
ORDINANCE NO. 14567

OF

THE METROPOLITAN ST. LOUIS SEWER DISTRICT

Relating to:

**WASTEWATER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS
SERIES 2016C**

The foregoing ordinance was adopted on December 8, 2016

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The foregoing ordinance was adopted on December 8, 2016

PROPOSED ORDINANCE NO. 14567

AN ORDINANCE AUTHORIZING AND DIRECTING THE ISSUANCE, SALE AND DELIVERY OF WASTEWATER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS, SERIES 2016C, OF THE METROPOLITAN ST. LOUIS SEWER DISTRICT; PRESCRIBING THE FORM AND DETAILS OF SAID BONDS; AND AUTHORIZING CERTAIN ACTIONS AND DOCUMENTS AND PRESCRIBING OTHER MATTERS RELATING THERETO.

1. The Metropolitan St. Louis Sewer District (the "District"), a body corporate, a municipal corporation and a political subdivision duly organized and existing under the Constitution and laws of the State of Missouri and the District's Charter (Plan), as amended, approved by the voters for its government (the "Charter"), owns and operates a revenue producing sanitary sewer system (the "System," as hereinafter more fully defined).

2. The District desires to make certain additions, extensions and improvements to the System and is authorized under the provisions of the Charter to issue and sell revenue bonds for the purpose of providing funds for such purpose, upon obtaining the required voter approval and provided that the principal of and interest on such revenue bonds shall be payable solely from the revenues derived from the operation of the System.

3. Pursuant to such authority, a special bond election was duly held in the District on June 5, 2012 on the following proposition:

PROPOSITION Y

To comply with federal and state clean water requirements, shall The Metropolitan St. Louis Sewer District (MSD) issue its sewer revenue bonds in the amount of Nine Hundred Forty Five Million Dollars (\$945,000,000) for the purpose of designing, constructing, improving, renovating, repairing, replacing and equipping new and existing MSD sewer and drainage facilities and systems, including sewage treatment and disposal plants, sanitary sewers, and acquisition of easements and real property related thereto, the cost of operation and maintenance of said facilities and systems and the principal of and interest on said revenue bonds to be payable solely from the revenues derived by MSD from the operation of its wastewater sewer system, including all future extensions and improvements thereto?

and it was found and determined that more than a simple majority of the qualified electors of the District voting on the proposition had voted in favor of the issuance of said revenue bonds for the purpose aforesaid, the vote on said proposition having been 63,198 votes for said proposition to 11,040 votes against said proposition.

4. \$747,500,000 of the bonds authorized at the above-described election have heretofore been issued (the Series 2012A Bonds, the Series 2013A Bonds, the Series 2013B Bonds, the Series 2015A Bonds, the Series 2015B Bonds, the Series 2016A Bonds and the Series 2016B Bonds as

described herein).

5. Pursuant to an election duly held on February 3, 2004, the qualified electors of the District authorized the issuance of \$500,000,000 of revenue bonds, all of which have heretofore been issued as described herein.

6. Pursuant to an election duly held on August 5, 2008, the qualified electors of the District authorized the issuance of \$275,000,000 of revenue bonds, all of which have heretofore been issued as described herein.

7. The District hereby ratifies and affirms the Master Bond Ordinance No. 11713 passed on April 22, 2004 (the “Master Bond Ordinance”).

8. By Ordinance No. 11736 passed on May 13, 2004 (the “Series 2004B Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State Revolving Fund Program), Series 2004B (the “Series 2004B Bonds”), dated May 28, 2004, in the original principal amount of \$161,280,000, of which \$89,650,000 remains outstanding as of the date of passage of this Ordinance.

9. By Ordinance No. 11986 passed on May 5, 2005 (the “Series 2005A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State Revolving Fund Program), Series 2005A (the “Series 2005A Bonds”), dated May 19, 2005, in the original principal amount of \$6,800,000, of which \$3,800,000 remains outstanding as of the date of passage of this Ordinance.

10. By Ordinance No. 12179 passed on March 9, 2006 (the “Series 2006A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State Revolving Fund Program), Series 2006A (the “Series 2006A Bonds”), dated April 27, 2006, in the original principal amount of \$42,715,000, of which \$25,600,000 remains outstanding as of the date of passage of this Ordinance.

11. By Ordinance No. 12332 passed on October 12, 2006 (the “Series 2006B Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State Revolving Fund Program), Series 2006B (the “Series 2006B Bonds”), dated November 16, 2006, in the original principal amount of \$14,205,000, of which \$8,860,000 remains outstanding as of the date of the passage of this Ordinance.

12. By Ordinance No. 12755 passed on October 7, 2008 (the “Series 2008B Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State Revolving Fund Program), Series 2008B (the “Series 2008B Bonds”), dated October 30, 2008, in the original principal amount of \$40,000,000, of which \$27,475,000 remains outstanding as of the date of the passage of this Ordinance.

13. By Ordinance No. 12937 passed on August 13, 2009 (the “Series 2009A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2009A (the “Series 2009A Bonds”), dated October 21, 2009, in the original principal amount of \$23,000,000, of which \$16,980,400 remains outstanding as of the date of the passage of this Ordinance.

14. By Ordinance No. 13024 passed on January 14, 2010 (the “Series 2010A Ordinance”), the District has authorized the issuance of its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program – ARRA), Series 2010A (the “Series 2010A Bonds”), dated January 26, 2010, in an original principal amount not to exceed \$7,980,700, of which \$6,406,300 remains outstanding as of the date of the passage of this Ordinance.

15. By Ordinance No. 13025 passed on January 14, 2010 (the “Series 2010B Ordinance”), the District has issued its Taxable Wastewater System Revenue Bonds (Build America Bonds – Direct Pay), Series 2010B (the “Series 2010B Bonds”), dated January 28, 2010, in the original principal amount of \$85,000,000, all of which remains outstanding as of the date of the passage of this Ordinance.

16. By Ordinance No. 13183 passed on December 9, 2010 (the “Series 2010C Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2010C (the “Series 2010C Bonds”), dated December 21, 2010, in an original principal amount not to exceed \$37,000,000, of which \$29,198,000 remains outstanding as of the date of the passage of this Ordinance.

17. By Ordinance No. 13327 passed on November 21, 2011 (the “Series 2011A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2011A (the “Series 2011A Bonds”), dated November 30, 2011, in an original principal amount not to exceed \$39,769,300, of which \$36,528,300 remains outstanding as of the date of the passage of this Ordinance.

18. By Ordinance No. 13344 passed on December 8, 2011 (the “Series 2011B Ordinance”), the District has issued its Wastewater System Revenue Bonds, Series 2011B (the “Series 2011B Bonds”), dated December 22, 2011, in the original principal amount of \$52,250,000, of which \$45,325,000 remains outstanding as of the date of the passage of this Ordinance.

