

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. 12-19235, entitled: "RESOLUTION RELATING TO \$4,385,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2012A; DETERMINING THE FORM AND DETAILS, AUTHORIZING THE EXECUTION AND DELIVERY AND LEVYING TAXES FOR THE PAYMENT 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 November 13, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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 13th day of November, 2012.

(SEAL)



Cari Martin
Cari Martin, City Clerk

RESOLUTION NO. 12-19235

RESOLUTION RELATING TO \$4,385,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2012A; DETERMINING THE FORM AND DETAILS, AUTHORIZING THE EXECUTION AND DELIVERY AND LEVYING TAXES FOR THE PAYMENT THEREOF

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

Section 1. Authorization and Sale; Recitals.

1.01 Authorization. At an election duly called and held on November 4, 2003, the electors of the City authorized the issuance and sale of general obligation bonds in the principal amount of \$5,200,000. Pursuant to such authorization, this Council issued and sold general obligation bonds of the City denominated “General Obligation Bonds, Series 2004A,” in the original aggregate principal amount of \$5,200,000 (the “Series 2004A Bonds”). The proceeds of the Series 2004A Bonds were used to pay for costs of the improvements to certain major arterials on Alkali Creek Road from the Airport Road Intersection to Senators Boulevard Intersection; on Arlene Corridor from Poly Drive to Broadwater Avenue which results in a north to south connection from Highway 3 to I-90; and on South Billings Boulevard from Laurel Road to King Avenue East Intersection (the “2004 Project”). The Series 2004A Bonds are currently outstanding in the aggregate principal amount of \$3,505,000.

At an election duly called and held on November 7, 2006, the electors of the City authorized the issuance and sale of general obligation bonds in the principal amount of \$12,500,000. Pursuant to such authorization, this Council issued and sold general obligation bonds of the City denominated “General Obligation Bonds, Series 2007A,” in the original aggregate principal amount of \$10,700,000 (the “Series 2007A Bonds”) and “General Obligation Bonds, Series 2007B,” in the original aggregate principal amount of \$1,800,000 (the “Series 2007B Bonds”). The Series 2007A Bonds and the Series 2007B Bonds were used to pay for costs of designing, constructing and equipping a new professional baseball stadium (the “Stadium”) and related improvements in athletic park (the “2007 Project”). The Series 2007A Bonds are currently outstanding in the aggregate principal amount of \$8,790,000 and the Series 2007B Bonds are currently outstanding in the aggregate principal amount of \$990,000.

The Series 2004A Bonds with stated maturities in 2014 and thereafter and outstanding in the aggregate principal amount of \$3,505,000 (the “Series 2004A Refunded Bonds”) and the Series 2007B Bonds with stated maturities in 2013 and thereafter and outstanding in the aggregate principal amount of \$990,000 (the “Series 2007B Refunded Bonds” and, together with the Series 2007B Bonds the “Refunded Bonds”) will be refunded in one series of bonds to be issued by the City.

1.02 The Stadium Operating Agreement. The City and the Billings Pioneer Baseball Club, a Montana corporation doing business as the Billings Mustangs (the “Ballclub”), previously entered into an Operation and Management Agreement dated as of August 31, 2007 (the “Operating Agreement”). This Operating Agreement will terminate December 31, 2012,

subject to options to extend for additional five-year periods upon mutual agreement. Under the Operating Agreement, the Ballclub has the right to manage, operate and use the Stadium for the term of the Agreement, including the right to schedule baseball games and community events (subject to certain priorities, in addition to Mustangs baseball games, preference is to be given to Montana State University and American Legion baseball games and thereafter City sponsored events), subject to general oversight by an Operations Committee consisting of three members (one from the Ballclub and two from the City). The Ballclub is responsible for operation and maintenance of the Stadium in accordance with applicable City codes and provisions of the Operating Agreement, including the maintenance of insurance, and is entitled to all gross revenues from the Stadium (including ticket, concession, advertising and naming rights), subject to the payments to be made to the City. Currently, the Ballclub pays the City \$30,000 annually (the “Ballclub Payments”) and the City expects to renew the Operating Agreement at the same annual rate.

