

NOTICE OF BOND SALE

\$120,000,000*
THE METROPOLITAN ST. LOUIS SEWER DISTRICT
WASTEWATER SYSTEM REVENUE BONDS
SERIES 2020B

Bids. Electronic bids for the purchase of \$120,000,000* principal amount of Wastewater System Revenue Bonds, Series 2020B (the “Series 2020B Bonds”), of The Metropolitan St. Louis Sewer District (the “District”), will be received on an all-or-none basis, **until 10:15 a.m., Central Time**, on

THURSDAY, DECEMBER 3, 2020
(the “Sale Date”)

All proposals must be submitted electronically through *PARITY*[®] as further described herein. No oral or auction bids will be considered. All bids will be read and evaluated at that time and place, and the award of the Series 2020B Bonds, if any, to the successful bidder (the “Successful Bidder”) will be made on the Sale Date.

Pre-Bid Revisions. The District reserves the right to issue a Supplemental Notice of Bond Sale not later than 24 hours prior to the sale date via *PARITY*[®] (“Supplemental Notice”). If issued, the Supplemental Notice may modify (a) the maturity amounts and/or maturity dates of the Series 2020B Bonds and/or (b) such other terms of this Notice of Bond Sale as the District determines. Any such modifications will supersede the maturities and such other terms as set forth herein.

Alternative Sale Date. The District reserves the right to cancel or change, from time to time, the date or time established for the receipt of bids and in such event, the cancellation or change will be announced via *PARITY*[®] at least 24 hours prior to the time established for the receipt of bids. On such alternative sale date, bidders shall submit bids for the purchase of the Series 2020B Bonds in conformity with the provisions of this Notice of Bond Sale, subject to any pre-bid revisions announced via *PARITY*[®] as provided under the caption “**Pre-Bid Revisions**” above.

Adjustment of Issue Size and Maturity Amounts. The District reserves the right to increase or decrease the total principal amount of the Series 2020B Bonds and increase or decrease the principal amount of any maturity, depending on the purchase price and interest rates bid and the offering prices specified by the Successful Bidder. Such adjustments to the principal amounts may be made by the District in order to properly size the issuance of the Series 2020B Bonds. **The Successful Bidder of the Series 2020B Bonds may not withdraw its bid or change the interest rates bid as a result of any changes made to the total principal amount of the Series 2020B Bonds or principal of any maturity thereof as described herein.** If there is a change in the final total principal amount of the Series 2020B Bonds or a change in the schedule of principal payments thereof as described above, the District will notify the Successful Bidder by means of telephone or e-mail no later than 11:30 a.m., Central Time on the Sale Date. In the event that the maturity amounts of the Series 2020B Bonds are adjusted, the purchase price thereof will be adjusted to ensure that the percentage net compensation (i.e., the percentage resulting from dividing (i) the aggregate difference between the offering price of the Series 2020B Bonds to the public and the price to be paid to the District by (ii) the principal amount of the Series 2020B Bonds) remains constant.

* Preliminary, subject to change as provided under the captions “**Pre-Bid Revisions**” and “**Adjustment of Issue Size and Maturity Amounts**” herein.

Minority, Women and Disadvantaged Business Enterprises. The District has established as its policy the creation of opportunities for minority business enterprises, women business enterprises and disadvantaged business enterprises in District projects and procurement. The District encourages bidders to include in the formation of underwriting syndicates minority, women and disadvantaged business enterprises. The District requests that bidding firms provide with their bid a listing of syndicated members including any minority, women and disadvantaged business enterprises participating. Minority, women and disadvantaged business enterprises included in the syndicate of the Successful Bidder may be requested to provide a confidential letter to the District describing their participation in the syndicate of the Successful Bidder. For purposes of this Notice of Bond Sale, the term minority, women and disadvantaged business enterprise means a business which is at least 51% owned by one or more minority, women or disadvantaged business persons, whose management and daily business operation are independently controlled by one or more of such minority, women or disadvantaged business persons and which performs a commercially useful function and is legally licensed as an underwriter of tax-exempt securities.

Capitalized Terms. Any capitalized terms not defined herein shall have the meanings ascribed for them in the Preliminary Official Statement, hereinafter described.