19. By Ordinance No. 13465 passed on August 9, 2012 (the “Series 2012A Ordinance”), the District has issued its Wastewater System Revenue Bonds, Series 2012A (the “Series 2012A Bonds”), dated August 23, 2012, in the original principal amount of \$225,000,000, of which \$220,000,000 remains outstanding as of the date of the passage of this Ordinance.

20. By Ordinance No. 13521 passed on October 24, 2012 (the “Series 2012B Ordinance”), the District has issued its Wastewater System Refunding Revenue Bonds, Series 2012B (the “Series 2012B Bonds”), dated November 14, 2012, in the original principal amount of \$141,730,000, of which \$137,280,000 remains outstanding as of the date of the passage of this Ordinance. The Series 2012B Bonds refunded a portion of the District’s Wastewater System Revenue Bonds, Series 2004A, dated May 6, 2004, issued in the original principal amount of \$175,000,000, all of which have been paid off as of the date of the passage of this Ordinance.

21. By Ordinance No. 13731 passed on October 10, 2013 (the “Series 2013A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2013A (the “Series 2013A Bonds”), dated October 31, 2013, in an original principal amount not to exceed \$52,000,000, of which \$48,860,000 remains outstanding as of the date of the passage of this Ordinance.

22. By Ordinance No. 13763 passed on December 6, 2013 (the “Series 2013B Ordinance”), the District has issued its Wastewater System Revenue Bonds, Series 2013B (the “Series 2013B Bonds”), dated December 18, 2013, in the original principal amount of \$150,000,000, of which \$149,000,000 remains outstanding as of the date of the passage of this Ordinance.

23. By Ordinance No. 14225 passed on August 13, 2015 (the “Series 2015A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2015A (the “Series 2015A Bonds”), dated August 20, 2015, in an original principal amount not to exceed \$75,000,000, of which \$50,174,986 has been drawn and \$49,374,986 remains outstanding as of September 30, 2016.

24. By Ordinance No. 14312 passed on December 1, 2015 (the “Series 2015B Ordinance”), the District has issued its Wastewater System Improvement and Refunding Revenue Bonds, Series 2015B (the “Series 2015B Bonds”), dated December 15, 2015, in the original principal amount of \$223,855,000, all of which remains outstanding as of the date of the passage of this Ordinance. The Series 2015B Bonds refunded (a) all of the District’s Wastewater System Revenue Bonds, Series 2006C, dated November 28, 2006, issued in the original principal amount of \$60,000,000, all of which have been paid off as of the date of the passage of this Ordinance, and (b) all of the District’s Wastewater System Revenue Bonds, Series 2008A, dated November 25, 2008, issued in the original principal amount of \$30,000,000, all of which have been paid off as of the date of the passage of this Ordinance.

25. By Ordinance No. _____ passed on _____, 2016 (the “Series 2016A Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2016A (the “Series 2016A Bonds”), dated _____, 2016, in an original principal amount not to exceed \$_____, all of which remains outstanding as of the date of the passage of this Ordinance.

26. By Ordinance No. _____ passed on _____, 2016 (the “Series 2016B Ordinance”), the District has issued its Subordinate Wastewater System Revenue Bonds (State of Missouri – Direct Loan Program), Series 2016B (the “Series 2016B Bonds” and together with the Series 2004B Bonds, the Series 2005A Bonds, the Series 2006A Bonds, the Series 2006B Bonds, the Series 2008B Bonds, the Series 2009A Bonds, the Series 2010A Bonds, the Series 2010C Bonds, the Series 2011A Bonds, the Series 2013A Bonds, the Series 2015A Bonds and the Series 2016A Bonds, the “Outstanding Subordinate Bonds”), dated _____, 2016, in an original principal amount not to exceed \$_____, all of which remains outstanding as of the date of the passage of this Ordinance.

27. The District has determined that there is a need for the construction, improvement, renovation, repair, replacement and equipping of the System all in accordance or substantially in accordance with plans and specifications on file from time to time with the District (the “Series 2016C Project”).

28. The District desires to refund certain outstanding revenue bonds, as further described herein, and is authorized under the provisions of the Charter to issue and sell revenue bonds for the purpose of providing funds for such purpose, provided that the principal of and interest on such revenue bonds shall be payable solely from the revenues derived from the operation of the System.

29. Under the provisions of the Master Bond Ordinance, the District may issue additional bonds payable out of the Pledged Revenues that are senior to the Outstanding Subordinate Bonds, and that are on parity with the Outstanding Senior Bonds (within the meaning of the Master Bond Ordinance), if certain conditions are met.

30. The District has determined that it is necessary and desirable and in the best interests of the citizens of the area served by the System for the District to (a) advance refund (i) a portion of the Series 2011B Bonds, being those bonds maturing in the years 20__ and thereafter, (ii) a portion of the Series 2012A Bonds, being those bonds maturing in the years 20__ and thereafter and (iii) a portion of the Series 2013B Bonds, being those bonds maturing in the years 20__ and thereafter (the Series 2011B Bonds, the Series 2012A Bonds and the Series 2013B Bonds being refunded are hereinafter collectively referred to as the “Refunded Bonds”), pursuant to the provisions of the Master Bond Ordinance, the Series 2011B Ordinance, the Series 2012A Ordinance and the Series 2013B Ordinance, and (b) make the additions, extensions and improvements to the System described above, and to finance the costs of the foregoing by issuing its revenue bonds in the original principal amount of \$[*Principal*]

(the “Series 2016C Bonds”).

31. The Series 2016C Bonds are being issued as Senior Bonds (within the meaning of the Master Bond Ordinance) on a parity with the Series 2010B Bonds, the Series 2011B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013B Bonds and the Series 2015B Bonds, under the Master Bond Ordinance and this Ordinance, this Ordinance constitutes a Series Ordinance (within the meaning of the Master Bond Ordinance), and the provisions of the Master Bond Ordinance are applicable to the Series 2016C Bonds except as otherwise provided in this Ordinance.

32. The District, upon the issuance of the Series 2016C Bonds, will not have outstanding any other bonds or other obligations payable from the Pledged Revenues other than the Series 2010B Bonds, the Series 2011B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013B Bonds, the Series 2015B Bonds and the Outstanding Subordinate Bonds.

