

DISTRICT'S CLOSING CERTIFICATE FOR 2023 BONDS

Not to Exceed \$147,000
Boone County Regional Sewer District
Sewerage System Revenue Bonds
(State of Missouri – Direct Loan Program)
Series 2023

We, the undersigned, are the duly qualified and authorized officials of the Boone County Regional Sewer District (the “District”), and we hereby certify as of [**CLOSING DATE**] in connection with the issuance of the above-described bonds (the “Bonds”) as follows:

1. Meaning of Words and Terms. Capitalized words and terms used in this Certificate, unless otherwise defined in this Certificate or the context requires otherwise, have the same meanings ascribed to such words and terms in the resolution authorizing the Bonds adopted by the governing body of the District (the “Resolution”).

2. Organization and Authority. The District is a public sewer district organized and existing under the Constitution and laws of the State of Missouri. The District has complied with all provisions of the Constitution and the laws of the State of Missouri, and has full power and authority to consummate all transactions contemplated by the Resolution and any and all other agreements relating thereto.

3. Transcript of Proceedings; Resolution. The transcript of proceedings (the “Transcript”) relating to the authorization and issuance of the Bonds furnished to the Missouri Department of Natural Resources (“DNR”), as the purchaser of the Bonds, is to the best of our knowledge, information and belief full, correct and complete; none of such proceedings have been modified, amended or repealed; and the facts as are stated in the Transcript still exist. The copy of the Resolution included in the Transcript (a) constitutes a full, true and correct copy of the Resolution duly passed by the Board of Trustees of the District at a meeting duly held, after proper notice thereof, on June 20, 2023; (b) said Resolution has not been modified, amended or repealed, and is in full force and effect as of the date hereof; and (c) said Resolution is the same as is on file in the office of the Secretary of the Board of Trustees.

4. Meetings. All meetings of the governing body of the District as shown in the Transcript were called and held as shown in the Transcript. All such meetings were open to the public and a quorum was present and acted throughout, and proper notice of all such meetings was given in the manner required by law, including Chapter 610 of the Revised Statutes of Missouri, as amended.

5. Incumbency of Officers. The following named persons were the duly qualified and acting officials of the District at all times during which such persons participated in the proceedings authorizing the Bonds as shown in the Transcript:

<u>2008 ELECTION</u>		<u>CURRENT</u>	
<u>Name</u>	<u>Title</u>	<u>Name</u>	<u>Title</u>
Richard L. Bock	Chairman	Randy Chann	Chairman
Randy Chann	Vice Chairman	John Massey	Vice Chairman
Debbie Schnedler	Secretary	Debbie Schnedler	Secretary
David Shorr	Trustee	John L. Whiteside	Trustee
Karen Miller	Trustee	Justin Aldred	Trustee
Lesley Oswald	Assistant Secretary	Sandi Clark	Assistant Secretary

6. Execution of Bonds. The Bonds in the maximum principal amount of \$147,000, consisting of one fully-registered bond in the denomination of \$100,000 or any integral multiple of \$0.01 in excess thereof, or if the principal amount of the Bonds is less than \$100,000, then an amount equal to the principal amount of the Bonds, have been duly signed and executed by the manual signatures of the Chairman and the Secretary of the Board of Trustees as the duly qualified, constituted and authorized officials of the District. On the date of the Bonds, and on the date when the Bonds were executed, such officials were and at the date hereof are the officials indicated by their signatures on the Bonds and on this Certificate, respectively. The signatures of such officials on the Bonds are their true and genuine signatures, and the seal affixed to or imprinted on the Bonds was and is the duly authorized seal of the District and was affixed to or imprinted on the Bonds by the authority and direction of the governing body of the District, and is the seal affixed to or imprinted on this Certificate.

7. Outstanding Revenue Obligations. As of the date hereof, the District does not have outstanding any bonds or other obligations payable out of the Net Revenues derived from the operation of the System other than the Bonds and the Outstanding Parity Bonds. No event has occurred and is continuing which, with the passage of time or the giving of notice, would constitute a breach of or an event of default under the Resolution or the Outstanding Parity Bond Resolution.

8. Sale of Bonds. The Bonds have been sold on a negotiated basis at a rate not exceeding 10% per annum, and at a price of 100% of the par value thereof, in compliance with the requirements of Section 108.170 of the Revised Statutes of Missouri, as amended.

