

## CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Billings, Montana (the "City"), hereby certify that the attached resolution is a true copy of **Resolution 18-10710**, entitled: "RESOLUTION RELATING TO UP TO \$1,442,000 POOLED SPECIAL SIDEWALK, CURB, GUTTER AND ALLEY APPROACH BONDS, SERIES 2018; AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF AND AUTHORIZING THE PLEDGE OF THE REVOLVING FUND TO THE SECURITY THEREOF" (the "Resolution"), on file in the original records of the City in my legal custody; that the Resolution was duly adopted by the City Council of the City at a regular meeting on March 26, 2018, and that the meeting was duly held by the City Council and was attended throughout by a quorum, pursuant to call and notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.

I further certify that, upon vote being taken on the Resolution at said meeting, the following Council Members voted in favor thereof: Cromley, Yakawich, Ewalt, Joy, Friedel, Gibbs, Ronning, Clark and Brown; voted against the same: N/A; abstained from voting thereon: N/A; or were absent: Brewster.

WITNESS my hand officially this 26th day of March, 2018.



  
Denise R. Bohlman, City Clerk

## RESOLUTION 18-10710

### RESOLUTION RELATING TO UP TO \$1,456,000 POOLED SPECIAL SIDEWALK, CURB, GUTTER AND ALLEY APPROACH BONDS, SERIES 2018; AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF AND AUTHORIZING THE PLEDGE OF THE REVOLVING FUND TO THE SECURITY THEREOF

BE IT RESOLVED by the City Council (the "Council") of the City of Billings, Montana (the "City"), as follows:

#### Section 1. Recitals.

1.01. Prior Acts. This Council has duly and validly ordered in under Montana Code Annotated, Title 7, Chapter 14, Part 41, as amended and Title 7, Chapter 12, Parts 41 and 42, as amended (collectively, the "Act"), the installation, construction, reconstruction, or replacements of certain curbs, gutters, sidewalks, drive approaches, driveways, alley approaches and appurtenant improvements in certain locations in the City, which are designated as W.O. 17-02, Miscellaneous/Developer-Related Improvements (the "Miscellaneous Improvements"), W.O. 18-10, Poet Street Improvements (the "Poet Street Improvements"), W.O. 17-06, Midland Road Improvements (the "Midland Road Improvements"), and W.O. 16-05, Central Avenue Improvements (the "Central Avenue Improvements"). The Miscellaneous Improvements, the Poet Street Improvements, the Midland Road Improvements and the Central Avenue Improvements are referred to collectively herein as the "Improvements." The City has determined to assess the costs of the Improvements against property adjacent to the Improvements. Costs of the Improvements include costs of the design, engineering, construction and installation of the Improvements, costs of funding a deposit to the City's Special Improvement District Revolving Fund (the "Revolving Fund"), costs associated with the sale of the Bonds (as hereinafter defined) and all other incidental costs.

1.02. Proposed Bond Issue. The City proposes to issue special sidewalk, curb, gutter and alley approach bonds of the City in the maximum estimated principal amount of \$1,456,000 to pay the costs of the Improvements (the "Bonds"). The Bonds are to be payable from special assessments to be levied against property adjacent to the Improvements, which property will be specially benefited by the Improvements. Assessments will be levied against the property adjacent to the Improvements in an amount not less than the principal amount of the Bonds to be issued.

The costs of the Improvements are currently estimated, as follows:

	<u>Miscellaneous</u>	<u>Poet Street Improvement</u>	<u>Midland Road</u>	<u>Central Avenue</u>
Construction	\$121,802.6	\$184,181.60	\$823,029.25	\$132,872.00
Third-Party Engineering Costs	-	-	-	20,696.00
Design and Construction	28,797.40	26,748.40	19,370.75	5,282.00
City Financing Expense	97.48	147.41	658.70	105.30
Revolving Fund Deposit	8,050.00	11,250.00	45,050.00	8450.00
Costs of Issuance	1949.66	2948.14	13173.98	1928.22
Roundoff	302.86	(275.55)	(282.68)	(333.52)
<b>Total</b>	<b>\$161,000.0</b>	<b>\$225,000.00</b>	<b>\$901,000.00</b>	<b>\$169,000.00</b>

1.03. Pooling. The City is authorized pursuant to Montana Code Annotated, Sections 7-14-4109(5)(a) and 7-12-4193, to issue and sell sidewalk, curb, gutter and alley approach bonds relating to more than one project in a single offering on a pooled basis upon a determination that such pooling is in the best interests of the properties specially benefiting from the Improvements and the City and will facilitate the sale of the bonds under more advantageous terms or with lower interest rates.

Section 2. Sale and Term of Bonds.