NOW, THEREFORE, Be It Ordained by the Board of Trustees of The Metropolitan St. Louis Sewer District, as follows:

ARTICLE I

DEFINITIONS

Section 1.1. Definitions. For all purposes of this Ordinance, except as otherwise provided or unless the context otherwise requires, words and terms used in this Ordinance shall have the meanings set forth in **Section 1.1** of the Master Bond Ordinance and the following meanings set forth in this Section. Any words and terms defined herein that are not already defined in the Master Bond Ordinance are intended to supplement the definitions contained therein. Any words and terms defined herein that are already defined in the Master Bond Ordinance are intended to replace and supersede such definitions already contained therein for purposes related to the Series 2016C Bonds. If any of the following definitions conflict with the definitions already set forth in the Master Bond Ordinance, the definitions set forth herein shall take precedence:

“Beneficial Owner” with respect to the Series 2010B Bonds, the Series 2011B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013B Bonds, the Series 2015B Bonds and the Series 2016C Bonds, shall have the meaning specified in **Section 2.11** of the Master Bond Ordinance.

“Bond Registrar” means any bank or trust company designated as such by the District in the Bond Ordinance with respect to any of the Bonds. Such Bond Registrar shall perform the duties required of the Bond Registrar in the Bond Ordinance. The Bank of New York Mellon Trust Company, N.A. is hereby designated as Bond Registrar for the Series 2016C Bonds.

“Continuing Disclosure Agreement” means (i) with respect to the Series 2010B Bonds, the Disclosure Dissemination Agent Agreement dated as of January 1, 2010 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms, in substantially the form attached to the Series 2010B Ordinance as **Exhibit B**, (ii) with respect to the Series 2011B Bonds, the Disclosure Dissemination Agent Agreement dated as of December 1, 2011 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms, in substantially the form attached to the Series 2011B Ordinance as **Exhibit B**, (iii) with respect to the Series 2012A Bonds, the Disclosure Dissemination Agent Agreement dated as of August 1, 2012 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms,

in substantially the form attached to the Series 2012A Ordinance as **Exhibit B**, (iv) with respect to the Series 2012B Bonds, the Disclosure Dissemination Agent Agreement dated as of November 1, 2012 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms, in substantially the form attached to the Series 2012B Ordinance as **Exhibit B**, (v) with respect to the Series 2013B Bonds, the Disclosure Dissemination Agent Agreement dated as of December 1, 2013 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms, in substantially the form attached to the Series 2013B Ordinance as **Exhibit B**, (vi) with respect to the Series 2015B Bonds, the Disclosure Dissemination Agent Agreement dated as of December 1, 2015 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms, in substantially the form attached to the Series 2015B Ordinance as **Exhibit B**, (vii) with respect to the Series 2016C Bonds, the Disclosure Dissemination Agent Agreement dated as of December 1, 2016 between the District and Digital Assurance Certification, L.L.C., as Dissemination Agent, as amended from time to time in accordance with its terms, in substantially the form attached hereto as **Exhibit B**, and (viii) with respect to any other series of Bonds, the continuing disclosure agreement relating to such series of Bonds, as amended from time to time in accordance with its terms.

“Depository” means the depository of each fund established under the Bond Ordinance, and any successor depository of such fund hereafter designated by the District from time to time by Supplemental Ordinance. The Depository for the Series 2010B Bonds, the Series 2011B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013B Bonds, the Series 2015B Bonds and the Series 2016C Bonds is U.S. Bank, N.A., St. Louis, Missouri.

“Escrow Agent” means The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, and any successors or assigns.

“Escrow Agreement” means the Escrow Trust Agreement dated as of December 1, 2016 between the District and the Escrow Agent, in substantially the form attached hereto as **Exhibit C**.

“Escrow Fund” means the fund by that name established pursuant to the Escrow Agreement and referred to in **Section 4.1** hereof.

“Escrowed Securities” means the securities described in the Escrow Agreement which will be delivered to and deposited in the Escrow Fund.

“Paying Agent” means any bank or trust company, including any successors and assigns thereof, authorized by the District in the Bond Ordinance to pay the Principal of, premium, if any, or interest on any Bonds on behalf of the District. Such Paying Agent shall perform the duties required of the Paying Agent in the Bond Ordinance. The Bank of New York Mellon Trust Company, N.A. is hereby designated as Paying Agent for the Series 2016C Bonds.

“Purchase Contract” means (i) with respect to the Series 2010B Bonds, the Purchase Contract between the District and the Underwriter of the Series 2010B Bonds, in substantially the form attached to the Series 2010B Ordinance as **Exhibit C**, (ii) with respect to the Series 2012A Bonds, the Purchase Contract between the District and the Underwriter of the Series 2012A Bonds, in substantially the form attached to the Series 2012A Ordinance as **Exhibit C**, (iii) with respect to the Series 2012B Bonds, the Purchase Contract between the District and the Underwriter of the Series 2012B Bonds, in substantially the form attached to the Series 2012B Ordinance as **Exhibit D**, (iv) with respect to the Series 2013B Bonds, the Purchase Contract between the District and the Underwriter of the Series 2013B Bonds, in substantially the form attached to the Series 2013B Ordinance as **Exhibit C**, (v) with respect to the

Series 2015B Bonds, the Purchase Contract between the District and the Underwriter of the Series 2015B Bonds, in substantially the form attached to the Series 2015B Ordinance as **Exhibit D**, (vi) with respect to the Series 2016C Bonds, the Purchase Contract between the District and the Underwriter of the Series 2016C Bonds, in substantially the form attached hereto as **Exhibit D** and (vii) with respect to any additional Bonds, the Purchase Contract between the District and the Underwriter relating to such series of Bonds.

“Refunded Bonds” means, collectively, the Series 2011B Bonds, the Series 2012A Bonds and the Series 2013B Bonds being refunded with a portion of the proceeds of the Series 2016C Bonds, as further described in the recitals to this Ordinance.

“Senior Bonds” means the Series 2010B Bonds, the Series 2011B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013B Bonds, the Series 2015B Bonds, the Series 2016C Bonds and any Bonds, including Senior SRF Bonds and Senior Uncovered Bonds, issued with a right to payment and secured by a lien on a parity with the Series 2010B Bonds, the Series 2011B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013B Bonds, the Series 2015B Bonds and the Series 2016C Bonds (except with respect to any Credit Facility which may be available only to one or more series of Senior Bonds and except that Senior SRF Bonds and Senior Uncovered Bonds shall not be secured by the Debt Service Reserve Account) pursuant to **Section 5.3** of the Master Bond Ordinance.

“Series 2016C Bonds” means the District’s Wastewater System Improvement and Refunding Revenue Bonds, Series 2016C, issued in the original aggregate Principal amount of \$[*Principal*], authorized under **Section 2.1** hereof.

“Series 2016C Costs of Issuance Account” means the account by that name within the Project Fund established in **Article IV** hereof.

“Series 2016C Official Statement” means the final Official Statement with respect to the Series 2016C Bonds.

