

CERTIFICATE AS TO RESOLUTION AND 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 No. 10-18968, entitled: "RESOLUTION RELATING TO UP TO \$725,000 POOLED SPECIAL SIDEWALK, CURB, GUTTER AND ALLEY APPROACH BONDS, SERIES 2010; AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF TO D.A. DAVIDSON & CO. 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 July 26, 2010, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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: Ronquillo, Gaghen, Cimmino, McFadden, Ruegamer, Ulledalen, Astle, Clark ; voted against the same: none ; abstained from voting thereon: none ; or were absent: Pitman, McCall .

WITNESS my hand officially this 26th day of July, 2010.



Cari Martin
City Clerk

RESOLUTION NO. 10-18968

RESOLUTION RELATING TO UP TO \$725,000 POOLED SPECIAL SIDEWALK, CURB, GUTTER AND ALLEY APPROACH BONDS, SERIES 2010; AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF TO D.A. DAVIDSON & CO. 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.

(a) This Council has duly and validly created and established in the City under Montana Code Annotated, Title 7, Chapter 12, Parts 41 and 42, as amended (the "Act"), special improvement projects, designated as the W.O. 08-02, Miscellaneous/Developer-Related Improvements (the "Miscellaneous Improvements"), W.O. 08-30 – Poly Drive Sidewalk Improvements (the "Poly Drive Sidewalk Improvements"), W.O. 08-21, Lake Elmo Drive – Main ST to Wicks LN (the "Lake Elmo Drive Improvements"), W.O. 04-12, Phase 3, Alkali Creek Road Maintenance and Slope Reconstruction, Sidewalk, Curb and Gutter, and Pavement Widening Assessments (the "Alkali Creek Improvements"), and the W.O. 05-17 – Highland School Sidewalks (the "Highland School Sidewalk Improvements") (collectively, the "Projects"), for the purpose of financing costs of certain public improvements of special benefit to the properties within the Projects (the "Improvements") and paying costs incidental thereto, including costs associated with the sale and the security of special sidewalk, curb, gutter and alley approach bonds of the City drawn on the Projects (the "Bonds"), the creation and administration of the Projects and the funding of a deposit to the City's Special Improvement Project Revolving Fund (the "Revolving Fund"). The total estimated costs of the Improvements, including such incidental costs, is \$725,000. The costs of the Improvements will be paid from the proceeds of the Bonds, which are to be payable primarily from special assessments to be levied against property in each of the Project areas, which property will be specially benefited by the Improvements in an amount not less than \$725,000.

(c) It is necessary that Bonds be issued and sold in an aggregate principal amount of \$725,000 to finance the costs of the Improvements within each of the Project areas, including incidental costs, described in Subsection (a).

(d) The City is authorized pursuant to Montana Code Annotated, Section 7-12-4193, to issue and sell special improvement district bonds of more than one district in a single offering on a pooled basis upon a determination that such pooling is in the best interests of the Projects and the City.

(e) The City is further authorized by Montana Code Annotated, Section 7-12-4204(1) to sell the Bonds at a price less than the principal amount thereof, but including interest thereon to the date of delivery, if this Council determines that such sale is in the best interests of the Projects and the City.

Section 2. Determinations of Public Interest in Allowing Bond Discount and Permitting Pooling of Bonds. Pursuant to the authority described in Section 1, this Council hereby determines that the issuance and sale of the Bonds in a pooled single offering for the Projects.

Section 3. Findings and Determination To Pledge the Revolving Fund. In the Resolutions of Intention To Order in the Projects, adopted on January 12, 2009, April 27, 2009, March 22, 2010, March 22, 2010, and May 29, 2007, respectively, this Council found it to be in the public interest, and in the best interest of the City and the Projects, 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 were ratified and confirmed in the resolutions ordering the Projects adopted by this Council on February 9, 2009, May 26, 2009, April 12, 2010, April 12, 2010, and June 25, 2007, respectively, and 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. Sale of Bonds; Bond Purchase Agreement. Pursuant to the Section 7-12-4204, M.C.A., this Council hereby determines that it would be in the best interests of the City to sell the Bonds at a private negotiated sale to D.A. Davidson & Co., of Great Falls, Montana (the "Purchaser"), at an underwriter's discount of 2.50% of the principal amount of the Bonds to be issued. 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 \$725,000; (2) the rate on the Bonds shall not exceed 6.00% per annum; (3) the term of the Bonds shall not extend beyond July 1, 2022; (4) the Bonds shall be payable from special assessments to be levied against property in the District; and (5) 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 Bond Counsel, and the City's Financial Advisor, 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.

The City Administrator and City Financial Services Manager 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 the preceding paragraphs and the Act. Upon approving such terms, the City Administrator and City Financial Services Manager 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 officers shall deem necessary and appropriate. In the event of the absence or disability of the City Administrator and City Financial Services Manager, the Mayor or Deputy City Administrator shall make such approvals and execute and deliver the Bond Purchase Agreement. The execution and delivery by appropriate officers of the City of the Bond Purchase Agreement shall be conclusive as to the

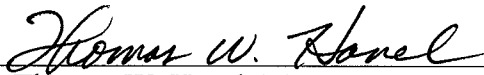
approval of such officers of the terms of the Bonds and the agreement of the City to sell the Bonds on such terms in accordance with the provisions thereof.

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 6. Official Statement. The City Financial Services Manager with the Springsted Incorporated and Dorsey & Whitney LLP, the City's bond counsel, are authorized to prepare on behalf of the City an Official Statement, to be distributed by the Purchaser to prospective purchasers of the Bonds. The Official Statement shall contain such information as shall be advisable and necessary to describe accurately the City, the security for, and the terms and conditions of, the Bonds. The City Administrator and City Financial Services Manager are authorized on behalf of the Council to deem the 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 July, 2010.




Thomas W. Hanel, Mayor

Attest: Cari Martin
Cari Martin, City Clerk