

EXHIBIT B

[Compliance Certificate]

COMPLIANCE CERTIFICATE

This Compliance Certificate (this “Certificate”) is furnished to Huntington Public Capital Corporation (the “2024E Purchaser”) as required by Section 3.10 of Resolution No. 24-1651 relating to Gross Revenue Recycling and Solid Waste Bond, Series 2024E (the “Series 2024E Bond”), adopted by the City of Saint Paul, Minnesota (the “City”) on November 13, 2024 (the “Resolution”), which authorized the issuance and sale of the Series 2024E Bond. Unless otherwise defined herein, the terms of this Certificate shall have the meanings assigned thereto in the Resolution.

The undersigned hereby certifies that:

1. I am the duly appointed Director, Office of Financial Services of the Issuer.
2. In compliance with Section 3.10 of the Resolution, the City has:

(a) provided to the 2024E Purchaser and the Servicer or posted to EMMA, the City’s statement of the Recycling and Solid Waste Fund within three hundred sixty-five (365) days after the end of the Fiscal Year ended December 31, 20__;

(b) provided to the Series 2024E Purchaser and the Servicer or posted to EMMA, the annual audited financial statements of the City together with an audit report of the Minnesota Office of the State Auditor or of an independent certified public accountant selected by the City; and (ii) an executed copy of this Compliance Certificate, within three hundred sixty-five (365) days after the end of the Fiscal Year ended December 31, 20__;

(c) provided to the 2024E Purchaser and the Servicer or posted to EMMA, not later than three hundred sixty-five (365) days after the end of the Fiscal Year ended December 31, 20__, the City’s annual budget for the next Fiscal Year, and any amendments to the City’s budget that would have a material impact on the Revenues that are pledged to the repayment of the Series 2024E Bond;

(d) except as provided below, no Event of Default or Default has occurred.

Described below are the exceptions, if any, to paragraph 2(d) above, including the specific the nature of any Event of Default or Default, the period of its existence, the nature and status thereof, and any remedial steps taken or proposed to correct such Event of Default or Default:

The foregoing certifications are made this ____ day of _____, 20____.

CITY OF SAINT PAUL, MINNESOTA

By _____
Its: Director, Office of Financial Services, or
designee