countersign and authenticate as transfer agent and to authenticate as registrar any certificates for stock of corporations for which this Bank is designated as

transfer agent or registrar; to register and/or to authenticate any and all bonds, debentures, notes or other evidences of indebtedness issued under and pursuant to any indenture under which this Bank is acting as trustee or agent or in other fiduciary capacity, or issued without any such indenture in connection with a transaction in which this Bank is acting as trustee, transfer agent, registrar and/or other agent or fiduciary;

Certifications and Signature Guaranties

RESOLVED FURTHER, that any Vice President of the Bank and any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized in the name and on behalf of this Bank to sign any signature guaranty or other certification, including agreements to indemnify others against action taken in reliance on certifications of other officers of Corporate Trust, which may be necessary or appropriate in the operation of Corporate Trust;

Receipts

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered in the name and on behalf of this Bank, to sign any receipt for cash, securities, other property or documents which shall be delivered to the Corporate Trust;

Checks and Drafts

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered to sign, in the name and on behalf of this Bank, checks and drafts drawn in the course of the business of Corporate Trust on accounts in this Bank or in any other depository;

Facsimile Signatures

RESOLVED FURTHER, that the use of facsimile signatures of officers of Corporate Trust, in connection with the operation of Corporate Trust, be and hereby is, authorized;

Relationship Manager

RESOLVED FURTHER, that the term "relationship manager" as used herein includes employees designated as corporate trust relationship managers;

Attestation of Trust Instruments and Affixing Corporate Seal

RESOLVED FURTHER, that Doug Hare, as Assistant Secretary and the persons whose names appear in the attached Exhibit A entitled "Assistant Secretaries of UMB Bank, n.a.," each as Assistant Secretary of this Bank or any other Assistant Secretary of the Bank as may be appointed by the board of directors from time to time, be, and each of them hereby is, authorized and empowered to affix and attest the affixing of the corporate seal of this Bank to any instrument requiring such attestation which has been executed in accordance with the general authority hereinabove conferred;

General Provisions

RESOLVED FURTHER, that those officers and employees whose names and titles appear in the attached

Exhibit B entitled "Officers and Employees of UMB Corporate Trust and Escrow Services Department" are authorized to execute any instrument requiring such execution in accordance with the general authority hereinabove conferred;

RESOLVED FURTHER, that the officers and employees hereinabove named or described be, and each of them hereby is, authorized and empowered to do and perform such other and further acts in the premises as may be deemed necessary, advisable or appropriate to carry out the objects and purposes of these resolutions;

RESOLVED FURTHER, that any action taken or done by such officers and employees, and each of them pursuant to the power and authority conferred by these resolutions be, and hereby is, ratified, confirmed and approved;

RESOLVED FURTHER, that these resolutions shall not be deemed or construed to limit in any way the power and authority otherwise conferred upon the officers and employees, hereinabove named or described, by law, by the bylaws of this Bank, or by virtue of their respective offices; it being the purpose of these resolutions to confirm and clarify the existence of all of the powers and authority herein expressly conferred.

Dated this 3rd day of January, 2019


Assistant Secretary

[SEAL]

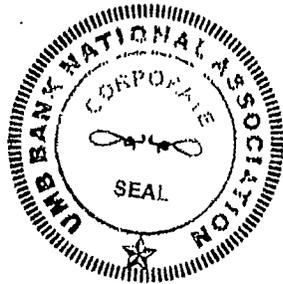


EXHIBIT A
Assistant Secretaries of UMB Bank, n a.

Angotti, Elizabeth E.
Battas, Sandra L.
Black, Brenda
Buckius, Kenneth
Butler, Dillon
Carlson, Katie
Childs, Kenneth
Cottle, Heather
Cowen, Mauri
Daley, Damien
Dengler, Rebecca A.
Dixon, Tamara L.
Donofrio, Teresa
Duarte, Tremaine
Fernandez, Jonathan
Finklea, Steven
Flores, Shazia
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Givens, Kyrsten
Gunning, Casey
Gwin, Victoria
Hansen, Anne-Marie
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Hoffman, Kenneth
Hounsel, Brad
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Kohler, Lori E.
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Lambert, Janet M.
Lugo, Israel
Lutz, Leigh
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Peters, Patricia M.
Prives, Nancy
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Schmidt, Dee Anna
Schwartz, Jacque
Shaw, Glenn
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Stevens, Necia
Viator, David
Wahl, John