Terms of the Bonds. The Series 2020B Bonds will consist of fully-registered bonds in the denomination of \$5,000 or any integral multiple thereof. The Series 2020B Bonds will be dated their date of delivery (expected to be December 17, 2020), and will become due in principal installments on May 1 in the years, subject to adjustment as provided herein, as follows:

| <u>Stated Maturity</u> <u>(May 1)*</u> | <u>Principal</u> <u>Amount*</u> | <u>Stated Maturity</u> <u>(May 1)*</u> | <u>Principal</u> <u>Amount*</u> |
|---|------------------------------------|---|------------------------------------|
| 2021 | \$1,945,000 | 2036 | \$3,750,000 |
| 2022 | 1,895,000 | 2037 | 3,940,000 |
| 2023 | 1,990,000 | 2038 | 4,135,000 |
| 2024 | 2,090,000 | 2039 | 4,340,000 |
| 2025 | 2,195,000 | 2040 | 4,560,000 |
| 2026 | 2,300,000 | 2041 | 4,785,000 |
| 2027 | 2,420,000 | 2042 | 5,025,000 |
| 2028 | 2,540,000 | 2043 | 5,275,000 |
| 2029 | 2,665,000 | 2044 | 5,540,000 |
| 2030 | 2,800,000 | 2045 | 5,820,000 |
| 2031 | 2,940,000 | 2046 | 6,110,000 |
| 2032 | 3,085,000 | 2047 | 6,415,000 |
| 2033 | 3,240,000 | 2048 | 6,735,000 |
| 2034 | 3,400,000 | 2049 | 7,070,000 |
| 2035 | 3,570,000 | 2050 | 7,425,000 |

* Preliminary, subject to change as provided under the captions “Pre-Bid Revisions” and “Adjustment of Issue Size and Maturity Amounts” herein.

The Series 2020B Bonds will bear interest from the date thereof at rates to be determined when the Series 2020B Bonds are sold as hereinafter provided, which interest will be payable semiannually on May 1 and November 1 in each year, beginning on May 1, 2021.

Authority, Purpose and Security. The Series 2020B Bonds are being issued pursuant to the Constitution and laws of the State of Missouri, the District's Charter, Master Bond Ordinance No. 11713 adopted by the Board of Trustees of the District on April 22, 2004 and a Series Ordinance adopted by the Board of Trustees of the District on November 12, 2020 (collectively, the "Bond Ordinance"). The Series 2020B Bonds are authorized pursuant to an election held in the District on April 15, 2016 approving the issuance of \$900,000,000 of system revenue bonds for the purpose of designing, constructing, improving, renovating, repairing, replacing and equipping new and existing facilities of the District's sanitary sewer system (the "System").

The Series 2020B Bonds shall be limited obligations of the District as provided therein payable solely from the Pledged Revenues of the System. The Series 2020B Bonds and the interest thereon shall not constitute a general or moral obligation of the District nor a debt, indebtedness, or obligation of, or a pledge of the faith and credit of, the District or the State of Missouri or any political subdivision thereof, within the meaning of any constitutional, statutory or charter provision whatsoever. Neither the faith and credit nor the taxing power of the District, the State of Missouri, or any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or interest on the Series 2020B Bonds or other costs incident thereto. The District has no authority to levy any taxes to pay the Series 2020B Bonds. Neither the members of the Board of Trustees of the District nor any person executing the Series 2020B Bonds shall be liable personally on the Series 2020B Bonds by reason of the issuance thereof.

The Series 2020B Bonds are payable on a parity with 11 prior series of wastewater system revenue bonds of the District outstanding in the aggregate principal amount of \$1,176,786,480 (collectively with the Series 2020B Bonds and any additional Bonds issued on a parity therewith, the "Senior Bonds").

The Bond Ordinance establishes a Debt Service Reserve Account for certain series of Senior Bonds. The Series 2020B Bonds are "Senior Uncovered Bonds" and therefore are not secured by the Debt Service Reserve Account.

The Series 2020B Bonds, the Bond Ordinance, the System and the Senior Bonds are more particularly described in the Preliminary Official Statement dated November 19, 2020. This Notice of Bond Sale contains certain information for quick reference only. It is not, and is not intended to be, a summary of the Series 2020B Bonds, the Bond Ordinance, the System or the Senior Bonds. Each bidder is required to read the entire Preliminary Official Statement to obtain information essential to making an informed investment decision.

