

A RESOLUTION AMENDING A RESOLUTION AUTHORIZING THE ISSUANCE OF \$2,710,000 PRINCIPAL AMOUNT OF SEWERAGE SYSTEM REVENUE BONDS (STATE REVOLVING FUND PROGRAM) SERIES 2007 OF THE BOONE COUNTY REGIONAL SEWER DISTRICT; EXTENDING THE MATURITY OF THE BONDS; AND PRESCRIBING OTHER RELATED MATTERS.

WHEREAS, the Boone County Regional Sewer District (the "District"), is a public sewer district organized and existing under the constitution and laws of the State of Missouri; and

WHEREAS, the District now owns and operates a revenue producing sewerage system, serving the District, its inhabitants and others within its service area, including connected and related appurtenances and facilities and extensions, improvements, additions and enlargements made or acquired by the District after the date of this Resolution (the "System"); and

WHEREAS, pursuant to a resolution adopted by the Board of Trustees (the "Governing Body") of the District on October 16, 2007 (the "Series 2007 Bond Resolution"), the District issued its Sewerage System Revenue Bonds (State Revolving Fund Program) Series 2007, in the original principal amount of \$2,710,000, dated November 15, 2007 (the "Bonds"), for the purpose of providing funds to extend and improve the System; and

WHEREAS, the District hereby finds that it is necessary and advisable to extend the maturity of the Bonds and amend the Series 2007 Bond Resolution as provided herein; and

WHEREAS, Section 1201 of the Series 2007 Bond Resolution authorizes amendments to the Bonds and the Series 2007 Bond Resolution with the written consent of the State Environmental Improvement and Energy Resources Authority (the "Authority"), the Missouri Department of Natural Resources ("DNR") and UMB Bank, N.A. (the "Trustee"), as trustee for the Authority's Water Pollution Control and Drinking Water Revenue Bonds (State Revolving Funds Programs) Series 2007B, issued pursuant to a Bond Indenture dated as of November 1, 2007, as amended and supplemented, by and between the Authority and the Trustee; and

WHEREAS, the Authority, as the sole registered owner of the Bonds, DNR and the Trustee have consented to the amendments to the Bonds and the Series 2007 Bond Resolution set forth herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE BOONE COUNTY REGIONAL SEWER DISTRICT, AS FOLLOWS:

Section 1. Definition of Words and Terms.

(a) Capitalized terms used herein and not otherwise defined or modified herein shall have the meanings assigned to such terms in the Series 2007 Bond Resolution.

(b) Section 101 of the Series 2007 Bond Resolution is hereby amended by inserting the following definitions:

"Accumulated Revenues" means, for any fiscal year, the amount of funds on deposit in the Budget Stabilization Account and designated by resolution of the Governing Body of the District to be used to pay debt service on the Bonds and any Outstanding System Revenue Bonds, respectively, and/or the Current Expenses of operating and maintaining the System for such fiscal year.

“BABs Interest Subsidy Payments” means any payments to be received by the District from the U.S. Department of the Treasury under Section 54AA or Section 6431 of the Internal Revenue Code of 1986, as amended, in connection with the payments of interest on System Revenue Bonds.

“Budget Stabilization Account” means the account designated as such and created in Section 404.

“Subsidy Payments” means the BABs Interest Subsidy Payments, the SRF Subsidy and any similar interest subsidy payments provided through a federal or State program that reduces the interest expense on System Revenue Bonds during the applicable calculation period.

Section 2. Maturity Schedule. Section 2 of the Certificate of Final Terms attached as Exhibit C to the Series 2007 Bond Resolution is hereby amended and restated as follows:

2. Maturity Schedule – Section 203. The Bonds will mature on the dates and in the amounts and bear interest at the rates as follows:

<u>Maturity January 1</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2009	\$ 90,000	4.0000%
2010	90,000	5.0000
2011	95,000	4.0000
2012	100,000	4.0000
2013	105,000	4.0000
2014	110,000	4.0000
2015	115,000	4.0000
2016	115,000	4.0000
2017	120,000	4.0000
2018	125,000	4.2500
2019	135,000	5.0000
2020	140,000	4.0000
2021	145,000	4.1250
2022	150,000	4.6250
2023	67,000	4.6250
2024	67,000	4.7500
2025	67,000	4.7500
2026	67,000	4.7500
2027	67,000	4.7500
2028	67,000	5.0000
2029	67,000	1.5615
2030	67,000	1.5615
2031	67,000	1.5615
2032	67,000	1.5615
2033	67,000	1.5615
2034	67,000	1.5615
2035	67,000	1.5615
2036	67,000	1.5615