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Wallace, Carla
Wallace, Madelyn
Wiegand, Torri
Wieggers, Julia
Wuestling, Faith
Zamora, Julius

EXHIBIT B
OFFICERS AND EMPLOYEES OF UMB CORPORATE TRUST
DIVISION

NAME	TITLE
Angotti, Elizabeth E.	Assistant Vice President
Battas, Sandra L.	Vice President
Beeman, Kathy J.	Senior Vice President
Black, Brenda	Senior Vice President
Brown, Dain W.	Senior Vice President
Buckius, Kenneth B.	Senior Vice President
Butler, Dillon	Vice-President
Carlson, Katie	Vice-President
Childs, Kenneth	Vice President
Cook, Timothy	Senior Vice President
Cottle, Heather	Assistant Vice President
Cowen, Mauri	Senior Vice President
Daley, Damien	Vice President
Dengler, Rebecca A.	Vice President
Dixon, Tamara L.	Vice President
Donofrio, Teresa	Vice President
Duarte, Tremaine B.	Trust Officer
Dunn, Bob	Senior Vice President
Fernandez, Jonathan	Assistant Vice President
Finklea, Steven	Senior Vice President
Flannagan, Mark B.	Executive Vice President
Flores, Shazia	Vice President
Gaytan, Jose	Vice President
Gendler, Gordon	Senior Vice President
Giamalakis, Megan	Vice President
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Gleason, Lorna	Senior Vice President
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Hawkins, Anthony P.	Vice President
Heer, Mark	Senior Vice President
Hoffman, Kenneth	Vice President
Hounsel, Brad	Vice President
Housum, Virginia Anne	Senior Vice President
Kennelly, Johanna	Vice-President
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Krippner, Brian P.	Senior Vice President
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Lambert, Janet M.	Vice President
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Mogelnicki, Nancy	Vice President
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Novosak, Richard F.	Vice President
Palan, Madeline	Vice-President
Peters, Patricia M.	Vice President
Prives, Nancy	Vice-President
Puleo, Karie A.	Vice President
Roberson, Laura S.	Senior Vice President
Rosevear, Scott	Senior Vice President
Schmidt, Dee Anna	Vice President
Schwartz, Jacque	Vice President
Shaw, Glenn	Vice President
Slade, Michael G.	Senior Vice President
Stevens, Lara L.	Vice-President
Stevens, Necia	Senior Vice-President
Viator, David	Vice-President
Wahl, John	Vice-President
Wallace, Carla	Vice-President
Wallace, Madelyn	Vice-President
Wiegand, Torri	Trust Officer
Wiegers, Julia	Vice President
Wilkinson, Gavin	Senior Vice President
Wuestling, Faith	Trust Officer
Zamora, Julius	Vice-President

**UMB BANK, NATIONAL ASSOCIATION
CERTIFIED COPY OF RESOLUTIONS CONCERNING
SIGNATURE AUTHORITY IN CORPORATE TRUST AND ESCROW SERVICES**

The undersigned, Assistant Secretary of UMB Bank, a national banking association organized under the laws of the United States of America, certifies that the following is a true copy of resolutions, conferring authority to sign instruments in the name and on behalf of the Bank in any of its fiduciary capacities or otherwise in the operation of this Corporate Trust and Escrow Services Department, which were duly adopted by the Board of Directors of said Bank at a meeting held on January 28, 2015 and that said resolutions have not been altered, amended, or revoked, and are still in full force and effect:

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Court Applications

RESOLVED FURTHER, that any officer of Corporate Trust be, and hereby is, authorized and empowered to sign and verify, in the name and on behalf of this Bank, any petition or other application to any court for instructions or other relief and any pleadings in any matter to which this Bank, in the operation of Corporate Trust, may be a party;

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transfer agent or registrar; to register and/or to authenticate any and all bonds, debentures, notes or other evidences of indebtedness issued under and pursuant to any indenture under which this Bank is acting as trustee or agent or in other fiduciary capacity, or issued without any such indenture in connection with a transaction in which this Bank is acting as trustee, transfer agent, registrar and/or other agent or fiduciary;