Place of Payment. Principal will be payable upon presentation and surrender of the Series 2020B Bonds by the Registered Owners thereof at the corporate trust office of UMB Bank, N.A., St. Louis, Missouri, as Paying Agent. Interest shall be paid to the Registered Owners of the Series 2020B Bonds as shown on the Bond Register at the close of business on the Record Date for such interest (a) by check or draft mailed by the Paying Agent to the address of such Registered Owners shown on the Bond Register, at such other address as is furnished to the Paying Agent in writing by any Registered Owner, or (b) at the written request of any owner of Series 2020B Bonds in the aggregate principal amount of at least \$500,000, by electronic transfer to such owner upon written notice to the Paying Agent containing the electronic transfer instructions of the bank (which shall be located in the continental United States), ABA routing number and account name and account number to which such owner wishes to have such transfer directed.

Book-Entry Only System. The Series 2020B Bonds will initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York, to which payments of principal of and interest on the Series 2020B Bonds will be made. Individual purchases of Series 2020B Bonds will be made in book-entry form only. Purchasers will not receive certificates representing their interest in Series 2020B Bonds purchased. It shall be the obligation of the Successful Bidder to furnish to DTC an underwriters' questionnaire. It shall be the obligation of the Successful Bidder to qualify the Series 2020B Bonds, if such qualification is necessary, in the jurisdictions in which it intends to reoffer the Series 2020B Bonds.

Optional Redemption of Series 2020B Bonds Prior to Maturity. At the District's option, the Series 2020B Bonds or portions thereof maturing on May 1, 2031 and thereafter may be called for redemption and payment prior to their Stated Maturity on May 1, 2030 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.

Election to Specify Term Bonds. A bidder may elect to have all or a portion of the Series 2020B Bonds issued as one or more term bonds scheduled to mature in the latest of the consecutive years denoted and subject to mandatory redemption requirements consistent with the schedule of serial maturities set forth above, and subject to the bidder making such an election by including such information in the electronic bid submitted via *PARITY*®. Not less than all the Series 2020B Bonds of a single maturity may be converted to term bonds.

Conditions of Bids. Proposals will be received on all of the Series 2020B Bonds bearing such rate or rates of interest as may be specified by the bidders, subject to the following conditions: The same rate shall apply to all Series 2020B Bonds of the same maturity. Each interest rate specified shall be a multiple of 1/20 or 1/8 of 1%. No supplemental interest payments will be authorized. Proposals may not be for less than 99.2% of the total principal amount of the Series 2020B Bonds. In addition, the Series 2020B Bonds maturing on or after May 1, 2031 may not bear interest at a per annum rate of less than 5.00%. Each bid shall specify the total interest cost during the life of the Series 2020B Bonds on the basis of such bid, the premium or discount, if any, offered by the bidder, and the net interest cost and the true interest cost on the basis of such bid. Each bid shall be for the entire principal amount of the Series 2020B Bonds. Each bidder agrees that, if it is awarded the Series 2020B Bonds, it will assist the District with establishing the issue price of the Series 2020B Bonds as described under the caption "Establishment of Issue Price."

Basis of Award. The Series 2020B Bonds will be awarded to the bidder whose bid will result in the lowest "true interest cost" ("TIC"), determined as follows: the TIC is the discount rate (expressed as a per-annum percentage rate) which, when used in computing the present value of all payments of principal and interest to be paid on the Series 2020B Bonds, from the scheduled payment dates back to the dated date of the Series 2020B Bonds, produces an amount equal to the price bid, including premium, if any, but excluding any interest accrued to the date of delivery. Payments of principal and interest on the Series 2020B Bonds shall be based on the principal amounts set forth in this Notice of Bond Sale and the interest rates specified by each bidder. Present value shall be computed on the basis of semiannual compounding and a 360-day year of twelve 30-day months. No bidder shall be awarded the Series 2020B Bonds unless its bid shall be in compliance with the other terms and conditions of this Notice of Bond Sale. In the event that two or more bidders offer bids at the same lowest TIC, the District shall determine which bid, if any, shall be accepted, and its determination shall be final. The District reserves the right to waive irregularities and to reject any or all bids.