9. Execution of Documents. The following documents (the “District Documents”) have been executed and delivered in the name and on behalf of the District by its duly authorized officers, pursuant to and in full compliance with the Resolution; the copies of the District Documents contained in the Transcript are true, complete and correct copies or counterparts of the District Documents as executed and delivered by the District and are in substantially the same form and text as the copies of the District Documents that were before the governing body of the District and approved by the Resolution; and the District Documents have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

(a) Purchase Agreement dated as of July 1, 2023 (the “Purchase Agreement”), between the District and the Missouri Department of Natural Resources (“DNR”);

(b) Escrow Trust Agreement dated as of July 1, 2023 (the “Escrow Agreement”), between UMB Bank, N.A., as Paying Agent (the “Paying Agent”) under the Resolution, and the District; and

(c) Grant Agreement.

10. Representations and Warranties Required by the Purchase Agreement. The District has duly performed all of its obligations required to be performed at or prior to the date of this Closing Certificate by the Purchase Agreement and each of the District’s representations and warranties contained in the Purchase Agreement are true as of the date hereof.

11. No Litigation. There is no litigation, suit or other proceeding of any kind pending, or to our knowledge, after due investigation, threatened, (a) that is seeking to restrain or enjoin the issuance or delivery of the Bonds; (b) that is contesting, disputing or affecting in any way (1) the legal organization of the District or its boundaries, (2) the right or title of any of its officers to their respective offices, (3) the legality of any of its official acts shown to have been done in the Transcript, (4) the constitutionality or validity of the Bonds or the obligations represented by the Bonds, or any of the proceedings had in relation

to the authorization, issuance or sale thereof, (5) the legality, validity or enforceability of the Resolution or the District Documents, or (6) the imposition and collection of rates, fees or charges to pay the principal of and interest on the Bonds; or (c) that could have a material adverse effect on the financial condition or operations of the District or its ability to make payments on the Bonds or to perform its agreements and obligations under the Resolution or any of the District Documents.

12. Request to Authenticate and Deliver Bonds. The Paying Agent is hereby requested and authorized pursuant to the Resolution, to authenticate the Bonds in the maximum principal amount of \$147,000 in authorized denominations under the Resolution and registered in such names as shall be specified by DNR, and to deliver the Bonds to DNR upon payment for the account of the District of the initial Purchase Price Installment for the Bonds.

13. Receipt for Purchase Price; Initial Deposits.

(a) The District hereby acknowledges receipt on the date hereof from DNR the initial Purchase Price Installment of the Bonds in the amount of \$16,382.00, which amount has been transferred to the Paying Agent for further deposit as set forth below.

(b) The Paying Agent is authorized and directed to deposit and apply amounts received into the Funds established under the Escrow Agreement as follows:

(i) \$16,382.00 into the Administrative Expense Fund (for application as set forth in the attached Schedule 1); and

(ii) \$0.00, the balance of the initial Purchase Price Installment, into the Construction Fund.

14. Parity Bonds. The Bonds are issued on a parity with the Outstanding Parity Bonds.

15. M.A.P. Filing Authorization. The District hereby authorizes Gilmore & Bell, P.C., to file the information required by Section 37.850 of the Revised Statutes of Missouri, as amended, on the Missouri Accountability Portal website maintained by the State of Missouri Office of Administration.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the District has caused this Certificate to be signed by its duly authorized officers or signatories as of the day and year first above written.

Signature

Official Title

Chairman of the Board of Trustees

(SEAL)

Secretary of the Board of Trustees

SCHEDULE 1 TO DISTRICT'S CLOSING CERTIFICATE

APPLICATION OF ADMINISTRATIVE EXPENSE FUND CLOSING DEPOSIT

<u>Description</u>	<u>Payee</u>	<u>Amount</u>
Master Trust Bonds Expense	DNR (per Escrow Agreement)	\$ 882.00
Local Bond Counsel Fee and Exp.	Gilmore & Bell, P.C.	6,000.00
DNR Program Counsel Fee and Exp.	Gilmore & Bell, P.C.	8,500.00
Paying Agent Acceptance Fee	UMB Bank, N.A.	<u>1,000.00</u>
Total		<u>\$16,382.00</u>