Certifications and Signature Guaranties

RESOLVED FURTHER, that any Vice President of the Bank and any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized in the name and on behalf of this Bank to sign any signature guaranty or other certification, including agreements to indemnify others against action taken in reliance on certifications of other officers of Corporate Trust, which may be necessary or appropriate in the operation of Corporate Trust;

Receipts

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RESOLVED FURTHER, that any action taken or done by such officers and employees, and each of them pursuant to the power and authority conferred by these resolutions be, and hereby is, ratified, confirmed and approved;

RESOLVED FURTHER, that these resolutions shall not be deemed or construed to limit in any way the power and authority otherwise conferred upon the officers and employees, hereinabove named or described, by law, by the bylaws of this Bank, or by virtue of their respective offices; it being the purpose of these resolutions to confirm and clarify the existence of all of the powers and authority herein expressly conferred.

Dated this 3rd day of January, 2019


Assistant Secretary

[SEAL]

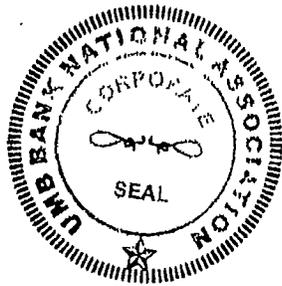


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Stevens, Necia	Senior Vice-President
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Certifications and Signature Guaranties

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Relationship Manager

RESOLVED FURTHER, that the term "relationship manager" as used herein includes employees designated as corporate trust relationship managers;

Attestation of Trust Instruments and Affixing Corporate Seal

RESOLVED FURTHER, that Doug Hare, as Assistant Secretary and the persons whose names appear in the attached Exhibit A entitled "Assistant Secretaries of UMB Bank, n.a.," each as Assistant Secretary of this Bank or any other Assistant Secretary of the Bank as may be appointed by the board of directors from time to time, be, and each of them hereby is, authorized and empowered to affix and attest the affixing of the corporate seal of this Bank to any instrument requiring such attestation which has been executed in accordance with the general authority hereinabove conferred;

General Provisions

RESOLVED FURTHER, that those officers and employees whose names and titles appear in the attached

Exhibit B entitled "Officers and Employees of UMB Corporate Trust and Escrow Services Department" are authorized to execute any instrument requiring such execution in accordance with the general authority hereinabove conferred;

RESOLVED FURTHER, that the officers and employees hereinabove named or described be, and each of them hereby is, authorized and empowered to do and perform such other and further acts in the premises as may be deemed necessary, advisable or appropriate to carry out the objects and purposes of these resolutions;

RESOLVED FURTHER, that any action taken or done by such officers and employees, and each of them pursuant to the power and authority conferred by these resolutions be, and hereby is, ratified, confirmed and approved;

RESOLVED FURTHER, that these resolutions shall not be deemed or construed to limit in any way the power and authority otherwise conferred upon the officers and employees, hereinabove named or described, by law, by the bylaws of this Bank, or by virtue of their respective offices; it being the purpose of these resolutions to confirm and clarify the existence of all of the powers and authority herein expressly conferred.

Dated this 3rd day of January, 2019


Assistant Secretary

[SEAL]