Legal Opinion. The Series 2020B Bonds will be sold subject to the approving legal opinions of Gilmore & Bell, P.C. and White Coleman & Associates, LLC, Co-Bond Counsel, which opinions will be furnished and paid for by the District and delivered to the Successful Bidder when the Series 2020B Bonds are delivered. Said opinions will also include the opinion of Co-Bond Counsel relating to the exclusion of the interest on the Series 2020B Bonds from gross income for federal and Missouri income tax purposes. Reference is made to the Preliminary Official Statement for further discussion of federal and Missouri income tax matters relating to the interest on the Series 2020B Bonds.

Establishment of Issue Price. This section is based on the SIFMA Model Issue Price Alternative III: Bidders Should Expect that the Competitive Sale Requirements Will be Satisfied – Bids Cancelled if Hold-the-Offering-Price Rule to Apply Unless Bidder Confirms its Bid.

(a) The Successful Bidder shall assist the District in establishing the issue price of the Series 2020B Bonds and shall execute and deliver to the District at closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Series 2020B Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as **Exhibit A**, with such modifications as may be appropriate or necessary, in the reasonable judgment of the Successful Bidder, the District and Co-Bond Counsel. All actions to be taken by the District under this Notice of Bond Sale to establish the issue price of the Series 2020B Bonds may be taken on behalf of the District by PFM Financial Advisors LLC or Independent Public Advisors LLC, the District’s Co-Financial Advisors, and any notice or report to be provided to the District may be provided to the Co-Financial Advisors.

(b) The District intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Series 2020B Bonds) will apply to the initial sale of the Series 2020B Bonds (the “competitive sale requirements”) because:

- (1) the District shall disseminate this Notice of Bond Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the District anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the District anticipates awarding the sale of the Series 2020B Bonds to the bidder who submits a firm offer to purchase the Series 2020B Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Bond Sale.

*Any bid submitted pursuant to this Notice of Bond Sale shall be considered a firm offer for the purchase of the Series 2020B Bonds, as specified in the bid. As described in more detail in the following paragraphs, if the competitive sale requirements are not satisfied **AND** the District determines to apply the hold-the-offering-price rule (as described in the following paragraph) to any maturity of the Series 2020B Bonds, all bids shall be cancelled and deemed withdrawn, **UNLESS** the prospective Successful Bidder affirmatively confirms its bid and agrees to comply with the hold-the-offering-price rule, in the manner described below.*

Bidders should prepare their bids on the assumption that the District will determine the issue price of the Series 2020B Bonds either based on the reasonably expected initial offering price to the public or by application of the 10% Test. No bidder will be required to comply with the hold-the-offering-price rule in

connection with the initial sale of the Series 2020B Bonds to the public unless the bidder has confirmed its bid and agreed to comply with the hold-the-offering-price rule, as described below.

Paragraphs (c) through (g) below shall apply only in the event that the competitive sale requirements are not satisfied.

(c) If the competitive sale requirements are not satisfied, the District shall so advise the prospective Successful Bidder prior to awarding the Series 2020B Bonds. The District may determine to treat (1) the price at which the first 10% of each maturity of the Series 2020B Bonds (the “10% Test”) is sold to the public as the issue price of that maturity and/or (2) the initial offering price to the public as of the sale date of any maturity of the Series 2020B Bonds as the issue price of that maturity (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The prospective Successful Bidder shall advise the District if any maturity of the Series 2020B Bonds satisfies the 10% Test as of the date and time of the award of the Series 2020B Bonds. The District shall promptly advise the prospective Successful Bidder, at or before the time of award of the Series 2020B Bonds, which maturities (and if different interest rates apply within a maturity, which separate CUSIP numbers within that maturity) of the Series 2020B Bonds shall be subject to the 10% Test or shall be subject to the hold-the-offering-price rule.

(d) If the District has determined to apply the hold-the-offering-price rule to any maturity of the Series 2020B Bonds, no award shall be made to the prospective Successful Bidder and all bids shall be cancelled and deemed withdrawn unless and until the prospective Successful Bidder has affirmatively confirmed its bid and agreed to comply with the hold-the-offering-price rule. The prospective Successful Bidder must provide that confirmation to the District no later than 90 (ninety) minutes after receiving notification that the District has determined to apply the hold-the-offering-price rule to any maturity of the Series 2020B Bonds. Such confirmation may be provided orally but must be promptly confirmed in writing.