1.03 Contributions to 2007 Project Costs. In connection with the 2007 Project, certain individuals and local businesses agreed to make contributions to costs of the 2007 Project as follows:

- (1) Mr. Jon Dehler agreed to make a \$1 million contribution to the City in his individual capacity in consideration of the Stadium being named Dehler Park for a 20-year period (the “Naming Rights Payments”).
- (2) First Interstate BancSystem Foundation and Wendy’s of Montana Foundation, Inc. each agreed to make grants to the City in the amount of \$350,000 payable in equal amounts over a 10-year period, commencing in October 1, 2007 (the “Foundation Grants”). The Foundation Grants are given to the City as a donation and without any consideration or benefit therefrom.
- (3) First Interstate Bank and Wendy’s of Montana, Inc. each agreed to make grants to the City in the amount of \$150,000 payable in equal amounts over a 10-year period (the “Corporation Grants”). The Corporation Grants were given to the City in exchange for a sign on the scoreboard constructed in the Stadium. Each entity also receives four tickets to each Mustang game for a 20 year period beginning with the 2008 baseball season, the commercial value of which is \$15,000. To date First Interstate Bank has paid \$75,000 of its Corporation Grant and Wendy’s of Montana, Inc. has paid \$60,000 of its Corporation Grant.
- (4) The City received miscellaneous pledges and contributions in the estimated amount of \$111,000 (the “Miscellaneous Contributions”) for which no consideration was given.

The Naming Rights Payments, the Foundation Grants, the Corporation Grants and the Miscellaneous Contributions have been used to pay principal of and interest on the Series 2007B Bonds. Remaining amounts due will be used to pay principal of and interest on the Series 2012A Bonds (as hereinafter defined).

1.04 Refunding. For the purpose of reducing the interest cost on the Refunded Bonds and reducing the taxes necessary to pay the principal of and interest on such bonds, this Council

has determined that it is in the best interests of the City and the owners of taxable property therein for the City to sell, upon the terms hereinafter set forth, to Piper Jaffray & Co., of Denver, Colorado (the “Original Purchaser”), by private negotiated sale, its general obligation refunding bonds, pursuant to Montana Code Annotated, Section 7-7-4302, in order to refund the Refunded Bonds and to pay the costs of issuance of such bonds and of the refunding.

1.05 Purchase and Sale. The Original Purchaser and the City have entered into a Bond Purchase Agreement, dated as of October 29, 2012, regarding the purchase and sale of general obligation refunding bonds of the City, to be denominated “General Obligation Refunding Bonds, Series 2012A” (the “Series 2012A Bonds”), in the aggregate principal amount of \$4,385,000 at a purchase price of \$4,654,646.55 (reflecting underwriter’s discount of \$34,155 and a reoffering premium of \$303,801.55), the Series 2012A Bonds to bear interest at the rates and mature on the dates and in the amounts and contain the further terms and conditions set forth in this Resolution. The sale of the Series 2012A Bonds to the Original Purchaser is hereby ratified and confirmed. The indebtedness to be evidenced by the Series 2012A Bonds and all other indebtedness of the City does not exceed the limitation set forth in Section 7-7-4201.

The interest rates to be borne by the Series 2012A Bonds result in a total dollar interest cost of \$459,004.17 and an average annual interest rate of 3.000% per annum, and a net present value interest savings of \$265,965.14, using a discount rate of 1.589501% per annum (the approximate yield of the Series 2012A Bonds) over the term of the Refunded Bonds. As required by Montana Code Annotated, Section 7-7-4302, the average annual interest rate on the Series 2012A Bonds (3.000%) is more than one-half of one percent (0.50%) per annum less than the average annual rate of interest on the Series 2004A Refunded Bonds (3.963761%) and the Series Refunded 2007B Bonds (4.084393%). It is now desirable, proper and in the best interest of the City that the form and details of the Series 2012A Bonds be set forth and prescribed in the official proceedings of this Council.

1.06 Recitals. All acts, conditions and things required by the Constitution and laws of the State of Montana, including Montana Code Annotated, Title 7, Chapter 7, Parts 42 and 43, as amended, in order to make the Series 2012A Bonds valid and binding general obligations in accordance with their terms and in accordance with the terms of this Resolution have been done, do exist, have happened and have been performed in regular and due form, time and manner as so required. The City has full power and authority to issue the Series 2012A Bonds.