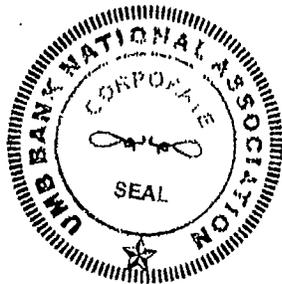


EXHIBIT A
Assistant Secretaries of UMB Bank, n.a

Angotti, Elizabeth E.
Battas, Sandra L.
Black, Brenda
Buckius, Kenneth
Butler, Dillon
Carlson, Katie
Childs, Kenneth
Cottle, Heather
Cowen, Mauri
Daley, Damien
Dengler, Rebecca A.
Dixon, Tamara L.
Donofrio, Teresa
Duarte, Tremaine
Fernandez, Jonathan
Finklea, Steven
Flores, Shazia
Gaytan, Jose
Giamalakis, Megan
Givens, Kyrsten
Gunning, Casey
Gwin, Victoria
Hansen, Anne-Marie
Hare, Douglas G.
Hawkins, Anthony P.
Hoffman, Kenneth
Housel, Brad
Kennelly, Johanna
Kohler, Lori E.
Krull, Linda, M.
Lambert, Janet M.
Lugo, Israel
Lutz, Leigh
Madsen, DeAnn
Massa, David
Mathews, K. Scott
McConnell, Jason E.
McCoy, Tiffany
Molen, M. Lane
Mogelnicki, Nancy
Novosak, Richard F.
Peters, Patricia M.
Prives, Nancy
Puleo, Karie A.
Schmidt, Dee Anna
Schwartz, Jacque
Shaw, Glenn
Stevens, Lara L.
Stevens, Necia
Viator, David
Wahl, John

EXHIBIT A
Assistant Secretaries of UMB Bank, n.a.

Wallace, Carla
Wallace, Madelyn
Wiegand, Torri
Wiegers, Julia
Wuestling, Faith
Zamora, Julius

EXHIBIT B
OFFICERS AND EMPLOYEES OF UMB CORPORATE TRUST
DIVISION

NAME	TITLE
Angotti, Elizabeth E.	Assistant Vice President
Battas, Sandra L.	Vice President
Beeman, Kathy J.	Senior Vice President
Black, Brenda	Senior Vice President
Brown, Dain W.	Senior Vice President
Buckius, Kenneth B.	Senior Vice President
Butler, Dillon	Vice-President
Carlson, Katie	Vice-President
Childs, Kenneth	Vice President
Cook, Timothy	Senior Vice President
Cottle, Heather	Assistant Vice President
Cowen, Mauri	Senior Vice President
Daley, Damien	Vice President
Dengler, Rebecca A.	Vice President
Dixon, Tamara L.	Vice President
Donofrio, Teresa	Vice President
Duarte, Tremaine B.	Trust Officer
Dunn, Bob	Senior Vice President
Fernandez, Jonathan	Assistant Vice President
Finklea, Steven	Senior Vice President
Flannagan, Mark B.	Executive Vice President
Flores, Shazia	Vice President
Gaytan, Jose	Vice President
Gendler, Gordon	Senior Vice President
Giamalakis, Megan	Vice President
Givens, Kyrsten	Trust Officer
Gleason, Charles	Senior Vice President
Gleason, Lorna	Senior Vice President
Gunning, Casey	Senior Vice President
Gwin, Victoria	Vice-President
Hansen, Anne-Marie	Vice President
Hare, Douglas G.	Senior Vice President
Hawkins, Anthony P.	Vice President
Heer, Mark	Senior Vice President
Hoffman, Kenneth	Vice President
Honsel, Brad	Vice President
Housum, Virginia Anne	Senior Vice President
Kennelly, Johanna	Vice-President
Kohler, Lori E.	Vice President
Krippner, Brian P.	Senior Vice President
Krull, Linda M.	Vice President
Lambert, Janet M.	Vice President
Lugo, Israel	Vice President
Lutz, Leigh	Senior Vice President
Madsen, DeAnn	Vice-President
Massa, David	Senior Vice-President
Mathews, K. Scott	Vice President

EXHIBIT B
OFFICERS AND EMPLOYEES OF UMB CORPORATE TRUST
DIVISION

McConnell, Jason E.	Vice President
McCoy, Tiffany	Assistant Vice President
Molen, M. Lane	Vice President
Mogelnicki, Nancy	Vice President
Morgan, Eric	Senior Vice President
Novosak, Richard F.	Vice President
Palan, Madeline	Vice-President
Peters, Patricia M.	Vice President
Prives, Nancy	Vice-President
Puleo, Karie A.	Vice President
Roberson, Laura S.	Senior Vice President
Rosevear, Scott	Senior Vice President
Schmidt, Dee Anna	Vice President
Schwartz, Jacque	Vice President
Shaw, Glenn	Vice President
Slade, Michael G.	Senior Vice President
Stevens, Lara L.	Vice-President
Stevens, Necia	Senior Vice-President
Viator, David	Vice-President
Wahl, John	Vice-President
Wallace, Carla	Vice-President
Wallace, Madelyn	Vice-President
Wiegand, Torri	Trust Officer
Wiegers, Julia	Vice President
Wilkinson, Gavin	Senior Vice President
Wuestling, Faith	Trust Officer
Zamora, Julius	Vice-President