If the prospective Successful Bidder does not provide its confirmation within the required time period, the prospective Successful Bidder’s bid shall be cancelled and deemed to be withdrawn. The District thereupon may award the Series 2020B Bonds to another bidder, provided that the new prospective Successful Bidder confirms its bid and agrees to comply with the hold-the-offering-price rule, or the District may cancel the sale of the Series 2020B Bonds, as set forth in this Notice of Bond Sale. *If the District has determined to apply the 10% Test to all maturities of the Series 2020B Bonds, no bids shall be cancelled or deemed withdrawn and the District shall award the Series 2020B Bonds in accordance with this Notice of Bond Sale.*

(e) If the District has determined to apply the hold-the-offering-price rule to any maturity of the Series 2020B Bonds and the Successful Bidder has confirmed its bid and its agreement to comply with the hold-the-offering-price rule, the Successful Bidder shall also confirm that the underwriters have offered or will offer the Series 2020B Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the Successful Bidder. The Successful Bidder shall further agree, on behalf of the underwriters participating in the purchase of the Series 2020B Bonds, that the underwriters will neither offer nor sell unsold Series 2020B Bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- (1) the close of the fifth (5th) business day after the sale date; or
- (2) the date on which the underwriters have sold at least 10% of that maturity of the Series 2020B Bonds to the public at a price that is no higher than the initial offering price to the public.

The Successful Bidder shall promptly advise the District when the underwriters have sold 10% of that maturity of the Series 2020B Bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

(f) Until the 10% Test has been satisfied as to each maturity of the Series 2020B Bonds, the Successful Bidder agrees to promptly report to the District the prices at which the unsold Series 2020B Bonds of that maturity have been sold to the public. At or promptly after the award of the Series 2020B Bonds, the Successful Bidder shall report to the District the price at which it has sold to the public the Series 2020B Bonds of each maturity sufficient to satisfy the 10% Test. If as of the award of the Series 2020B Bonds the 10% Test has not been satisfied as to any maturity of the Series 2020B Bonds, the Successful Bidder agrees to promptly report to the District the prices at which it subsequently sells Series 2020B Bonds of that maturity to the public until the 10% Test is satisfied. In either case, if Series 2020B Bonds constituting the first 10% of a certain maturity are sold at different prices, the Successful Bidder shall report to the District the prices at which Series 2020B Bonds of such maturity are sold until the Successful Bidder sells 10% of the Series 2020B Bonds of such maturity at a single price. The Successful Bidder's reporting obligation shall continue as set forth above, whether or not the closing date has occurred.

(g) The District acknowledges that, in making the representation set forth above, the Successful Bidder will rely on (1) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (2) in the event a selling group has been created in connection with the initial sale of the Series 2020B Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (3) in the event that an underwriter is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Series 2020B Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the third-party distribution agreement and the related pricing wires. The District further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the Series 2020B Bonds.

(h) By submitting a bid, each bidder confirms that: (1) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Series 2020B Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group and each broker-dealer that is a party to such third-party distribution agreement, as applicable, to (A) report the prices at which it sells to the public the unsold Series 2020B Bonds of each maturity allotted to it until it is notified by the Successful Bidder that either the 10% Test has been satisfied as to the Series 2020B Bonds of that maturity or all Series 2020B Bonds of that maturity have been sold to the public and (B) comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the Successful Bidder and as set forth in the related pricing wires, and (2) any agreement among underwriters relating to the initial sale of the Series 2020B Bonds to the public, together with the

related pricing wires, contains or will contain language obligating each underwriter that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Series 2020B Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Series 2020B Bonds of each maturity allotted to it until it is notified by the Successful Bidder or such underwriter that either the 10% Test has been satisfied as to the Series 2020B Bonds of that maturity or all Series 2020B Bonds of that maturity have been sold to the public and (B) comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the Successful Bidder or such underwriter and as set forth in the related pricing wires.

(i) Sales of any Series 2020B Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Bond Sale. Further, for purposes of this Notice of Bond Sale:

(1) “public” means any person other than an underwriter or a related party,

(2) “underwriter” means (A) any person that agrees pursuant to a written contract with the District (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2020B Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Series 2020B Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Series 2020B Bonds to the public),

(3) a purchaser of any of the Series 2020B Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

(4) “sale date” means the date that the Series 2020B Bonds are awarded by the District to the Successful Bidder.

The Successful Bidder shall provide the initial offering prices to the District and its Co-Financial Advisors within 20 minutes of notification by the District or its Co-Financial Advisors of acceptance of its bid for the Series 2020B Bonds.

