

EXHIBIT B

LETTER OF INSTRUCTIONS TO REDEEM BONDS

[FOLLOWS THIS PAGE]

LETTER OF INSTRUCTIONS TO REDEEM BONDS

August 20, 2019

Mr. Daryl Mergenthal
The Bank of New York Mellon Trust Company, N.A.
300 North Meridian Street, Suite 910
Indianapolis, Indiana 46204

Re: Letter of Instructions and Notice of Redemption of Taxable Sewerage System Revenue Bonds, Series 2009 (Build America Bonds – Direct Subsidy)

Dear Mr. Mergenthal:

As Paying Agent with respect to the above-referenced bonds (the “Series 2009 Bonds”), you are hereby notified that the City Council of the City of Columbia, Missouri (the “City”) has determined to redeem all of the Series 2009 Bonds, outstanding in the aggregate principal amount of \$10,405,000, on October 4, 2019 (the “Redemption Date”) at a redemption price equal to 100% of the principal amount thereof.

Pursuant to the provisions of the City’s ordinance adopted on September 21, 2009 (the “Series 2009 Bond Ordinance”) authorizing the Series 2009 Bonds, you are hereby irrevocably instructed to redeem the Series 2009 Bonds on the Redemption Date, at a redemption price equal to 100% of the principal thereof.

You are further instructed to give notice of such redemption in accordance with the requirements of the Series 2009 Bond Ordinance in substantially the form attached hereto as **Exhibit A**, by registered or certified mail addressed to the original purchaser of the Series 2009 Bonds and by first class, registered or certified mail to the registered owners of the Series 2009 Bonds, all in accordance with the requirements of the Series 2009 Bond Ordinance. You are further authorized and instructed to take such other action as may be necessary in order to effect the redemption and payment of the Series 2009 Bonds to be redeemed as described herein. The City agrees to pay all costs and expenses of redeeming bonds pursuant to this letter.

Please acknowledge your receipt hereof by signing at the bottom of this letter and return a copy of this letter to the City’s bond counsel as follows: Mark D. Grimm, Gilmore & Bell, P.C., 211 North Broadway, Suite 2000, St. Louis, Missouri 63102.

Mr. Daryl Mergenthal
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Please call Mr. Grimm at (314) 436-1000, if you have any questions concerning these instructions.

Very truly yours,

CITY OF COLUMBIA, MISSOURI

By: _____
City Manager

Acknowledged and agreed to this _____ day of August, 2019.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Paying Agent**

By: _____
Title: _____

EXHIBIT A

NOTICE OF REDEMPTION OF BONDS

**CITY OF COLUMBIA, MISSOURI
TAXABLE SEWERAGE SYSTEM REVENUE BONDS, SERIES 2009
(BUILD AMERICA BONDS – DIRECT SUBSIDY)**

Dated: September 29, 2009

Notice is hereby given that the City of Columbia, Missouri (the “City”) has called for redemption and will redeem on October 4, 2019, at the office of The Bank of New York Mellon Trust Company, N.A., Indianapolis, Indiana (the “Paying Agent”), all of the above-described series of bonds, as more particularly described below. All of said bonds will be redeemed and paid in accordance with the requirements of the ordinance authorizing said bonds, by payment on said date and at said place of the principal thereof, at a redemption price of 100% of the outstanding principal amount thereof. Payment on the redemption date will be made only upon presentation and surrender of said bonds at the location specified above. All of said bonds so called for redemption will cease to bear interest from and after October 4, 2019.

This notice shall be void and of no effect in the event the Paying Agent does not have sufficient money to pay the redemption price on the redemption date.

SERIAL BONDS

<u>Stated Maturity October 1</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number</u>
2032	\$1,230,000	5.92%	198054 JW9
2033	1,280,000	5.97	198054 JX7
2034	1,330,000	6.02	198054 JY5

TERM BONDS

<u>Stated Maturity October 1</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number</u>
2026	\$1,170,000	5.44%	198054 JR0
2028	1,970,000	5.64	198054 JS8
2031	3,425,000	5.87	198054 JV1

Dated: _____, 2019.

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Paying Agent**

By: _____

Title: _____

Contact Person

Daryl Mergenthal

The Bank of New York Mellon Trust Company, N.A.

300 North Meridian Street, Suite 910

Indianapolis, Indiana 46204

(317) 637-3645