Section 2. Bond Terms, Execution and Delivery.

2.01 Term of Bonds. The Series 2012A Bonds shall be designated “General Obligation Refunding Bonds, Series 2012A.” The Series 2012A Bonds shall be in the denomination of \$5,000 each or any integral multiple thereof of single maturities. The Series 2012A Bonds shall mature on July 1 in the years and amounts listed below, and the Series 2012A Bonds maturing in such years and amounts shall bear interest from date of original issue until paid or duly called for redemption at the rates shown opposite such years and amounts, as follows:

<u>Year</u>	<u>Amount</u>	Interest <u>Rate</u>
2013	\$455,000	3.000%
2014	420,000	3.000
2015	435,000	3.000
2016	445,000	3.000
2017	460,000	3.000
2018	275,000	3.000
2019	290,000	3.000
2020	300,000	3.000
2021	310,000	3.000
2022	320,000	3.000
2023	330,000	3.000
2024	345,000	3.000

Interest shall be calculated on the basis of a 360-day year composed of twelve 30-day months.

2.02 Registered Form, Interest Payment Dates. The Series 2012A Bonds shall be issuable only in fully registered form, and the ownership of the Series 2012A Bonds shall be transferred only upon the bond register of the City hereinafter described. The interest on the Series 2012A Bonds shall be payable on January 1 and July 1 in each year, commencing July 1, 2013. Interest on the Series 2012A Bonds shall be payable to the owners of record thereof as such appear on the bond register as of the close of business on the 15th day of the month immediately preceding each interest payment date, whether or not such day is a business day. Interest on, and upon presentation and surrender thereof, the principal of each Bond shall be payable by check or draft issued by the Registrar described herein.

2.03 Dated Date. Each Series 2012A Bond shall be originally dated as of November 20, 2012, and upon authentication of any Series 2012A Bond the Registrar (as hereinafter defined) shall indicate thereon the date of such authentication.

2.04 Registration. The City shall appoint, and shall maintain, a bond registrar, transfer agent and paying agent (the "Registrar"). The effect of registration and the rights and duties of the City and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal office a bond register in which the Registrar shall provide for the registration of ownership of Series 2012A Bonds and the registration of transfers and exchanges of Series 2012A Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender to the Registrar for transfer of any Series 2012A Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Series 2012A Bonds of the same series of a like aggregate principal amount and maturity, as the case may be, as requested by the

transferor. The Registrar may, however, close the books for registration of any transfer of any Series 2012A Bond or portion thereof selected or called for redemption.

(c) Exchange of Bonds. Whenever any Series 2012A Bond is surrendered by the registered owner for exchange, the Registrar shall authenticate and deliver one or more new Series 2012A Bonds of the same series of a like aggregate principal amount, interest rate and maturity, as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. All Series 2012A Bonds surrendered upon any transfer or exchange shall be promptly cancelled by the Registrar and thereafter disposed of as directed by the City.

(e) Improper or Unauthorized Transfer. When any Series 2012A Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Series 2012A Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The City and the Registrar may treat the person in whose name any Series 2012A Bond is at any time registered in the bond register as the absolute owner of such Series 2012A Bond, whether such Series 2012A Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Series 2012A Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability of the City upon such Series 2012A Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Series 2012A Bonds (except for an exchange upon the partial redemption of a Series 2012A Bond), the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Series 2012A Bond shall become mutilated or be lost, stolen or destroyed, the Registrar shall deliver a new Series 2012A Bond of the same series of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Series 2012A Bond or in lieu of and in substitution for any such Series 2012A Bond lost, stolen or destroyed, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Series 2012A Bond lost, stolen or destroyed, upon filing with the Registrar of evidence satisfactory to it that such Series 2012A Bond was lost, stolen or destroyed, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the City and the Registrar shall be named as obligees. All Series 2012A Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the City. If the mutilated, lost, stolen or destroyed Series 2012A Bond has already matured or such Series 2012A Bond has been called for

redemption in accordance with its terms, it shall not be necessary to issue a new Series 2012A Bond prior to payment.