Anti-Discrimination Against Israel Act. The State of Missouri has adopted the “Anti-discrimination Against Israel Act,” Section 34.600, Revised Statutes of Missouri (the “Act”), which provides that “[a] public entity shall not enter into a contract with a company to acquire or dispose of services, supplies, information technology, or construction unless the contract includes a written certification that the company is not currently engaged in and shall not, for the duration of the contract, engage in a boycott of goods or services from the State of Israel; companies doing business in or with Israel or authorized by, licensed by, or organized under the laws of the State of Israel; or persons or entities doing business in the State of Israel.” The Act provides that any contract that fails to comply with the Act’s provisions shall be void as against public policy.

Each bidder agrees that by submitting a bid for the purchase of the Series 2020B Bonds the bidder acknowledges that, to the extent the Act is applicable to the purchase of the Series 2020B Bonds, the bidder is not currently engaged in and, if selected as the Successful Bidder, shall not through the date of delivery of the Series 2020B Bonds be engaged in, a boycott of goods or services from the State of Israel, companies doing business in or with Israel or authorized by, licensed by or organized under the laws of the State of Israel or persons or entities doing business with the State of Israel, in all respects within the meaning of the Act. The foregoing certification shall not be deemed an admission or agreement that the Act is applicable to the purchase of the Series 2020B Bonds but the foregoing certification is provided if the Act is applicable. If the Act is initially deemed or treated as applicable to the purchase of the Series 2020B Bonds, but it is subsequently determined not to apply for any reason including by reason of applicable federal law, the repeal or amendment of the Act or any ruling of a court of competent jurisdiction as to the unenforceability or invalidity of the Act, then the foregoing certification shall cease and not exist.

Delivery and Payment. The District will deliver the Series 2020B Bonds, properly prepared, executed and registered, without cost to the Successful Bidder on or about December 17, 2020 in book-entry form only through the facilities of The Depository Trust Company in New York, New York. The Successful Bidder will also be furnished with a certified transcript of the proceedings evidencing the authorization and issuance of the Series 2020B Bonds and the usual closing documents, including a certificate that there is no litigation pending or threatened at the time of delivery of the Series 2020B Bonds affecting their validity and a certificate regarding the completeness and accuracy of the Official Statement (including a statement that the District has not made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading). Payment for the Series 2020B Bonds shall be made in federal reserve funds, immediately available for use by the District.

Good Faith Deposit. The apparent Successful Bidder is required to submit a good faith deposit in an amount equal to **\$1,200,000** (the "Deposit") to the District in the form of an electronic transfer of federal reserve funds, immediately available for use by the District, as instructed by the District or its Co-Financial Advisors, no later than 2:00 p.m. Central Time on the Sale Date. If the Deposit is not received by such time, the District may revoke its acceptance of the proposal. The Deposit of the Successful Bidder shall constitute a good faith deposit and shall be retained by the District to insure performance of the requirements of the sale by the Successful Bidder. In the event the Successful Bidder shall fail to comply with the terms of its bid, the Deposit will be forfeited as full and complete liquidated damages. Upon delivery of the Series 2020B Bonds, the Deposit will be applied to the purchase price of the Series 2020B Bonds or shall be returned to the Successful Bidder, but no interest shall be allowed thereon. If a bid is accepted but the District fails to deliver the Series 2020B Bonds to the bidder in accordance with the terms and conditions of this Notice of Bond Sale, the Deposit shall be returned to the Successful Bidder.

Bond Ratings. S&P Global Ratings, a division of S&P Global Inc., has assigned the Series 2020B Bonds the rating of "AAA" (Stable Outlook) and Fitch Ratings has assigned the Series 2020B Bonds the rating of "AA+" (Stable Outlook). Any explanation as to the significance of the ratings, when received, may be obtained only from the rating agencies. Ratings are not recommendations to buy, sell, or hold the Series 2020B Bonds, and such ratings may be subject to revision or withdrawal at any time by the rating agencies. Any downward revision or withdrawal of a rating may have an adverse affect on the market price of the Series 2020B Bonds.