**UMB BANK, NATIONAL ASSOCIATION
CERTIFIED COPY OF RESOLUTIONS CONCERNING
SIGNATURE AUTHORITY IN CORPORATE TRUST AND ESCROW SERVICES**

The undersigned, Assistant Secretary of UMB Bank, a national banking association organized under the laws of the United States of America, certifies that the following is a true copy of resolutions, conferring authority to sign instruments in the name and on behalf of the Bank in any of its fiduciary capacities or otherwise in the operation of this Corporate Trust and Escrow Services Department, which were duly adopted by the Board of Directors of said Bank at a meeting held on January 28, 2015 and that said resolutions have not been altered, amended, or revoked, and are still in full force and effect:

Definition of Corporate Trust and Escrow Services

RESOLVED, that for the purposes of the following resolutions the term "Corporate Trust" shall include all offices in the Corporate Trust and Escrow Services Department performing fiduciary activities in UMB Bank, n.a. (the "Bank");

**Deeds, Mortgages, Deeds of Trust, Indentures,
Assignments, Powers of Attorney and Other Contracts**

RESOLVED FURTHER, that the Chairman, the President, and any Vice President, including any Executive or Senior Vice President, in Corporate Trust be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of this Bank, any deeds, mortgages, deeds of trust, leases, trust indentures, assignments transferring title to real or personal property, powers of attorney and other contracts of any kind deemed necessary, advisable or appropriate in the operation of Corporate Trust;

**Proxies, Endorsement of Stock Certificates and Bonds,
Stock and Bond Powers and Other Instruments**

RESOLVED FURTHER, that any officer, relationship manager or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of this Bank, any proxies, general or special, and to endorse, in the name and on behalf of this Bank, any stock certificates, registered bonds, stock or bond powers, or other instruments supporting the sale or transfer of any securities of any kind or character;

Court Applications

RESOLVED FURTHER, that any officer of Corporate Trust be, and hereby is, authorized and empowered to sign and verify, in the name and on behalf of this Bank, any petition or other application to any court for instructions or other relief and any pleadings in any matter to which this Bank, in the operation of Corporate Trust, may be a party;

**Countersigning and Authenticating Bonds,
Stock Certificates and Other Instruments**

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and hereby is, authorized and empowered to record, countersign and authenticate as transfer agent and to authenticate as registrar any certificates for stock of corporations for which this Bank is designated as

transfer agent or registrar; to register and/or to authenticate any and all bonds, debentures, notes or other evidences of indebtedness issued under and pursuant to any indenture under which this Bank is acting as trustee or agent or in other fiduciary capacity, or issued without any such indenture in connection with a transaction in which this Bank is acting as trustee, transfer agent, registrar and/or other agent or fiduciary;

Certifications and Signature Guaranties

RESOLVED FURTHER, that any Vice President of the Bank and any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized in the name and on behalf of this Bank to sign any signature guaranty or other certification, including agreements to indemnify others against action taken in reliance on certifications of other officers of Corporate Trust, which may be necessary or appropriate in the operation of Corporate Trust;

Receipts

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered in the name and on behalf of this Bank, to sign any receipt for cash, securities, other property or documents which shall be delivered to the Corporate Trust;

Checks and Drafts

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered to sign, in the name and on behalf of this Bank, checks and drafts drawn in the course of the business of Corporate Trust on accounts in this Bank or in any other depository;

Facsimile Signatures

RESOLVED FURTHER, that the use of facsimile signatures of officers of Corporate Trust, in connection with the operation of Corporate Trust, be and hereby is, authorized;

Relationship Manager

RESOLVED FURTHER, that the term "relationship manager" as used herein includes employees designated as corporate trust relationship managers;

Attestation of Trust Instruments and Affixing Corporate Seal

RESOLVED FURTHER, that Doug Hare, as Assistant Secretary and the persons whose names appear in the attached Exhibit A entitled "Assistant Secretaries of UMB Bank, n.a.," each as Assistant Secretary of this Bank or any other Assistant Secretary of the Bank as may be appointed by the board of directors from time to time, be, and each of them hereby is, authorized and empowered to affix and attest the affixing of the corporate seal of this Bank to any instrument requiring such attestation which has been executed in accordance with the general authority hereinabove conferred;

