



June 3, 2016

Re: Independent Registered Municipal Advisor (IRMA) Exemption Certificate

TO WHOM IT MAY CONCERN:

The City of Waco (the “Issuer”) is represented by First Southwest Company, a division of Hilltop Securities, (our “municipal advisor”) to provide advice on recommendations and other advice from financial services firms concerning the issuance of municipal securities, the investment of bond proceeds and escrow investments. The Issuer will rely on our municipal advisor by seeking and considering its advice, analysis, and perspective before acting on any such recommendation or other advice, although the Issuer may not necessarily follow our municipal advisor’s advice and may also rely on representations, if any, made by financial services firms in proposals or otherwise.

By posting this letter on our website and/or Texas MAC’s website, the Issuer intends that market participants may use and rely on this letter for purposes of qualifying for the so-called IRMA exemption afforded by SEC Rule 15Ba1-1(d)(3)(vi) until the Issuer removes the letter from, or replaces it with an updated or correcting letter posted at the same page on our website and Texas MAC’s internet site, but not later than August 31, 2018.

Financial services firms that wish to learn the identity of individuals at our municipal advisor who will participate in advising the Issuer (so that they may determine whether our municipal advisor is independent) should contact our financial advisor as follows:

Drew Masterson
FirstSouthwest - a division of Hilltop Securities
700 Milam Street, Suite 500
Houston, TX 77002
Drew.Masterson@hilltopsecurities.com
direct (713) 654-8654

A copy of written representations to us regarding the exemption may also be sent to our municipal advisor at the same address.

Sincerely,

Janice Andrews, CPA
Finance Director