<u>Maturity</u> <u>January 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>
2037	\$67,000	1.5615%
2038	70,000	1.5615

Section 3. Replacement Bond. Bond No. R-1 is hereby authorized to be replaced by Bond No. R-2, reflecting the amendments authorized herein. The Chairman of the Board of Trustees and the Secretary of the Board of Trustees are hereby authorized and directed to prepare and execute Bond No. R-2 as herein specified, and when duly executed, to deliver Bond No. R-2 to the Paying Agent for authentication. Bond No. R-2 shall be signed by the manual or facsimile signature of the Chairman of the Board of Trustees, attested by the manual or facsimile signature of the Secretary of the Board of Trustees, and shall have the official seal of the District affixed thereto or imprinted thereon. In case any officer whose signature appears on any Bond ceases to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, as if such person had remained in office until delivery.

Section 4. Establishment of the Budget Stabilization Account. The Series 2007 Bond Resolution is hereby amended by inserting the following Section 404:

Section 404. Establishment of the Budget Stabilization Subaccount. The District hereby establishes in the treasury of the District the Budget Stabilization Account, which will be maintained and administered by the District under this Resolution while any of the Bonds and the System Revenue Bonds are Outstanding.

Section 5. Application of Moneys in Funds and Accounts. Section 602 of the Series 2007 Bond Resolution is hereby amended and restated as follows:

Section 602. Application of Moneys in Funds and Accounts.

(a) The District will apply moneys in the Revenue Fund on the dates, in the amounts and in the order as follows:

(1) *Operation and Maintenance Account.* On the first day of each month, to the Operation and Maintenance Account an amount sufficient to pay the estimated cost of operating and maintaining the System during the month, which amount shall include (i) on the dates required by the Outstanding Parity Bond Resolution, the amounts required to pay the fees described in the Outstanding Parity Bond Resolution, if any, and (ii) on the dates required by Section 211(a), transfers to the Paying Agent for further deposit to the Administrative Expense Fund, the amounts required to pay the Administrative Fee and the Paying Agent's Fees and expenses, the District's Allocable Portion of the Trustee's Fee, if any, and the District's Allocable Portion of the Master Trustee's Disclosure Fee, if any;

(2) *Debt Service Account and Interest Account and the Principal Account.* On the 25th day of each month, on a parity basis (i) to the Outstanding Parity Bond Debt Service Account the amount required under the Outstanding Parity Bond Resolution and (ii) the following amounts to the Trustee for credit to the Interest Account and the Principal Account:

(A) to the Interest Account, on January 25, 2008 and each monthly payment date thereafter 1/6 of the amount of interest due on the Bonds on the next Interest Payment Date, with these monthly payments to be reduced as follows:

(I) the balance in the State Match Portion Debt Service Account and the Leveraged Portion Debt Service Account on an Interest Payment Date after the payment of the principal of and interest due on the Authority Bonds on the Interest Payment Date will be credited against the next succeeding monthly payment or payments; and

(II) the projected investment earnings on the Construction Account and the Reserve Account for the current Interest Period and actual investment earnings for the prior Interest Period reduced by estimated earnings for the preceding Interest Period that were previously credited, as set forth in the Trustee's semiannual notice to the District, will be credited in equal installments against the monthly payments due prior to the next Interest Payment Date; and

(B) to the Principal Account, on January 1, 2009 and each monthly payment date thereafter, 1/12 of the principal due on the Bonds on the next succeeding principal payment date, whether at maturity or upon mandatory sinking fund redemption. If the Initiation of Operation specified in the certificate delivered by the District under Section 3.5 of the Purchase Agreement is earlier than the expected Initiation of Operation on the District's signature page to the Purchase Agreement, (i) the first monthly installment of principal will be paid no later than the monthly payment date which is not more than 12 months after the Initiation of Operation, and (ii) on the monthly payment date which is not more than 30 years after the Initiation of Operation, all remaining unpaid principal installments will be paid;