General Provisions

RESOLVED FURTHER, that those officers and employees whose names and titles appear in the attached

Exhibit B entitled "Officers and Employees of UMB Corporate Trust and Escrow Services Department" are authorized to execute any instrument requiring such execution in accordance with the general authority hereinabove conferred;

RESOLVED FURTHER, that the officers and employees hereinabove named or described be, and each of them hereby is, authorized and empowered to do and perform such other and further acts in the premises as may be deemed necessary, advisable or appropriate to carry out the objects and purposes of these resolutions;

RESOLVED FURTHER, that any action taken or done by such officers and employees, and each of them pursuant to the power and authority conferred by these resolutions be, and hereby is, ratified, confirmed and approved;

RESOLVED FURTHER, that these resolutions shall not be deemed or construed to limit in any way the power and authority otherwise conferred upon the officers and employees, hereinabove named or described, by law, by the bylaws of this Bank, or by virtue of their respective offices; it being the purpose of these resolutions to confirm and clarify the existence of all of the powers and authority herein expressly conferred.

Dated this 3rd day of January, 2019


Assistant Secretary

[SEAL]

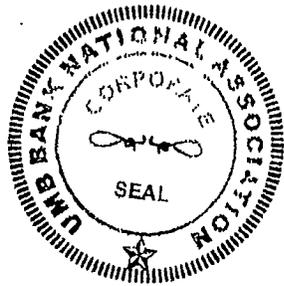


EXHIBIT A
Assistant Secretaries of UMB Bank, n.a.

Angotti, Elizabeth E.
Battas, Sandra L.
Black, Brenda
Buckius, Kenneth
Butler, Dillon
Carlson, Katie
Childs, Kenneth
Cottle, Heather
Cowen, Mauri
Daley, Damien
Dengler, Rebecca A.
Dixon, Tamara L.
Donofrio, Teresa
Duarte, Tremaine
Fernandez, Jonathan
Finklea, Steven
Flores, Shazia
Gaytan, Jose
Giamalakis, Megan
Givens, Kyrsten
Gunning, Casey
Gwin, Victoria
Hansen, Anne-Marie
Hare, Douglas G.
Hawkins, Anthony P.
Hoffman, Kenneth
Hounsel, Brad
Kennelly, Johanna
Kohler, Lori E.
Krull, Linda, M.
Lambert, Janet M.
Lugo, Israel
Lutz, Leigh
Madsen, DeAnn
Massa, David
Mathews, K. Scott
McConnell, Jason E.
McCoy, Tiffany
Molen, M. Lane
Mogelnicki, Nancy
Novosak, Richard F.
Peters, Patricia M.
Prives, Nancy
Puleo, Karie A.
Schmidt, Dee Anna
Schwartz, Jacque
Shaw, Glenn
Stevens, Lara L.
Stevens, Necia
Viator, David
Wahl, John

EXHIBIT A
Assistant Secretaries of UMB Bank, n.a.

Wallace, Carla
Wallace, Madelyn
Wiegand, Torri
Wiegers, Julia
Wuestling, Faith
Zamora, Julius