“Series 2016C Project” means the project as particularly described in plans and specifications on file from time to time with the District.

“Series 2016C Project Account” means the account by that name within the Project Fund established in **Article IV** hereof.

“Series 2016C Rebate Account” means the account by that name within the Rebate Fund established in **Article IV** hereof.

“Underwriter” means (i) with respect to the Series 2010B Bonds, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the original purchasers of the Series 2010B Bonds, (ii) with respect to the Series 2011B Bonds, J.P. Morgan Securities LLC, as the original purchaser of the Series 2011B Bonds, (iii) with respect to the Series 2012A Bonds, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the original purchasers of the Series 2012A Bonds, (iv) with respect to the Series 2012B Bonds, Siebert Brandford Shank & Co., L.L.C., as representative of the original purchasers of the Series 2012B Bonds, (v) with respect to the Series 2013B Bonds, J.P. Morgan Securities LLC, as representative of the original purchasers of the Series 2013B Bonds, (vi) with respect to the Series 2015B Bonds, Wells Fargo Bank, National Association, as representative of the original purchasers of the Series 2015B Bonds, (vii) with respect to the Series 2016C Bonds, Morgan Stanley & Co. LLC, as representative of the original purchasers of the Series 2016C Bonds, and (viii) with respect to any additional series of Bonds, the underwriter(s) specified in the Series Ordinance authorizing such series of

Bonds.

ARTICLE II

AUTHORIZATION OF THE SERIES 2016C BONDS

Section 2.1. Authorization of Series 2016C Bonds; Details. The District hereby authorizes the execution, issuance, and delivery of a series of Bonds to be designated “The Metropolitan St. Louis Sewer District Wastewater System Improvement and Refunding Revenue Bonds, Series 2016C,” in the aggregate Principal amount of \$[*Principal*], which series of Bonds shall be executed, issued, and delivered under, and secured by, the Master Bond Ordinance and this Ordinance, for the purpose of providing funds to (a) refund the Refunded Bonds, (b) pay a portion of the costs of the Series 2016C Project and (c) pay the Costs of Issuance of the Series 2016C Bonds.

The Series 2016C Bonds shall constitute a series of Senior Uncovered Bonds and thus will not be secured by the Debt Service Reserve Account.

The Series 2016C Bonds shall be dated the date of their initial issuance. The Series 2016C Bonds shall be numbered in a convenient manner established by the Bond Registrar and shown by the Bond Register.

The Series 2016C Bonds and the Bond Registrar’s Certificate of Authentication shall be in substantially the form set forth in **Exhibit A** attached hereto, with such variations, omissions, substitutions and insertions as are required or permitted by the Master Bond Ordinance and this Ordinance.

The Series 2016C Bonds shall bear interest at the rates per annum set forth below, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on May 1, 2017 and semiannually thereafter on each May 1 and November 1 of each year and shall mature on May 1 in the years and in the Principal amounts as follows, unless earlier called for redemption:

SERIAL BONDS

<u>Stated Maturity (May 1)</u>	<u>Principal Amount</u>	<u>Annual Rate of Interest</u>	<u>Stated Maturity (May 1)</u>	<u>Principal Amount</u>	<u>Annual Rate of Interest</u>
20__	\$	%	20__	\$	%
20__			20__		
20__			20__		
20__			20__		
20__			20__		
20__			20__		
20__			20__		
20__			20__		
20__			20__		
20__			20__		
20__			20__		

TERM BONDS

<u>Stated Maturity (May 1)</u>	<u>Principal Amount</u>	<u>Annual Rate of Interest</u>
20__	\$	%

ARTICLE III

REDEMPTION OF SERIES 2016C BONDS

Section 3.1. Redemption of Series 2016C Bonds.

(a) *Optional Redemption of Series 2016C Bonds.* At the District’s option, the Series 2016C Bonds or portions thereof maturing on May 1, 20__ and thereafter may be called for redemption and payment prior to their Stated Maturity on May 1, 20__ and thereafter, in whole or in part on any date in such order of maturity as shall be determined by the District at the Redemption Price of 100% of the principal amount thereof plus accrued interest thereon to the Redemption Date.

(b) *Mandatory Redemption of Series 2016C Bonds.* The Series 2016C Bonds maturing in the year 20__ are Term Bonds and are subject to mandatory redemption prior to maturity on May 1 of the years, in the amounts, and at the prices provided below.

As and for a sinking fund for the retirement prior to maturity of the Series 2016C Bonds that are Term Bonds, there shall be deposited in the Payments Account from the Revenue Fund an amount sufficient to redeem the following Principal amounts of the Series 2016C Bonds on May 1 of each year specified below (each such date being referred to as a “mandatory redemption date”):

Series 2016C Bonds Maturing May 1, 20__

<u>Year</u>	<u>Principal Amount</u>
20__	\$
20__ ⁺	
<hr/>	
⁺ Final Maturity	

The District shall redeem such an aggregate Principal amount of the Series 2016C Bonds that are Term Bonds at a redemption price equal to the Principal amount thereof plus the interest due thereon to the mandatory redemption date.

ARTICLE IV

FUNDS AND ACCOUNTS

Section 4.1. Establishment of Funds and Accounts. In addition to the Funds and Accounts established in **Section 4.2** of the Master Bond Ordinance, the District hereby establishes the following accounts, and the moneys deposited in such accounts shall be held in trust for the purposes set forth in the Bond Ordinance:

4.1.1. Within the Metropolitan St. Louis Sewer District Wastewater Rebate Fund (the “**Rebate Fund**”), to be held by the Depository for the account of the District, a Series 2016C Rebate Account.

4.1.2. Within the Metropolitan St. Louis Sewer District Wastewater Project Fund (the “**Project Fund**”), to be held by the Depository for the account of the District, a Series 2016C Project Account and a Series 2016C Costs of Issuance Account.

Each account listed above shall be held within the fund under which it is created. The Rebate Fund is further described in **Article VI** of the Master Bond Ordinance and the Project Fund is further described in **Article XII** of the Master Bond Ordinance.

In addition to the funds described above, the Escrow Agreement establishes the Escrow Fund to be held and administered by the Escrow Agent in accordance with the provisions of the Escrow Agreement.

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Applicability of Master Bond Ordinance. Except as otherwise provided in this Ordinance, the provisions of the Master Bond Ordinance are hereby ratified, approved and confirmed and incorporated herein and shall be applicable to the authorization, execution, authentication, issuance, redemption, payment, sale and delivery of the Series 2016C Bonds, the custody and the distribution of the proceeds and the security, payment, redemption and enforcement of payment thereof. The requirements of **Article V** of the Master Bond Ordinance regarding the issuance of additional Bonds have been satisfied.

