

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 No. 12-19142, entitled: "RESOLUTION RELATING TO UP TO \$1,260,000 SPECIAL IMPROVEMENT DISTRICT NO. 1392 BONDS; AMENDING THE PARAMETERS FOR THE ISSUANCE AND PRIVATE NEGOTIATED SALE 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 12, 2012, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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, Ronquillo, Pitman, Cimmino, McFadden, Bird, McCall, Ulledalen, Astle, and Crouch ; voted against the same: none ; abstained from voting thereon: none ; or were absent: none .

WITNESS my hand officially this March 12, 2012.



Cari Martin
Cari Martin, City Clerk

RESOLUTION NO. 12-19142

RESOLUTION RELATING TO UP TO \$1,260,000 SPECIAL
IMPROVEMENT DISTRICT NO. 1392 BONDS; AMENDING
THE PARAMETERS FOR THE ISSUANCE AND PRIVATE
NEGOTIATED SALE THEREOF

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

Section 1. Prior Acts, Recitals and Statutory Authorization.

1.01. 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"), a special improvement district, designated as Special Improvement District No. 1392 ("District"), for the purpose of financing costs of making improvements to the Yellowstone Family Park, formerly known as Byron Nelson Park, located in the Yellowstone Country Club, including, but not limited to, landscaping, trees, shrubs, turf grass, native vegetation, trails, sidewalk, irrigation system, playground and equipment, which is of special benefit to the properties within the District (the "Improvements") and paying costs incidental thereto (the "Incidental Costs"), including costs associated with the sale and the security of special improvement district bonds of the City drawn on the District, the creation and administration of the District, and the funding of a deposit to the City's Special Improvement District Revolving Fund (the "Revolving Fund").

1.02. Pursuant to Resolution No. 11-19042 (the "Parameters Resolution"), this Council determined it to be in the best interests of the City and the District to issue and sell special improvement district bonds drawn against the District in the maximum estimated principal amount of \$1,260,000 to pay the costs of the Improvements and Incidental Costs (the "Bonds"), subject to the terms and limitations set forth in the Parameters Resolution, and authorized the City Finance Director to select one or more purchasers for the Bonds and to negotiate the sale thereof.

1.03. In anticipation of the issuance of the Bonds, and in order to provide interim financing for the construction of the Improvements, the City issued and sold to U.S. Bank National Association, in a private negotiated sale and pursuant to the Parameters Resolution and Resolution No. 11-19050, its \$1,058,250 aggregate principal amount Special Improvement District No. 1392 Bond Anticipation Note, Series 2011 (the "Note"), to be repaid at or prior to maturity with proceeds of the Bonds.

1.04. The City proposes to issue the Bonds in order to repay the Note in full and to pay costs of the Improvements and Incidental Costs.

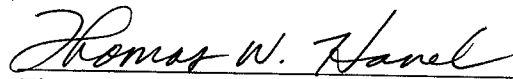
1.05. Based on the recommendations of Springsted Incorporated, financial consultant to the City in respect of the Bonds, the City Finance Director recommends that the Council amend the terms and limitations set forth in the Parameters Resolution for the sale of the Bonds.

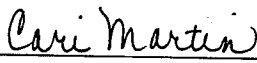
Section 2. Amendments. Sections 2.04 of the Parameters Resolution is hereby amended and restated in its entirety as follows:

"2.04. Pricing and Terms. The Bonds shall be sold to D.A. Davidson & Co., of Great Falls, Montana, in consultation with Springsted Incorporated, 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 \$1,260,000; (2) the maximum average interest rate on the Bonds shall not exceed 5.0%; (3) the purchase price of the Bonds shall not be less than 98.55% of the principal amount thereof, exclusive of original issue discount or premium; (4) the term of the Bonds shall not exceed 15 years; (5) the Bonds shall be payable from special assessments to be levied against property in the District; and (6) the Bonds shall be callable from the prepayment of special assessments."

PASSED AND APPROVED by the City Council of the City of Billings, Montana, this March 12, 2012.




Thomas W. Hanel, Mayor

Attest: 
Cari Martin, City Clerk