EXHIBIT B
OFFICERS AND EMPLOYEES OF UMB CORPORATE TRUST
DIVISION

<u>NAME</u>	<u>TITLE</u>
Angotti, Elizabeth E.	Assistant Vice President
Battas, Sandra L.	Vice President
Beeman, Kathy J.	Senior Vice President
Black, Brenda	Senior Vice President
Brown, Dain W.	Senior Vice President
Buckius, Kenneth B.	Senior Vice President
Butler, Dillon	Vice-President
Carlson, Katie	Vice-President
Childs, Kenneth	Vice President
Cook, Timothy	Senior Vice President
Cottle, Heather	Assistant Vice President
Cowen, Mauri	Senior Vice President
Daley, Damien	Vice President
Dengler, Rebecca A.	Vice President
Dixon, Tamara L.	Vice President
Donofrio, Teresa	Vice President
Duarte, Tremaine B.	Trust Officer
Dunn, Bob	Senior Vice President
Fernandez, Jonathan	Assistant Vice President
Finklea, Steven	Senior Vice President
Flannagan, Mark B.	Executive Vice President
Flores, Shazia	Vice President
Gaytan, Jose	Vice President
Gendler, Gordon	Senior Vice President
Giamalakis, Megan	Vice President
Givens, Kyrsten	Trust Officer
Gleason, Charles	Senior Vice President
Gleason, Lorna	Senior Vice President
Gunning, Casey	Senior Vice President
Gwin, Victoria	Vice-President
Hansen, Anne-Marie	Vice President
Hare, Douglas G.	Senior Vice President
Hawkins, Anthony P.	Vice President
Heer, Mark	Senior Vice President
Hoffman, Kenneth	Vice President
Hounsel, Brad	Vice President
Housum, Virginia Anne	Senior Vice President
Kennelly, Johanna	Vice-President
Kohler, Lori E.	Vice President
Krippner, Brian P.	Senior Vice President
Krull, Linda M.	Vice President
Lambert, Janet M.	Vice President
Lugo, Israel	Vice President
Lutz, Leigh	Senior Vice President
Madsen, DeAnn	Vice-President
Massa, David	Senior Vice-President
Mathews, K. Scott	Vice President

EXHIBIT B
OFFICERS AND EMPLOYEES OF UMB CORPORATE TRUST
DIVISION

McConnell, Jason E.	Vice President
McCoy, Tiffany	Assistant Vice President
Molen, M. Lane	Vice President
Mogelnicki, Nancy	Vice President
Morgan, Eric	Senior Vice President
Novosak, Richard F.	Vice President
Palan, Madeline	Vice-President
Peters, Patricia M.	Vice President
Prives, Nancy	Vice-President
Puleo, Karie A.	Vice President
Roberson, Laura S.	Senior Vice President
Rosevear, Scott	Senior Vice President
Schmidt, Dee Anna	Vice President
Schwartz, Jacque	Vice President
Shaw, Glenn	Vice President
Slade, Michael G.	Senior Vice President
Stevens, Lara L.	Vice-President
Stevens, Necia	Senior Vice-President
Viator, David	Vice-President
Wahl, John	Vice-President
Wallace, Carla	Vice-President
Wallace, Madelyn	Vice-President
Wiegand, Torri	Trust Officer
Wiegers, Julia	Vice President
Wilkinson, Gavin	Senior Vice President
Wuestling, Faith	Trust Officer
Zamora, Julius	Vice-President

**UMB BANK, NATIONAL ASSOCIATION
CERTIFIED COPY OF RESOLUTIONS CONCERNING
SIGNATURE AUTHORITY IN CORPORATE TRUST AND ESCROW SERVICES**

The undersigned, Assistant Secretary of UMB Bank, a national banking association organized under the laws of the United States of America, certifies that the following is a true copy of resolutions, conferring authority to sign instruments in the name and on behalf of the Bank in any of its fiduciary capacities or otherwise in the operation of this Corporate Trust and Escrow Services Department, which were duly adopted by the Board of Directors of said Bank at a meeting held on January 28, 2015 and that said resolutions have not been altered, amended, or revoked, and are still in full force and effect:

Definition of Corporate Trust and Escrow Services

RESOLVED, that for the purposes of the following resolutions the term "Corporate Trust" shall include all offices in the Corporate Trust and Escrow Services Department performing fiduciary activities in UMB Bank, n.a. (the "Bank");

**Deeds, Mortgages, Deeds of Trust, Indentures,
Assignments, Powers of Attorney and Other Contracts**

RESOLVED FURTHER, that the Chairman, the President, and any Vice President, including any Executive or Senior Vice President, in Corporate Trust be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of this Bank, any deeds, mortgages, deeds of trust, leases, trust indentures, assignments transferring title to real or personal property, powers of attorney and other contracts of any kind deemed necessary, advisable or appropriate in the operation of Corporate Trust;

**Proxies, Endorsement of Stock Certificates and Bonds,
Stock and Bond Powers and Other Instruments**

RESOLVED FURTHER, that any officer, relationship manager or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of this Bank, any proxies, general or special, and to endorse, in the name and on behalf of this Bank, any stock certificates, registered bonds, stock or bond powers, or other instruments supporting the sale or transfer of any securities of any kind or character;