Section 5.2. Authorization of Paying Agent Agreement. The District is hereby authorized to enter into a paying agent agreement with the Paying Agent with respect to the Series 2016C Bonds with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer, whose approval thereof shall be conclusively evidenced by the execution of such agreement. The Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer is hereby authorized and directed to execute on behalf of the District said paying agent agreement.

Section 5.3. Authorization of Continuing Disclosure Agreement. The form, terms, and conditions and the execution, delivery, and performance of the Continuing Disclosure Agreement with respect to the Series 2016C Bonds, which has been filed with the District, are hereby approved and authorized. The Continuing Disclosure Agreement shall be in substantially the form attached hereto as **Exhibit B** with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer, whose approval thereof shall be conclusively evidenced by the execution of such contract. The Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer is hereby authorized and directed to execute on behalf of the District the Continuing Disclosure Agreement. The District hereby covenants and agrees that it shall comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of the Bond Ordinance, failure of the District to comply with the Continuing Disclosure Agreement shall not be considered a default or an Event of Default under the Bond Ordinance. It is expressly provided, however, that any Beneficial Owner of the Series 2016C

Bonds may take such action, to the extent and in such manner as may be allowed by applicable law, as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations under this Section.

Section 5.4. Authorization of Escrow Agreement.

(a) The District is hereby authorized to enter into the Escrow Agreement in substantially the form attached hereto as **Exhibit C**, and the Chairman of the Governing Body, the Chief Officer, or the Chief Financial Officer are hereby authorized and directed to execute the Escrow Agreement with such changes therein as such officials may deem appropriate, for and on behalf of and as the act and deed of the District. The Escrow Agent is hereby authorized to carry out, on behalf of the District, the duties, terms and provisions of the Escrow Agreement, and the Escrow Agent, the Underwriter, Bond Counsel and the District's financial advisors and its affiliates are authorized to take all necessary actions for the subscription and purchase of the Escrowed Securities described therein.

(b) Under the Escrow Agreement, the Escrow Agent will apply money in the Escrow Fund to purchase the Escrowed Securities and to establish an initial cash balance in accordance with the Escrow Agreement. Except as otherwise provided in the Escrow Agreement, the cash and Escrowed Securities held in the Escrow Fund will be applied by the Escrow Agent solely to the payment of the principal of and interest on the Refunded Bonds. All money deposited with the Escrow Agent shall be deemed to be deposited in accordance with and subject to all of the provisions contained in the Master Bond Ordinance and the Escrow Agreement.

Section 5.5 Redemption of Refunded Bonds; Verification of Certified Public Accountant.

(a) The Series 2011B Bonds maturing in the years 2022 and thereafter are hereby called for redemption and payment prior to maturity on May 1, 2021. Said Series 2011B Bonds shall be redeemed at the principal payment office of The Bank of New York Mellon Trust Company, N.A., the Paying Agent for the Series 2011B Bonds, by the payment on May 1, 2021 of the principal thereof, together with any redemption premium and accrued interest thereon to the redemption date. The Board of Trustees hereby authorizes the Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer to cause notice of the call for redemption and payment of said Series 2011B Bonds to be given in the manner provided in the Master Bond Ordinance. The officers of the District and the Paying Agent for the Series 2011B Bonds are hereby authorized and directed to take such other action as may be necessary in order to effect the redemption and payment of said Series 2011B Bonds as herein provided.

(b) The Series 2012A Bonds maturing in the years 2023 and thereafter are hereby called for redemption and payment prior to maturity on May 1, 2022. Said Series 2012A Bonds shall be redeemed at the principal payment office of The Bank of New York Mellon Trust Company, N.A., the Paying Agent for the Series 2012A Bonds, by the payment on May 1, 2022 of the principal thereof, together with any redemption premium and accrued interest thereon to the redemption date. The Board of Trustees hereby authorizes the Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer to cause notice of the call for redemption and payment of said Series 2012A Bonds to be given in the manner provided in the Master Bond Ordinance. The officers of the District and the Paying Agent for the Series 2012A Bonds are hereby authorized and directed to take such other action as may be necessary in order to effect the redemption and payment of said Series 2012A Bonds as herein provided.

(c) The Series 2013B Bonds maturing in the years 2024 and thereafter are hereby called for redemption and payment prior to maturity on May 1, 2023. Said Series 2013B Bonds shall be redeemed at the principal payment office of The Bank of New York Mellon Trust Company, N.A., the Paying Agent

for the Series 2013B Bonds, by the payment on May 1, 2023 of the principal thereof, together with any redemption premium and accrued interest thereon to the redemption date. The Board of Trustees hereby authorizes the Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer to cause notice of the call for redemption and payment of said Series 2013B Bonds to be given in the manner provided in the Master Bond Ordinance. The officers of the District and the Paying Agent for the Series 2013B Bonds are hereby authorized and directed to take such other action as may be necessary in order to effect the redemption and payment of said Series 2013B Bonds as herein provided.

(d) Prior to or concurrently with the issuance and delivery of the Series 2016C Bonds and the creation of the Escrow Fund provided for herein and in the Escrow Agreement, the District shall obtain the certification of an independent certified public accountant that such accountant has verified the accuracy of the calculations that demonstrate that the money and obligations required to be deposited with the Escrow Agent pursuant to **Section 6.2** hereof and the Escrow Agreement, together with the earnings to accrue thereon, will be sufficient for the timely payment of the principal of and interest on the Refunded Bonds as and when the same become due.

ARTICLE VI

SALE AND APPLICATION OF PROCEEDS OF SERIES 2016C BONDS

Section 6.1. Sale of Series 2016C Bonds; Authorization and Execution of Documents.

The District shall sell the Series 2016C Bonds to the Underwriter for the price of \$_____ on the date of payment and delivery of the Series 2016C Bonds. Delivery of the Series 2016C Bonds shall be made to the Underwriter as soon as practicable after the effective date of this Ordinance, upon payment therefor in accordance with the terms of the Purchase Contract in substantially the form attached hereto as **Exhibit D**. The Chairman of the Governing Body, the Chief Officer or the Chief Financial Officer is authorized to execute the Purchase Contract, with such changes therein as such official deems appropriate, for and on behalf of the District, such officer's signature thereon being conclusive evidence of such official's and the District's approval thereof. The Chairman of the Governing Body, the Chief Officer and the Chief Financial Officer are further authorized and directed to execute any other documents, certificates and instruments that are necessary or desirable to carry out the intent of this Ordinance. The Attesting Officer is authorized and directed to attest the execution of any documents, certificates and instruments that are necessary or desirable to carry out the intent of this Ordinance.