(3) *Debt Service Reserve Account.* On the first day of each month, to the Outstanding Parity Bond Debt Service Reserve Account as required by the Outstanding Parity Bond Resolution and, if the Trustee has withdrawn moneys from the Reserve Account (other than investment earnings or the amount transferred from the Reserve Account upon the payment of principal on the Bonds), to the Reserve Account all available moneys until the Reserve Account has been replenished;

(4) *Depreciation and Replacement Account.* On the first day of each month, to the Depreciation and Replacement Account, the amount required by the User Charge Resolution (if the Outstanding Parity Bonds are outstanding, any deposits made pursuant to this paragraph are subject to the applicable restrictions in the Outstanding Parity Bond Resolution);

(5) *Budget Stabilization Account.* On the first day of each month, to the Budget Stabilization Account, an amount equal to no less than 1/12th of the annually designated amount of Accumulated Revenues as established by resolution

of the Governing Body of the District until the amount on deposit in said account aggregates the annually designated amount of Accumulated Revenues; and

(6) *Surplus Account.* On the first day of each month, the remaining balance to the Surplus Account.

(b) If the amounts in the Revenue Fund and the Budget Stabilization Account are not sufficient to make the payments at the time required to be made by the District to the Interest Account, the Principal Account and the Outstanding Parity Bond Debt Service Account, the District will apply the remaining balance in the Revenue Fund on a proportionate basis (based upon the outstanding principal amounts of the Bonds and the Outstanding Parity Bonds) to the Principal Account, the Interest Account and the Outstanding Parity Bond Debt Service Account.

(c) If the amounts in the Revenue Fund and the Budget Stabilization Account are not sufficient to make the payments at the time required to be made by the District to the Reserve Account and to the Outstanding Parity Bond Debt Service Reserve Account, the District will divide the balance in the Revenue Fund between the Reserve Account and the Outstanding Parity Bond Debt Service Reserve Account on a proportionate basis (based upon the outstanding principal amounts of the Bonds and the Outstanding Parity Bonds).

(d) Except as provided in Section 603, moneys in the Depreciation and Replacement Account will be used by the District for the purpose of making replacements and repairs to the System in order to keep the System in good repair and working order and to assure the continued effective and efficient operation of the System. This provision will not be construed to modify any more restrictive provision of the Outstanding Parity Bond Resolution for the use of moneys in the Depreciation and Replacement Account.

(e) Moneys in the Surplus Account are to be expended for the following purposes as determined by the Governing Body:

(1) paying the cost of the operation, maintenance and repair of the System to the extent necessary after the application of the moneys held in the Operation and Maintenance Account and in the Depreciation and Replacement Account;

(2) paying the cost of extending, enlarging or improving the System;

(3) preventing default in, anticipating payments into or increasing the amounts in the accounts confirmed or established in Section 401, the Principal Account, the Interest Account, the Reserve Account, the Budget Stabilization Account or the Depreciation and Replacement Account, or establishing or increasing the amount of any debt service account or debt service reserve account created by the District for the payment of any System Revenue Bonds subsequently issued; or

(4) redeeming and paying prior to maturity, or, at the option of the District, purchasing in the open market at the best price obtainable not exceeding the call price (if any bonds are callable), the Bonds the Outstanding Parity Bonds or any other System Revenue Bonds of the District hereafter issued under the

conditions hereinafter specified and standing on parity with the Bonds, including principal, redemption premium, if any, and interest.

(f) All amounts paid and credited to the Operation and Maintenance Account will be expended solely for the purpose of paying the Current Expenses of the System.

(g) If the deposits to the Operation and Maintenance Account (the "OM Deposits") required under this Section are greater than the OM Deposits required in the User Charge Resolution, the OM Deposits under the User Charge Resolution will be deemed a credit toward OM Deposits required under this Section. If the OM Deposits required under this Section are less than those required in the User Charge Resolution, OM Deposits under this Section will be deemed a credit to OM Deposits required under the User Charge Resolution.

Section 6. Deficiency of Payments into Funds and Accounts. Section 603 of the Series 2007 Bond Resolution is hereby amended and restated as follows:

Section 603. Deficiency of Payments into Funds and Accounts.