2.01. Principal Amount. Pursuant to Sections 7-7-4204 and 17-5-107, Montana Code Annotated, this Council hereby determines that it is in the best interests of the properties specially benefiting from the Improvements and the City to sell the Bonds in a single pooled offering for the Improvements, at a private negotiated sale. The Finance Director is authorized to select one or more purchasers (the "Purchaser") for the Bonds and to negotiate the sale thereof, subject to Section 2.02 hereof.

<u>Improvement</u>	<u>Principal Amount</u>
Miscellaneous Improvements	\$ 161,000.00
Poet Street Improvements	\$ 225,000.00
Midland Road Improvements	\$ 901,000.00
Central Avenue Improvements	\$ 169,000.00
	<u>\$1,456,000.00</u>

2.02. Pricing and Terms. The Bonds shall be sold to the Purchaser on the terms and at a purchase price subject to the following limitations and conditions: (1) the aggregate principal amount of the Bonds shall not exceed \$1,456,000; (2) the interest on the Bonds shall not exceed 5.50%; (3) the purchase price of the Bonds shall not be less than 100% of the principal amount thereof; (4) the term of the Bonds shall not exceed 12 years; (5) the Bonds shall be payable from special assessments to be levied against property adjacent to the Improvements; and (6) the Bonds shall be callable from the prepayment of special assessments.

All costs of issuing the Bonds (including, without limitation, the fees and expenses of Dorsey & Whitney LLP, the City's Bond Counsel, the fees of the Paying Agent and Registrar and the costs of printing the Preliminary Official Statement, the Official Statement and the Bonds, if any) shall be paid by the City as part of the financing from proceeds of the Bonds or other available sources.

2.03. Bond Purchase Agreement. The City Administrator and Finance Director in consultation with Springsted Incorporated, are hereby authorized and directed to approve the final principal amount of the Bonds, dated date, the amount of the serial maturities, interest rates and redemption provisions of the Bonds, subject to the limitations contained in Section 2.02 and the Act. Upon approving such terms, the City Administrator and Finance Director are hereby authorized and directed to approve, execute and deliver to the Purchaser a bond purchase agreement (the "Bond Purchase Agreement"), containing the agreement of the City to sell, and the agreement of the Purchaser to purchase, the Bonds on the terms so approved, and containing such other provisions as such persons shall deem necessary and appropriate. In the event of the absence or disability of the City Administrator and Finance Director, the Mayor or Chair of this Council make such approvals and execute and deliver the Bond Purchase Agreement. The execution and delivery by such persons of the Bond Purchase Agreement shall be conclusive as to the approval of such persons of the terms of the Bonds and the agreement of the City to sell the Bonds on such terms in accordance with the provisions thereof.

The form of the Bonds and the final terms and conditions thereof shall be prescribed by a subsequent resolution to be adopted by this Council.

Section 3. Pledge of Revolving Fund. In the resolutions of intention to order in the Miscellaneous Improvements, Poet Street Improvements and Midland Road Improvements adopted on March 27, 2017, January 8, 2018 and January 22, 2018, and resolutions ordering in the Miscellaneous Improvements, Poet Street Improvements, Midland Road Improvements and the Central Avenue Improvements adopted on April 24, 2017, February 12, 2018, February 12, 2018 and March 12, 2018, respectively, this Council found it to be in the public interest, and in the best interest of the properties specially benefitting from the Improvements and the City, to secure payment of principal of and interest on the Bonds by the Revolving Fund and authorized the City to enter into the undertakings and agreements authorized in the Act in respect of the Bonds, based on the factors required to be considered under Section 7-12-4225(4) of the Act. Those findings and determinations are hereby ratified and confirmed. It is hereby covenanted and recited that the City has the power under the Act to pledge the Revolving Fund to payment of the principal of and interest on the Bonds.

Section 4. Preliminary Official Statement. The Finance Director together with Springsted Incorporated and Dorsey & Whitney LLP, are authorized to prepare on behalf of the City an Official Statement to be distributed by the Purchaser to prospective purchasers of the Bonds, if necessary for the sale of the Bonds. The Official Statement shall contain such information as shall be advisable and necessary to describe accurately the City and the security for, and the terms and conditions of, the Bonds.

The City Administrator and Finance Director are authorized on behalf of the Council to deem the Preliminary Official Statement near "final" as of its date, in accordance with Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934.

PASSED AND APPROVED by the City Council of the City of Billings, Montana, this 26th day of March, 2018.

CITY OF BILLINGS



By: William A. Cole  
William A. Cole, Mayor

ATTEST:

By: Denise R. Bohlman  
Denise R. Bohlman, City Clerk