Section 6.2. Application of Series 2016C Bond Proceeds and Other Funds. Upon the written request of the District, the Bond Registrar shall authenticate and hold the Series 2016C Bonds as "FAST Agent" for the benefit of the Beneficial Owners and shall receive a receipt for the Series 2016C Bonds. The District shall apply the proceeds from the sale of the Series 2016C Bonds as follows:

(a) The sum of \$_____ shall be deposited into the Series 2016C Costs of Issuance Account and shall be disbursed to pay the Costs of Issuance of the Series 2016C Bonds.

(b) The sum of \$_____, [*which together with \$_____ of available funds on deposit in the Debt Service Reserve Account*], shall be in an amount necessary to purchase the Escrowed Securities described in the Escrow Agreement and to establish a beginning cash balance, if any, and which together with the earnings to accrue on such money will be sufficient for the timely payment of the principal of and interest on the Refunded Bonds as and when the same become due or upon earlier redemption thereof, shall be paid and transferred to the Escrow Agent for deposit in the Escrow Fund, to be applied in accordance with the Escrow Agreement.

(c) All remaining proceeds (\$_____) shall be deposited into the Series 2016C Project Account.

Section 6.3. Appropriation of Series 2016C Bond Proceeds to Pay Costs of Issuance. The District hereby appropriates the amount of \$_____ from moneys on deposit in the Series 2016C Costs of Issuance Account to pay costs of issuing the Series 2016C Bonds.

Section 6.4. Moneys in the Series 2016C Costs of Issuance Account. At such time as the Depository is furnished with a certificate from the Chief Financial Officer stating that all Costs of Issuance have been paid, and in any case not later than 6 months after the date of issuance of the Series 2016C Bonds, the Depository shall transfer any money in the Series 2016C Costs of Issuance Account to the Series 2016C Project Account of the Project Fund.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.1. Preliminary and Final Official Statement.

(a) The Preliminary Official Statement, in the form attached hereto as **Exhibit F**, is hereby ratified and approved, and the final Official Statement is hereby authorized and approved by supplementing, amending and completing the Preliminary Official Statement, with such changes and additions thereto as are necessary to conform to and describe the transaction. The Chairman of the Governing Body, the Chief Officer and the Chief Financial Officer are hereby authorized to execute the final Official Statement as so supplemented, amended and completed, and the use and public distribution of the final Official Statement by the Underwriter in connection with the reoffering of the Series 2016C Bonds is hereby authorized. The proper officials of the District are hereby authorized to execute and deliver a certificate pertaining to such Official Statement as prescribed therein, dated as of the date of payment for and delivery of the Series 2016C Bonds.

(b) For the purpose of enabling the Underwriter to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the District hereby deems the information regarding the District contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the District are hereby authorized, if requested, to provide the Underwriter a letter or certification to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirement of such Rule.

(c) The District agrees to provide to the Underwriter within seven business days of the date of sale of the Series 2016C Bonds sufficient copies of the final Official Statement to enable the Underwriter to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 7.2. General Authorization for Series 2016C Bonds. From and after the date of adoption of this Ordinance, the officials, employees and agents of the District are hereby authorized to do all such acts and things and to execute and deliver any and all other documents, agreements, certificates and instruments as may be necessary or desirable in connection with the execution, delivery and sale of the Series 2016C Bonds, the investment of the proceeds of the Series 2016C Bonds and the transactions

contemplated on the part of the District by the Bond Ordinance, including, but not limited to, the certificate relating to the Rebate Fund referred to in **Section 6.11** of the Master Bond Ordinance. The Chief Officer and Attesting Officer are hereby authorized and directed to prepare and furnish to the Underwriter, when the Series 2016C Bonds are issued, certified copies of all proceedings and records of the District relating to the Series 2016C Bonds or to this Ordinance, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2016C Bonds as such facts appear from the books and records in such officers' custody and control or as otherwise known to them. All such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the District as to the truth of all statements contained therein.

Section 7.3. Severability. In case any one or more of the provisions of this Ordinance or of the Series 2016C Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Ordinance or of the Series 2016C Bonds, but this Ordinance and the Series 2016C Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein. In case any covenant, stipulation, obligation or agreement contained in the Series 2016C Bonds or in this Ordinance shall for any reason be held to be unenforceable or in violation of law, then such covenant, stipulation, obligation or agreement shall be deemed to be the covenant, stipulation, obligation or agreement of the District to the full extent that the power to incur such obligation or to make such covenant, stipulation or agreement shall have been conferred on the District by law.

Section 7.4. Applicable Provisions of Law. This Ordinance shall be governed by and construed and enforced in accordance with the laws of the State and the Charter without giving effect to conflicts of laws provisions.

Section 7.5. Effective Date. Pursuant to the Charter, this Ordinance constitutes an appropriation ordinance and shall take effect immediately and be in full force after its passage by the Governing Body.

* * * * *

EXHIBIT A

FORM OF SERIES 2016C BONDS

EXCEPT AS OTHERWISE PROVIDED IN THE BOND ORDINANCE (REFERRED TO HEREIN), THIS GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER NOMINEE OF DTC (AS DEFINED HEREIN) OR TO A SUCCESSOR SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES DEPOSITORY.

**UNITED STATES OF AMERICA
STATE OF MISSOURI**

THE METROPOLITAN ST. LOUIS SEWER DISTRICT

**WASTEWATER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BOND
SERIES 2016C**

**Registered
No. R-_____**

**Registered
\$_____**

Maturity Date

Interest Rate

Dated

CUSIP

May 1, 20____

_____%

December ____, 2016

592481 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

DOLLARS

THE METROPOLITAN ST. LOUIS SEWER DISTRICT (the “**District**”), a body corporate, a municipal corporation and a political subdivision duly created and existing under the laws of the State of Missouri, for value received, hereby promises to pay (but only out of the sources provided) to the registered owner identified above, or registered assigns, on the Maturity Date stated above unless this Bond shall have been called for redemption prior to maturity and payment of the redemption price shall have been duly made or provided for, the principal amount identified above and to pay (but only out of the sources provided) interest on the balance of such principal amount from time to time remaining unpaid from and including the date hereof or from and including the most recent Interest Payment Date (as hereinafter defined) with respect to which interest has been paid or duly provided for, until payment of such principal amount has been made, at the Interest Rate per annum shown above (computed on the basis of a 360-day year consisting of twelve 30-day months) on May 1 and November 1 of each year (each an “**Interest Payment Date**”) commencing May 1, 2017, until the payment of the principal amount of this Bond is paid in full.

