

**METROPOLITAN ST. LOUIS SEWER DISTRICT**  
**CERTIFICATION**

This certification is made in connection with the consideration of the 2011 Wastewater Rate Change Proposal by the Rate Commission of the Metropolitan St. Louis Sewer District.

Unless otherwise defined herein, terms defined in the Charter of the Metropolitan St. Louis Sewer District, approved by the voters of St. Louis and St. Louis County at a special election on Tuesday, February 9, 1954, and amended on Tuesday, November 7, 2000, shall have the same meanings when used herein.

THE UNDERSIGNED OFFICER OF THE DISTRICT HEREBY CERTIFIES THAT:

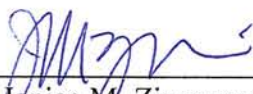
(a) The District is not in default under and no event has occurred and is continuing which would, but for the passage of time or the giving of notice or both, constitute a default under and the District is not violating any provision of any indenture, mortgage, deed of trust, lien, agreement, contract, deed, lease, loan agreement, note, order, judgment, decree or other instrument or restriction of any kind or character to which it is a party or by which it is bound, or to which it or any of its properties or assets are subject, where such default or violation would materially impair the District's operations, financial condition or creditworthiness.

(b) The District is not in default in the payment of the principal or of interest on any of its indebtedness for borrowed money, and is not in default under any instrument or agreement under and subject to which any indebtedness for borrowed money has been issued, and no event has occurred and is continuing under the provisions of any such instrument or agreement which, with the lapse of time or the giving of notice, or both, would constitute an event of default thereunder.

IN WITNESS WHEREOF, the undersigned has hereto set his signature on this 15<sup>th</sup> day of September, 2011.

METROPOLITAN ST. LOUIS SEWER DISTRICT

By   
Jeffrey L. Theerman  
Executive Director

By   
Janice M. Zimmerman  
Director of Finance

**APPROVED AS TO FORM**  
**Office of General Counsel**  
By: 