Submission of Bids. Electronic bids via **PARITY®** must be submitted in accordance with this Notice of Bond Sale. During the electronic bidding, no bidder will see any other bidder's bid or the status of their bid relative to other bids (i.e., whether their bid is a leading bid). Bidders may modify or cancel their bid at any time up to the end of the bidding. If provisions of this Notice of Bond Sale conflict with those of **PARITY®**, this Notice of Bond Sale shall control. Bids for the Series 2020B Bonds must be received before **10:15 a.m. on Thursday, December 3, 2020**. The District and the District's Co-Financial Advisors shall not be responsible for any failure, misdirection, delay or error in the means of transmission selected by the bidder.

PARITY®. Information about the electronic bidding services of **PARITY®** may be obtained from i-Deal LLC at 1359 Broadway, 2nd Floor, New York, New York 10018 (tel: 800-850-7422) and from the following website: www.newissuehome.i-deal.com.

Preliminary Official Statement and Official Statement. The District has prepared a Preliminary Official Statement, copies of which may be obtained from the District. The District has deemed the Preliminary Official Statement to be "final" as of its date for purposes of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, except for the omission of certain information as permitted by Rule 15c2-12(b)(1). Upon the sale of the Series 2020B Bonds, the District will adopt the final Official Statement and will furnish the Successful Bidder with an electronic copy of such Official Statement within seven business days of the acceptance of the Successful Bidder's proposal in order to comply with Rule 15c2-12(b)(4) of the Securities and Exchange Commission and Rule G-32 of the Municipal Securities Rulemaking Board. The District's acceptance of the Successful Bidder's proposal for the purchase of the Series 2020B Bonds shall constitute a contract between the District and the Successful Bidder for purposes of said Rules.

Continuing Disclosure. The District has agreed in the Bond Ordinance to comply with and carry out all of the provisions of the Disclosure Dissemination Agent Agreement dated as of December 1, 2020, under which the District covenants to provide, in accordance with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "Rule") and as described in greater detail in the Preliminary Official Statement, the following information with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access system: (a) certain annual financial information and operating data, including audited financial statements for the prior fiscal year, and (b) notice of the occurrence of certain events with respect to the Series 2020B Bonds. For further information, reference is made to the heading "**SUMMARY OF CONTINUING DISCLOSURE AGREEMENT**" in *Appendix C* to the Preliminary Official Statement.

The District's prior compliance with its continuing disclosure obligations is described in the Preliminary Official Statement under the caption "**CONTINUING DISCLOSURE.**"

CUSIP Numbers. It is anticipated that CUSIP numbers will be printed on the Series 2020B Bonds and the Successful Bidder agrees by submitting its bid proposal to pay the cost thereof. In no event will the District, Co-Bond Counsel or the Co-Financial Advisors be responsible for the review or express any opinion that the CUSIP numbers are correct. Incorrect CUSIP numbers on the Series 2020B Bonds shall not be cause for the Successful Bidder to refuse to accept delivery of the Series 2020B Bonds.

Additional Information. Additional information regarding the Series 2020B Bonds may be obtained from the District's Co-Financial Advisors: PFM Financial Advisors, Plaza South One, 7251 Engle Road, Suite 115, Cleveland, OH 44130, Attention: Bethany Pugh (440) 239-7070 or Matt Schnackenberg (612) 371-3771; or Independent Public Advisors, LLC, 6300 N. Revere Drive, Suite 260, Kansas City, MO 64151, Attention: Tionna Pooler (816) 521-6844.

DATED this 19th day of November, 2020.

**THE METROPOLITAN ST. LOUIS
SEWER DISTRICT**

By: /s/ Tim Snoke
Secretary-Treasurer

EXHIBIT A

PURCHASER'S RECEIPT FOR BONDS AND ISSUE PRICE CERTIFICATE

\$ _____
**THE METROPOLITAN ST. LOUIS SEWER DISTRICT
WASTEWATER SYSTEM REVENUE BONDS
SERIES 2020B**

The undersigned, on behalf of [*Original Purchaser*] (the “Original Purchaser”), on behalf of itself [*and [_____] (together, the “Underwriting Group”)*], and as an Underwriter (defined herein) of the above-described bonds (the “Bonds”), being issued on the date of this Certificate by the Metropolitan St. Louis Sewer District (the “District”), certifies and represents as follows:

1. Receipt for Bonds. We acknowledge receipt on the date hereof of the executed and authenticated Bonds, consisting of \$_____ aggregate principal amount of fully-registered bonds numbered from R-1 consecutively upward, in authorized denominations or integral multiples thereof. Each of said Bonds has been signed by the manual or facsimile signature of the Executive Director of the District and attested by the manual or facsimile signature of the Secretary-Treasurer, with the District’s official seal affixed or imprinted thereon, and has been authenticated by the manual signature of an authorized officer or signatory of the Paying Agent.