Principal of and redemption premium, if any, on this Bond are payable when due in lawful money of the United States of America upon presentation and surrender of this Bond at the payment office of The Bank of New York Mellon Trust Company, N.A., in St. Louis, Missouri, as registrar and paying agent (the “**Bond Registrar**” or the “**Paying Agent**”). Payment of interest on this Bond shall be made to

the registered owner and shall be paid in lawful money of the United States of America by check or draft mailed on the applicable Interest Payment Date to such registered owner as of the close of business on the 15th day of the calendar month (the “**Record Date**”) immediately preceding such Interest Payment Date at its address as it appears on the registration books (the “**Bond Register**”) of the District maintained by the Bond Registrar, or at such other address as is furnished in writing by such registered owner to the Bond Registrar.

Notwithstanding the foregoing, interest on this Bond shall be payable to any registered owner of more than \$500,000 in aggregate Principal of the Bonds of the same series as this Bond (including this Bond) by deposit of immediately available funds to the account of such registered owner maintained with the Paying Agent or transmitted by electronic transfer to such registered owner at an account maintained at a commercial bank located within the United States of America, if the Paying Agent receives from such registered owner written deposit or electronic transfer instructions not less than 15 days prior to the Record Date preceding the Interest Payment Date for which the deposit or electronic transfer is requested.

This Bond is one of a duly authorized series of bonds designated “The Metropolitan St. Louis Sewer District Wastewater System Improvement and Refunding Revenue Bonds, Series 2016C” (the “**Series 2016C Bonds**”), issued by the District pursuant to and in full compliance with the provisions of the Constitution and laws of the State of Missouri, including specifically, but without limitation, the District’s Charter (Plan), as amended. The Series 2016C Bonds have been authorized by a Master Bond Ordinance duly adopted by the District on April 22, 2004 and a supplemental Ordinance adopted by the District on December ___, 2016 (collectively, the “**Bond Ordinance**”) for the purpose of (a) refunding outstanding revenue obligations of the District, (b) financing the costs of constructing, improving, renovating, repairing, replacing and equipping new and existing District sewer facilities and system and (c) paying the costs of issuance of the Series 2016C Bonds. The Series 2016C Bonds are all issued under and equally and ratably secured by and entitled to the benefit of the Bond Ordinance. *Capitalized terms not defined herein are used with the meanings given to them in the Bond Ordinance.*

At the District’s option, the Series 2016C Bonds or portions thereof maturing on May 1, 20___ and thereafter may be called for redemption and payment prior to their Stated Maturity on May 1, 20___ and thereafter, in whole or in part on any date in such order of maturity as shall be determined by the District at the redemption price of 100% of the principal amount thereof plus accrued interest thereon to the redemption date.

The Series 2016C Bonds maturing on May 1, 20___ are subject to mandatory redemption and payment prior to maturity pursuant to the mandatory redemption requirements of the Bond Ordinance on May 1 of each year specified below, at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date:

<u>Year</u>	<u>Principal Amount</u>
20___	\$
20___ ⁺	
<hr style="width: 20%; margin: 0 auto;"/> +Final Maturity	

Notice of redemption, unless waived, is to be given by first class mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the registered owner of each Series 2016C Bond to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar. All such Series 2016C Bonds called for redemption and for the retirement of which funds are duly provided shall, on the redemption date

designated in such notice, become and be due and payable at the redemption price provided for redemption of such Series 2016C Bonds on such date, and interest on the Series 2016C Bonds or portions of Series 2016C Bonds so called for redemption shall cease to accrue, such Series 2016C Bonds or portions of Series 2016C Bonds shall cease to be entitled to any lien, benefit, or security under the Bond Ordinance, and the owners of such Series 2016C Bonds or portions of Series 2016C Bonds shall have no rights in respect thereof except to receive payment of the redemption price. Any defect in any notice of redemption shall not affect the validity of proceedings for the redemption of any Series 2016C Bonds.

The District has established a book-entry system of registration for the Series 2016C Bonds. Except as specifically provided otherwise in the Bond Ordinance, an agent will hold this Bond on behalf of the Beneficial Owner hereof. By acceptance of a confirmation of purchase, delivery, or transfer, the Beneficial Owner of this Bond shall be deemed to have agreed to such arrangement. While the Series 2016C Bonds are in the book-entry system of registration, the Bond Ordinance provides special provisions relating to the Series 2016C Bonds which override certain other provisions of the Bond Ordinance. This Bond is transferable by the registered owner at the principal corporate trust office of the Bond Registrar or at such other office designated by the Bond Registrar for such purpose, but only in the manner, subject to the limitations, and upon payment of the charges provided in the Bond Ordinance and upon surrender of this Bond. Upon such transfer, a new registered Bond or Bonds of the same series, maturity, interest rate, aggregate Principal amount, and tenor, of any authorized denomination or denominations, and bearing numbers not then outstanding, will be issued to the transferee in exchange for this Bond. The Series 2016C Bonds are issuable as fully registered Bonds in the denomination of \$5,000 or any integral multiple thereof. The Bond Registrar is not required to transfer or exchange any Series 2016C Bond after notice calling such Series 2016C Bond for redemption has been given or during the period of 15 days (whether or not a Business Day for the Bond Registrar, but excluding the redemption date and including such 15th day) immediately preceding the giving of such notice of redemption. Unless this Bond is presented by an authorized representative of The Depository Trust Company (“**DTC**”), a New York corporation, to the District or its agent for registration of transfer, exchange, or payment, and any Series 2016C Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

The Series 2016C Bonds and such other revenue bonds of the District as may in the future be issued on a parity therewith, are equally and ratably secured by pledge of the “**Pledged Revenues**” of the sanitary sewer system (the “**System**”) of the District, which is defined in the Bond Ordinance to include Net Operating Revenues, certain amounts payable by any provider of a Hedge Agreement pursuant to such Hedge Agreement, moneys and securities from time to time on deposit in the funds and accounts established in the Bond Ordinance, and earnings on investments made with the foregoing moneys and securities, excluding any amounts required in the Bond Ordinance to be set aside pending, or used for, rebate to the United States government pursuant to Section 148(f) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated with respect to any such rebate requirement.

THE SERIES 2016C BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE DISTRICT NOR A PLEDGE OF THE FAITH AND CREDIT OF THE DISTRICT. THE SERIES 2016C BONDS SHALL NOT BE PAYABLE FROM OR A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, NOR SHALL THE DISTRICT BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THIS BOND SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE DISTRICT TO PAY THIS BOND OR THE INTEREST HEREON, NOR TO ENFORCE PAYMENT OF THIS BOND AGAINST ANY

PROPERTY OF THE DISTRICT; NOR SHALL THIS BOND CONSTITUTE A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE DISTRICT, EXCEPT FOR THE PLEDGED REVENUES AND ANY OTHER FUNDS PLEDGED TO SECURE THE SERIES 2016C BONDS.