Court Applications

RESOLVED FURTHER, that any officer of Corporate Trust be, and hereby is, authorized and empowered to sign and verify, in the name and on behalf of this Bank, any petition or other application to any court for instructions or other relief and any pleadings in any matter to which this Bank, in the operation of Corporate Trust, may be a party;

**Countersigning and Authenticating Bonds,
Stock Certificates and Other Instruments**

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and hereby is, authorized and empowered to record, countersign and authenticate as transfer agent and to authenticate as registrar any certificates for stock of corporations for which this Bank is designated as

transfer agent or registrar; to register and/or to authenticate any and all bonds, debentures, notes or other evidences of indebtedness issued under and pursuant to any indenture under which this Bank is acting as trustee or agent or in other fiduciary capacity, or issued without any such indenture in connection with a transaction in which this Bank is acting as trustee, transfer agent, registrar and/or other agent or fiduciary;

Certifications and Signature Guaranties

RESOLVED FURTHER, that any Vice President of the Bank and any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized in the name and on behalf of this Bank to sign any signature guaranty or other certification, including agreements to indemnify others against action taken in reliance on certifications of other officers of Corporate Trust, which may be necessary or appropriate in the operation of Corporate Trust;

Receipts

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered in the name and on behalf of this Bank, to sign any receipt for cash, securities, other property or documents which shall be delivered to the Corporate Trust;

Checks and Drafts

RESOLVED FURTHER, that any officer, relationship manager, or supervisor of Corporate Trust be, and each of them hereby is, authorized and empowered to sign, in the name and on behalf of this Bank, checks and drafts drawn in the course of the business of Corporate Trust on accounts in this Bank or in any other depository;

Facsimile Signatures

RESOLVED FURTHER, that the use of facsimile signatures of officers of Corporate Trust, in connection with the operation of Corporate Trust, be and hereby is, authorized;

Relationship Manager

RESOLVED FURTHER, that the term "relationship manager" as used herein includes employees designated as corporate trust relationship managers;

Attestation of Trust Instruments and Affixing Corporate Seal

RESOLVED FURTHER, that Doug Hare, as Assistant Secretary and the persons whose names appear in the attached Exhibit A entitled "Assistant Secretaries of UMB Bank, n.a.," each as Assistant Secretary of this Bank or any other Assistant Secretary of the Bank as may be appointed by the board of directors from time to time, be, and each of them hereby is, authorized and empowered to affix and attest the affixing of the corporate seal of this Bank to any instrument requiring such attestation which has been executed in accordance with the general authority hereinabove conferred;

General Provisions

RESOLVED FURTHER, that those officers and employees whose names and titles appear in the attached

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RESOLVED FURTHER, that the officers and employees hereinabove named or described be, and each of them hereby is, authorized and empowered to do and perform such other and further acts in the premises as may be deemed necessary, advisable or appropriate to carry out the objects and purposes of these resolutions;

RESOLVED FURTHER, that any action taken or done by such officers and employees, and each of them pursuant to the power and authority conferred by these resolutions be, and hereby is, ratified, confirmed and approved;

RESOLVED FURTHER, that these resolutions shall not be deemed or construed to limit in any way the power and authority otherwise conferred upon the officers and employees, hereinabove named or described, by law, by the bylaws of this Bank, or by virtue of their respective offices; it being the purpose of these resolutions to confirm and clarify the existence of all of the powers and authority herein expressly conferred.

Dated this 3rd day of January, 2019


Assistant Secretary

[SEAL]



EXHIBIT A
Assistant Secretaries of UMB Bank, n a.

Angotti, Elizabeth E.
Battas, Sandra L.
Black, Brenda
Buckius, Kenneth
Butler, Dillon
Carlson, Katie
Childs, Kenneth
Cottle, Heather
Cowen, Mauri
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EXHIBIT A
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Wallace, Carla
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EXHIBIT B
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DIVISION

NAME	TITLE
Angotti, Elizabeth E.	Assistant Vice President
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Hounsel, Brad	Vice President
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Rosevear, Scott	Senior Vice President
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Schwartz, Jacque	Vice President
Shaw, Glenn	Vice President
Slade, Michael G.	Senior Vice President
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