2.05 Appointment of Initial Registrar. The City hereby appoints U.S. Bank National Association, in Seattle, Washington, to act as registrar, transfer agent and paying agent (the "Registrar"). The City reserves the right to appoint a successor bond registrar, transfer agent or paying agent, as authorized by the Model Public Obligations Registration Act of Montana, Montana Code Annotated, Title 17, Chapter 5, Part 11, as amended (the "Registration Act"), but the City agrees to pay the reasonable and customary charges of the Registrar for the services performed.

2.06 Optional Redemption.

(a) Series 2012A Bonds with stated maturities in the years 2013 through 2021 are not subject to redemption prior to their stated maturities. Series 2012A Bonds with stated maturities on or after July 1, 2022 are subject to redemption on July 1, 2021 and any date thereafter, at the option of the City, in whole or in part, and if in part from such stated maturities and in such principal amounts as the City may designate in writing to the Registrar (or, if no designation is made, in inverse order of maturities and within a maturity in \$5,000 principal amounts selected by the Registrar by lot or other manner it deems fair), at a redemption price equal to the principal amount thereof and interest accrued to the redemption date, without premium.

(b) The date of redemption and the principal amount of the Series 2012A Bonds to be redeemed shall be fixed by the City Finance Director who shall give notice thereof to the Registrar at least 45 days prior to the date of redemption or such lesser period as the Registrar accepts. The Registrar, at least 30 days prior to the designated redemption date, shall cause notice of redemption to be mailed, by first class mail, or by other means required by the securities depository, to the registered owners of each Series 2012A Bond to be redeemed at their addresses as they appear on the bond register described in Section 2.04, but no defect in or failure to give such mailed notice shall affect the validity of proceedings for the redemption of any Series 2012A Bond not affected by such defect or failure. The notice of redemption shall specify the redemption date, redemption price, the numbers, interest rates and CUSIP numbers of the Series 2012A Bonds to be redeemed and the place at which the Series 2012A Bonds are to be surrendered for payment, which is the principal office of the Registrar. Official notice of redemption having been given as aforesaid, the Series 2012A Bonds or portions thereof so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified and from and after such date (unless the City shall default in the payment of the redemption price) such Series 2012A Bonds or portions thereof shall cease to bear interest.

2.07 Execution and Delivery. The Series 2012A Bonds shall be forthwith prepared for execution under the direction of the City Clerk and shall be executed on behalf of the City by the signatures of the Mayor, the City Finance Director and the City Clerk, provided that said signatures may be printed, engraved or lithographed facsimiles thereof. The seal of the City need not be imprinted on or affixed to any Series 2012A Bond. In case any officer whose signature or a facsimile of whose signature shall appear on the Series 2012A Bonds shall cease to be such officer before the delivery thereof, such signature or facsimile shall nevertheless be valid

and sufficient for all purposes, the same as if such officer had remained in office until delivery. When the Series 2012A Bonds have been so executed by said City officers, they shall be registered by the City Finance Director in accordance with Montana Code Annotated, Section 7-7-4257, as amended. Notwithstanding such execution, no Series 2012A Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Series 2012A Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Series 2012A Bonds need not be signed by the same representative. The executed certificate of authentication on each Series 2012A Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution. When the Series 2012A Bonds have been fully executed and authenticated, they shall be delivered by the Registrar to the Original Purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the Original Purchaser shall not be obligated to see to the application of the purchase price.

2.08 Securities Depository for the Series 2012A Bonds.

(a) For purposes of this Section 2.08, the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Series 2012A Bond, the person in whose name such Series 2012A Bond is recorded as the beneficial owner of such Series 2012A Bond by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Series 2012A Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Series 2012A Bonds as securities depository.

“Representation Letter” shall mean the Blanket Issuer Letter of Representations pursuant to which the City agrees to comply with DTC’s Operational Arrangements.