The District has covenanted and hereby covenants and agrees at all times while any Series 2016C Bonds are Outstanding and unpaid to prescribe, fix, maintain, and collect rates, fees, and other charges for the services, facilities, and commodities furnished by the System fully sufficient at all times to: (i) provide for 100% of the Expenses of Operation and Maintenance of the System and for the accumulation in the Revenue Fund of a reasonable reserve therefor, and (ii) produce Net Operating Revenues in each Fiscal Year which, together with Investment Earnings, will: (a) equal at least 125% of the Debt Service Requirement on all Senior Bonds then Outstanding for the year of computation and 115% of the Debt Service Requirement on all Bonds then Outstanding for the year of computation, (b) enable the District to make all required payments into the Debt Service Reserve Account and the Rebate Fund and to any Credit Facility Provider, any Reserve Account Credit Facility Provider, and any Qualified Hedge Provider, (c) enable the District to accumulate an amount to be held in the Renewal and Extension Fund which, in the judgment of the District, is adequate to meet the costs of major renewals, replacements, repairs, additions, betterments and improvements to the System, necessary to keep the same in good operating condition or as is required by any governmental agency having jurisdiction over the System, and (d) will remedy all deficiencies in required payments into any of the funds and accounts established under the Bond Ordinance from prior Fiscal Years.

The Bond Ordinance contains a more particular statement of the covenants and provisions securing the Series 2016C Bonds, the conditions under which the owner of this Bond may enforce covenants (other than the covenant to pay Principal of and interest on this Bond when due from the sources provided, the right to enforce which is unconditional), the conditions upon which additional revenue bonds may be issued on a parity or achieve parity status with this Bond under the Bond Ordinance, and the conditions upon which the Bond Ordinance may be amended with the consent of the owners of a majority in aggregate Principal of the Bonds of each class (senior and subordinate) Outstanding or the issuer of any Credit Facility, if any, of such Bonds. Upon the occurrence of an Event of Default under the Bond Ordinance, the owner of this Bond shall be entitled to the remedies provided by the Bond Ordinance.

It is hereby certified, recited, and declared that all acts, conditions, and things required to exist, happen, and be performed precedent to and in the issuance of this Bond do exist, have happened, and have been performed in due time, form, and manner as required by law.

This Bond shall not be entitled to any security or benefit under the Bond Ordinance or become valid or obligatory for any purpose until the certificate of authentication hereon shall have been duly executed by the Bond Registrar.

IN WITNESS WHEREOF, the District has caused this Bond to be executed by the manual or facsimile signature of the Chairman of the Board of Trustees of the District or the Chief Officer of the District and attested by the manual or facsimile signature of the Attesting Officer of the District and has caused the official seal of the District to be affixed hereto or imprinted hereon.

**THE METROPOLITAN ST. LOUIS
SEWER DISTRICT**

(SEAL)

By: _____
Executive Director

ATTEST:

Secretary-Treasurer

BOND REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the bonds of the series described in the within mentioned Bond Ordinance.

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Bond Registrar**

By: _____
Authorized Signatory

Date of Registration
and Authentication:

_____, _____

The following abbreviations, when used in the inscription on this Bond or in the assignment below, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common
and not as community property

UNIF TRANS
MIN ACT - _____ Custodian _____
(Custodian) (Minor)

under Uniform Transfers to Minors Act _____
(State)

Additional abbreviations may be used although not in the above list.

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

(Print or Typewrite Name, Address and Social Security Number
or Taxpayer Identification Number of Assignee)

the within Bond of The Metropolitan St. Louis Sewer District and does hereby irrevocably constitute and appoint _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Notice: The signature on this assignment must correspond with the name as it appears on the face of the within Bond in every particular without alteration or enlargement or any change whatsoever.

Signature Guaranteed By:

Name of Eligible Guarantor Institution as defined by SEC Rule 17 Ad-15 (12 CFR 240.17 Ad-15) or any similar rule which the Bond Registrar deems applicable

By: _____
Title: _____

LEGAL OPINION

The following is a true and correct copy of the approving legal opinion of Gilmore & Bell, P.C. and White Coleman & Associates, LLC, Co-Bond Counsel, which was dated and issued as of the date of original issuance and delivery of the Series 2016C Bonds:

GILMORE & BELL, P.C.
One Metropolitan Square, Suite 2350
211 North Broadway
St. Louis, Missouri 63102

WHITE COLEMAN & ASSOCIATES, LLC
500 North Broadway, Suite 1300
St. Louis, Missouri 63102

(LEGAL OPINION OF CO-BOND COUNSEL)

EXHIBIT B

CONTINUING DISCLOSURE AGREEMENT

[On file in the Office of the Secretary-Treasurer.]

EXHIBIT C

ESCROW AGREEMENT

[On file in the Office of the Secretary-Treasurer.]

EXHIBIT D

PURCHASE CONTRACT

[On file in the Office of the Secretary-Treasurer.]

EXHIBIT E

FORM OF REQUISITION--PROJECT FUND

Request No: _____

Date: _____

REQUISITION

(PROJECT FUND)

To: U.S. Bank, N.A., as Depository
St. Louis, Missouri

Re: The Metropolitan St. Louis Sewer District, Wastewater System Improvement and Refunding Revenue Bonds, Series 2016C

Ladies and Gentlemen:

You are hereby authorized and directed as Depository under Ordinance No. _____ adopted by the Board of Trustees of The Metropolitan St. Louis Sewer District (the "District") on December ____, 2016 (the "Ordinance") to pay the following items from moneys in the Project Fund pursuant to **Article IV** of the Ordinance:

Check Applicable Account:

- Series 2016C Costs of Issuance Account
- Series 2016C Project Account

Payee

Amount

Description

The undersigned hereby certifies in connection with this Requisition:

(1) Each item listed above is a Cost of the Project (as defined in the Bond Ordinance);

(2) Each item listed above is an obligation that has been incurred by the District, is a proper charge against the Project Fund, has not been paid or has been paid and the District seeks reimbursement, and the bill or statement of account for such obligation, or a copy thereof, is on file in the office of the District;

(3) The undersigned has no notice of any vendor's, mechanic's, or other liens or rights to liens, chattel mortgages, or conditional sales contracts which should be satisfied or discharged before such payment is made; and

(4) This Requisition contains no item representing payment on account of any retained percentages which the District is, at the date hereof, entitled to retain.

THE METROPOLITAN ST. LOUIS SEWER DISTRICT

By: _____
Printed Name: _____
Title: _____

EXHIBIT F

PRELIMINARY OFFICIAL STATEMENT

[On file in the Office of the Secretary-Treasurer.]