(a) If the Revenues are insufficient to make any payment on any date specified in this Article, the District will make good the amount of the deficiency by making additional payments out of the first available Revenues for application in the order specified in Section 602.

(b) If the moneys in the Outstanding Parity Bond Debt Service Account, the Outstanding Parity Bond Debt Service Reserve Account, the Principal Account, the Interest Account, the Reserve Account and the Budget Stabilization Subaccount are not sufficient to pay the principal of and interest on the Outstanding Parity Bonds and the Bonds as and when the same become due, the District will apply moneys in the Surplus Account and the Depreciation and Replacement Account on a proportionate basis (based upon the outstanding principal amounts of the Bonds and the Outstanding Parity Bonds) to the Principal Account, the Interest Account and the Outstanding Parity Bond Debt Service Account to prevent any default in the payment of the principal of and interest on the Bonds and the Outstanding Parity Bonds.

Section 7. Transfer of Funds to Paying Agent. Section 604 of the Series 2007 Bond Resolution is hereby amended and restated as follows:

Section 604. Transfer of Funds to Paying Agent. The officers of the District, including the Chairman of the Board of Trustees, the Secretary of the Board of Trustees, the General Manager and the District Manager, Finance & Administration, are authorized and directed to make the payments to the Principal Account and the Interest Account as provided in Section 602 (which authorization includes withdrawals from the Budget Stabilization Account, and, to the extent necessary to prevent a default in the payment of the Bonds, withdrawals from the Surplus Account and from the Depreciation and Replacement Account as provided in Sections 602 and 603), sums sufficient to pay the Bonds when due, and to forward amounts to the Paying Agent in a manner which ensures the Paying Agent will have sufficient available funds on or before the second Business Day immediately preceding the dates when payments on the Bonds are due. Upon the payment of all principal and interest on the Bonds, the Paying Agent will return any excess funds to

the District. Except as otherwise provided in the Indenture, all moneys deposited by the District with the Paying Agent are subject to the provisions of this Resolution.

Section 8. Rate Covenant. Section 802 of the Series 2007 Bond Resolution is hereby amended and restated as follows:

Section 802. Rate Covenant. The District will fix, establish, maintain and collect rates, fees and charges for the use and services furnished by or through the System to produce income and revenues sufficient to (a) pay the costs of the operation and maintenance of the System; (b) pay the principal of and interest on the Bonds as and when due; (c) enable the District to have in each Fiscal Year Net Revenues plus Accumulated Revenues, if any, of not less than 110% of the amount required to be paid by the District in the Fiscal Year on account of both principal of and interest on all System Revenue Bonds at the time outstanding, provided that (i) interest on any System Revenue Bonds will be reduced by Subsidy Payments, if any, and (ii) principal and/or interest on any System Revenue Bonds will be reduced by amounts deposited in trust or escrowed for the payment thereof with the Owner or commercial bank or trust company located in the State of Missouri having full trust powers and acting as trustee or escrow agent and that are reasonably expected to be used for the payment of principal and/or interest on any System Revenue Bonds during the calculation period; and (d) provide reasonable and adequate reserves for the payment of the Bonds and the interest thereon and for the protection and benefit of the System as provided in this Resolution. The District will require the prompt payment of accounts for service rendered by or through the System and will promptly take whatever action is legally permissible to enforce and collect delinquent charges. Each Fiscal Year, the District shall review the rates, fees and charges for the use and services furnished by or through the System and revise such rates, fees and charges as necessary to ensure that the System generates Net Revenues sufficient to meet the requirements of this Section, taking into consideration available Accumulated Revenues, if any.

Section 9. Parity Lien Bonds or Obligations. Section 902 of the Series 2007 Bond Resolution is hereby amended and restated as follows:

Section 902. Parity Lien Bonds or Obligations.