2. Issue Price.

COMPETITIVE SALES REQUIREMENTS ARE MET:

(a) **Public Offering.** The Original Purchaser offered all of the Series 2020B Bonds to the Public (as defined below) in a bona fide initial offering.

(b) **Initial Offering Prices.** As of the sale date of the Series 2020B Bonds (December 3, 2020), the reasonably expected initial offering prices of the Series 2020B Bonds to the Public by the Original Purchaser are the prices listed in **Attachment A** hereto (the “**Expected Offering Prices**”). The Expected Offering Prices are the prices for the Maturities of the Series 2020B Bonds used by the Original Purchaser in formulating its bid to purchase the Series 2020B Bonds.

ALTERNATIVE LANGUAGE IF COMPETITIVE SALES REQUIREMENTS ARE NOT MET:

(a) **Sale of the General Rule Maturities.** As of the date of this certificate, for each Maturity of the General Rule Maturities, the first price at which at least 10% of such Maturity was sold to the Public is the respective price listed in **Attachment A**.

(b) **Initial Offering Price of the Hold-the-Offering-Price Maturities.**

(i) [The Original Purchaser/Underwriting Group] offered the Hold-the-Offering-Price Maturities to the Public for purchase at the respective initial offering prices listed in **Attachment A** (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this certificate as **Attachment B**.

(b) As set forth in the Notice of Sale the [Original Purchaser/Underwriting Group] agreed that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, it would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial

Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter (as defined below) has offered or sold any Maturity of the Hold-the-Offering-Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.

3. Defined Terms.

(a) General Rule Maturities means those Maturities of the Bonds listed in **Attachment A** hereto as the “General Rule Maturities.”

(b) Hold-the-Offering-Price Maturities means those Maturities of the Bonds listed in **Attachment A** hereto as the “Hold-the-Offering-Price Maturities.”

(c) Holding Period means, with respect to a Hold-the-Offering-Price Maturities, the period starting on the Sale Date (December 3, 2020) and ending on the earlier of (i) the close of the fifth business day after the Sale Date, or (ii) the date on which the [Original Purchaser/Underwriting Group] sold at least 10% of such Hold-the-Offering-Price Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering-Price Maturity.

(d) Maturity means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate maturities.

(e) Public means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(f) Sale Date means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is December 3, 2020.

(g) Underwriter means (i) any person that agrees pursuant to a written contract with the District (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this Closing Certificate are limited to factual matters only. Nothing in this Closing Certificate represents the Original Purchaser’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the certifications contained herein will be relied upon by the District in executing and delivering its federal tax certificate and with respect to compliance with the federal income tax rules affecting the Series 2020B Bonds, and by Gilmore & Bell, P.C. and White Coleman & Associates, LLC, as Co-Bond Counsel to the District, in rendering their opinion relating to the exclusion from federal gross income of the interest on the Series 2020B Bonds and other federal income tax advice that it may give to the District from time to time relating to the Series 2020B Bonds.

At the request of the District, the Original Purchaser will provide information explaining the factual basis for this Closing Certificate. This agreement to provide such information will continue to apply after the issue date of the Series 2020B Bonds if (1) the District requests the information in connection with an audit or inquiry by the Internal Revenue Service or the Securities and Exchange Commission, (2) the information is related to any determination of the issue price for the Series 2020B Bonds, or (3) the information is required to be retained by the District pursuant to future regulation or similar guidance from the Internal Revenue Service, the Securities and Exchange Commission or other federal or state regulatory authority.

DATED: _____, 20__.

[*ORIGINAL PURCHASER*]

By: _____
Title: _____

Attachment A

Expected Offering Prices

[Attach Initial Offering Prices Used in Formulating Bid]

SCHEDULE IF COMPETITIVE SALES REQUIREMENTS ARE NOT MET

Attachment A

Initial Offering Price Documentation

[Attach Pricing Wire or Other Offering Price Documentation]

SCHEDULE IF COMPETITIVE SALES REQUIREMENTS ARE NOT MET

Attachment B

Sale Price Documentation

[Attach Actual Sales Data Certification or Documentation]