



## Exhibit K

### FORM OF OFFICER'S COMPLIANCE CERTIFICATE

This compliance certificate is delivered to [\_\_\_\_\_] ,the "Contractor" pursuant to the last paragraph of Section 11.9 of the Contract, dated as of [\_\_\_\_\_] , by and among the Missouri Highways and Transportation Commission, the "Commission", and the Contractor. Unless otherwise defined herein, the capitalized terms used in this compliance certificate have the meanings ascribed thereto in the Contract.

[Reference is made to [describe bond issuance/contract/other obligation that triggers the delivery of the certificate pursuant to the last paragraph of Section 11.9 of the Contract, as applicable] the "New Obligations"]

#### THE UNDERSIGNED HEREBY CERTIFIES THAT:

1. I am the duly elected or appointed Chief Financial Officer of the Missouri Department of Transportation;
2. I have reviewed the terms of the Contract and I have made, or have caused to be made under my supervision, a detailed review of the transactions and conditions of the Commission;
3. the examinations described in paragraph 2 did not disclose, and I have no knowledge of, the existence of any condition or event which constitutes a Commission Default;
4. the Maximum Annual Debt Service, [immediately after the [issuance][entry][incurrence] of the New Obligations]<sup>1</sup> [as of \_\_\_\_\_]<sup>2</sup>, is not greater than 50% of the Revenues Available for Debt Service; and
5. Schedule 1 attached hereto sets forth financial data and computations evidencing compliance with the covenant set forth in the last paragraph of Section 11.9 of the Contract and the certification contained in number 4 above, all of which data and computations are true, complete and correct. All computations are made in accordance with the terms of the Contract.

The foregoing certifications, together with the computations set forth in Schedule 1 hereto, are made and delivered this [\_\_\_\_\_]day of [\_\_\_\_\_] , 20[\_\_\_].

#### Missouri Highways and Transportation Commission

BY: \_\_\_\_\_  
Name:  
Title: Chief Financial Officer

<sup>1</sup> Include if certificate is provided pursuant to clause (a) of the last paragraph of Section 11.9 of the Contract

<sup>2</sup> Include if certificate is provided pursuant to clause (b) of the last paragraph of Section 11.9 of the Contract

**SCHEDULE 1 TO COMPLIANCE CERTIFICATE**

Compliance Calculations for Contract

**CALCULATION AS OF [ \_\_\_\_\_ ], 20[\_\_]**

<b>A. State Road Fund Coverage</b>		<b>Compliant</b>
Maximum Annual Debt Service (based upon highest total for any given State fiscal year)		
1. State Road Bond Obligations	\$_[_____]	
2. DBFM Obligations	\$_[_____]	
3. Other Obligations	\$_[_____]	
TOTAL		
Revenues Available for Debt Service		
1. State Road Fund Revenues	\$_[_____]	
2. Federal Revenues	\$_[_____]	
TOTAL		
Maximum Annual Debt Service / Revenues Available for Debt Service	[_____] % (not to be greater than 50%)	<b>[Yes/No]</b>

As used in this compliance certificate, the following terms have the following meanings:

"Amendment No. 3 Bonds" means the bonds issued by the Commission pursuant to the Master Bond Indenture, dated as of July 1, 2005, as amended, between the Commission and the Bank of New York Trust Company, N.A., as trustee and the relevant supplemental indentures.

"Covered Obligations" means all State Road Bond Obligations, all DBFM Obligations and all Other Obligations.

"DBFM Obligations" means, with respect to any Fiscal Year, all amounts required to be paid during such year by the Commission pursuant to the Contract, including scheduled Payment Installments and any Termination Compensation payable in installments pursuant to Section E of Exhibit J to the Contract, unless such Termination is subject to Section C of Exhibit J.

"Debt Service Requirement" means, for any Fiscal Year, the aggregate amount of payments (whether in respect of principal, interest, premium or any other contractual obligation, and whether payable as originally scheduled or pursuant to any acceleration, mandatory sinking fund redemption, mandatory prepayment or otherwise), required to be made during such Fiscal Year with respect to the Covered Obligations.

"Federal Revenues" means all revenues and funds received by or on behalf of, or available to, Missouri pursuant to federal aid authorization that are deposited into the State Road Fund and are available solely for the payment of State Road Bonds and other expenses of the Commission related to road and bridge improvements (including the DBFM Obligations).

"Fiscal Year" means each Fiscal Year of the State of Missouri.

"GARVEE Bonds" means any bonds or other indebtedness issued by the Commission and payable in whole or in part from Federal Revenues.

"Maximum Annual Debt Service" means the Commission's maximum Debt Service Requirement for the then current or any succeeding Fiscal Year.

"Other Obligations" means, with respect to any Fiscal Year, the aggregate amount of obligations of the Commission (other than State Road Bond Obligations and DBFM Obligations) that are or will become payable from the State Road Fund during such Fiscal Year.

"Revenues Available for Debt Service" means, with respect to any Fiscal Year, an amount equal to the aggregate amount of the State Road Fund Revenues and Federal Revenues available to pay the Debt Service Requirement for such Fiscal Year.

"Senior Bonds" means the bonds issued by the Commission pursuant to the Master Bond Indenture, dated as of December 1, 2000, among the Commission and the Bank of New York Trust Company, N.A., as bond trustee, and the relevant supplemental indentures.

"State Highway System" means the system of state roads, bridges and highways under the supervision of the Commission which are constructed, improved and maintained in whole or in part by the aid of state moneys, and of highways constructed in whole or in part by the aid of moneys appropriated by the United States government, so far as such supervision is consistent with the acts of Congress relating thereto, and all additions and improvements thereto.

"State Road Bonds" means any bonds or refunding bonds, including Senior Bonds, Amendment No. 3 Bonds and GARVEE Bonds, issued by the Commission as contemplated by Article IV, Section 30(b) of the Missouri Constitution to finance or refinance the construction or reconstruction of the State Highway System.

"State Road Bond Obligations" means, with respect to any Fiscal Year the aggregate amount payable (whether in respect of principal interest or otherwise) in respect of all State Road Bonds outstanding during any part of such Fiscal Year to the extent payable from the State Road Fund and State Road Bond Fund during such Fiscal year.

"State Road Fund Revenues" means, with respect to any Fiscal Year, the aggregate amount of state revenues derived from highway users as an incident to their use or right to use the highways of the state that are deposited and available in the state treasury, but only to the extent that such funds are credited to the State Road Fund and State Road Bond Fund during such Fiscal Year pursuant to Section 30(a) and 30(b) of Article IV of the Missouri Constitution, as amended, and are, or stand, appropriated to the payment during such Fiscal Year of State Road Bond Obligations and other expenses of the Commission related to road and bridge improvements (including the DBFM Obligations).