(a) The District will not issue any additional bonds or other long-term obligations payable out of the Net Revenues of the System that stand on parity or equality with the Bonds unless the following conditions are met:

(1) the District is not in default in the payment of principal or interest on the Bonds or any Parity Bonds or in making any deposit into the funds and accounts under this Resolution or any Parity Resolution; and

(2) the District provides to the Owner a certificate showing either of the following:

(A) the average annual Net Revenues plus Accumulated Revenues, if any, as set forth in the two most recent annual audits for Fiscal Years preceding the issuance of additional bonds, are at least 110% of the average annual debt service on the System Revenue Bonds, including the additional bonds proposed to be issued, to be paid out of the Net Revenues in all succeeding Fiscal Years. Interest to be paid on any System Revenue

Bonds will be reduced by Subsidy Payments, if any. Principal and/or interest to be paid on any System Revenue Bonds will be reduced by amounts deposited in trust or escrowed for the payment thereof with the Owner or commercial bank or trust company located in the State of Missouri having full trust powers and acting as trustee or escrow agent and that are reasonably expected to be used for the payment of principal and/or interest on any System Revenue Bonds during the calculation period. If the District has made any increase in rates for the use and services of the System and the increase has not been in effect during all of the two Fiscal Years for which annual audits are available, the District may add to the audited Net Revenues the additional Net Revenues that would have resulted if the rate increase had been in effect for the entire period, as certified by a Consultant; or

(B) the estimated average annual Net Revenues for the two Fiscal Years immediately following the issuance of the additional bonds or, if improvements are to be made to the System with the proceeds of the additional bonds, for the two Fiscal Years immediately following the Fiscal Year in which the improvements to the System being financed by the additional bonds are to be in commercial operation, as certified by a Consultant, plus Accumulated Revenues, if any, as set forth in the most recent annual audit for the Fiscal Year preceding the issuance of additional bonds, is at least 110% of the average annual debt service on the System Revenue Bonds, including the additional bonds proposed to be issued, to be paid out of the Net Revenues in succeeding Fiscal Years following the commencement of commercial operation of the improvements. Interest to be paid on any System Revenue Bonds will be reduced by Subsidy Payments, if any. Principal and/or interest to be paid on any System Revenue Bonds will be reduced by amounts deposited in trust or escrowed for the payment thereof with the Owner or commercial bank or trust company located in the State of Missouri having full trust powers and acting as trustee or escrow agent and that are reasonably expected to be used for the payment of principal and/or interest on any System Revenue Bonds during the calculation period. In determining the amount of estimated Net Revenues for the purpose of this subsection, a Consultant may adjust the estimated net income and revenues by adding the estimated increase in Net Revenues resulting from any increase in rates for the use and services of the System approved by the District and to become effective during the two Fiscal Years immediately following the Fiscal Year in which the improvements to the System being financed by the additional bonds are to be in commercial operation.

(b) If the conditions set forth in this Section are satisfied, the District (i) may issue additional revenue bonds or other obligations of the District on a parity with the Bonds and that enjoy complete equality of the lien on the Net Revenues with the Bonds, (ii) may make equal provision for paying the additional revenue bonds or other obligations from the Revenue Fund, and (iii) may secure the additional revenue bonds or other obligations by funding reasonable System debt service accounts and debt service reserve accounts from the Net Revenues.

Section 10. Ratification of Series 2007 Bond Resolution. Except as otherwise provided in this Resolution, the provisions of the Series 2007 Bond Resolution are hereby ratified, approved and confirmed.

Section 11. Further Authority. The officers of the District, including the Chairman of the Board of Trustees, the Secretary of the Board of Trustees, the General Manager and the District Manager, Finance & Administration, are authorized and directed to execute all documents and take the actions as are necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial changes in the documents approved by this Resolution which they may approve. The execution of any document or taking of any related action constitutes conclusive evidence of the necessity or advisability of the action or change.

Section 12. Electronic Transactions. The transactions described in this Resolution and the Bonds may be conducted and related documents may be stored, received and delivered by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 13. Severability. If any section or other part of this Resolution is for any reason held invalid, the invalidity will not affect the validity of the other provisions of this Resolution.

Section 14. Governing Law. This Resolution is governed by and will be construed in accordance with the laws of the State.

Section 15. Effective Date. This Resolution shall take effect and be in full force from and after its passage by the Governing Body.

[Remainder of Page Intentionally Left Blank]

PASSED by the Board of Trustees of the Boone County Regional Sewer District, this 21st day of June, 2022.

Chairman of the Board of Trustees

(SEAL)

ATTEST:

Secretary of the Board of Trustees

[2007]