



**Metropolitan St. Louis
Sewer District**

2350 Market Street
St. Louis, MO 63103

Exhibit MSD 39

July 27, 2011

Mr. John Kindschuh
Bryan Cave LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, Missouri 63102-2750

RE: Alternative Proposal to Motion to Compel

Dear John:

As a proposed resolution to the intervener's request to review, analyze and evaluate the actual Black & Veatch model. MSD and Black & Veatch will provide access to the model in the form of a workshop. Keith Barber and the Black & Veatch model will be present in St. Louis to present the model, run the model and answer any questions about the model. This proposed resolution is conditioned upon the Motion to Compel being withdrawn prior to August 2, 2011.

As requested by the interveners in the Motion to Compel, this will provide all parties the necessary data to verify and confirm the Black & Veatch Model.

Please let me know as soon as possible if MIEC is agreeable to this proposed resolution and, if so, please provide dates that are acceptable to hold the workshop. Keith and the Black & Veatch model will be made available for multiple days, if needed, on mutually agreeable dates.

Sincerely,

Susan M. Myers
General Counsel

SMM/lad