(b) The Series 2012A Bonds of each series shall be initially issued as separately authenticated fully registered Series 2012A Bonds, and one Series 2012A Bond shall be issued in the principal amount of each stated maturity of each series of the Series 2012A Bonds. Upon initial issuance, the ownership of such Series 2012A Bonds shall be registered in the Series 2012A Bond register in the name of Cede & Co., as nominee of DTC. The Registrar and the City may treat DTC (or its nominee) as the sole and exclusive owner of the Series 2012A Bonds registered in its name for the purposes of payment of the principal of or interest on the Series 2012A Bonds, selecting the Series 2012A Bonds or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to registered owners of Series 2012A Bonds under this Resolution,

registering the transfer of Series 2012A Bonds, and for all other purposes whatsoever; and neither the Registrar nor the City shall be affected by any notice to the contrary. Neither the Registrar nor the City shall have any responsibility or obligation to any Participant, any Person claiming a beneficial ownership interest in the Series 2012A Bonds under or through DTC or any Participant, or any other Person which is not shown on the Series 2012A Bond register as being a registered owner of any Series 2012A Bonds, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Series 2012A Bonds, with respect to any notice which is permitted or required to be given to owners of Series 2012A Bonds under this Resolution, with respect to the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the Series 2012A Bonds, or with respect to any consent given or other action taken by DTC as registered owner of the Series 2012A Bonds. So long as any Series 2012A Bond is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Series 2012A Bond, and shall give all notices with respect to such Series 2012A Bond, only to Cede & Co. in accordance with the Representation Letter, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to the principal of and interest on the Series 2012A Bonds to the extent of the sum or sums so paid. No Person other than DTC shall receive an authenticated Series 2012A Bond for each separate stated maturity evidencing the obligation of the City to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Series 2012A Bonds will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) In the event the City determines to discontinue the book-entry-only system for one or both series of Series 2012A Bonds, the City may notify DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Series 2012A Bonds of such series in the form of certificates. In such event, the Series 2012A Bonds of such series will be transferable in accordance with paragraph (e) hereof. DTC may determine to discontinue providing its services with respect to the Series 2012A Bonds of one or both series at any time by giving notice to the City and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Series 2012A Bonds of such series will be transferable in accordance with paragraph (e) hereof.

(d) The Representation Letter sets forth certain matters with respect to, among other things, notices, consents and approvals by registered owners of the Series 2012A Bonds and Beneficial Owners and payments on the Series 2012A Bonds. The Registrar shall have the same rights with respect to its actions thereunder as it has with respect to its actions under this Resolution.

(e) In the event that any transfer or exchange of Series 2012A Bonds of a series is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the Series 2012A Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of this Resolution. In the event Series 2012A Bonds in

the form of certificates are issued to owners other than Cede & Co., its successor as nominee for DTC as owner of all the Series 2012A Bonds, or another securities depository as owner of all the Series 2012A Bonds, the provisions of this Resolution shall also apply to all matters relating thereto, including, without limitation, the preparation of such Series 2012A Bonds in the form of Series 2012A Bond certificates and the method of payment of principal of and interest on such Series 2012A Bonds in the form of Series 2012A Bond certificates.

2.09 Form of Bond. The Series 2012A Bonds shall be prepared in substantially the form set forth in Exhibit A hereto, and by this reference made a part hereof.

Section 3. Security Provisions.

3.01 Debt Service Account. There is hereby created a special account to be designated as the "Debt Service Account" (the "Debt Service Account"), to be held and administered by the City Finance Director separate and apart from all other funds of the City, to be used solely to pay principal of and interest on the Series 2012A Bonds and to pay costs of issuance relating to the Series 2012A Bonds. The City irrevocably appropriates to the Debt Service Account: (a) any proceeds of the Series 2012A Bonds in excess of their principal amount payable to the City (except to the extent such proceeds are deposited in the escrow account established by the escrow agreement described in Section 4) or, to the Costs of Issuance Subaccount in the Debt Service Account, any proceeds of the Series 2012 Bonds to pay costs of issuance; (b) the remaining Naming Rights Payments, proceeds of the Foundation Grants and Corporation Grants, and the Miscellaneous Contributions; (c) amounts in the Revenue Subaccount in the Debt Service Account; (d) any taxes levied in accordance with this Resolution, (e) all income derived from the investment of amounts on hand in the Debt Service Account, (f) excess amounts in the escrow account described in Section 4.01, and (g) such other money as shall be received and appropriated to the Debt Service Account from time to time.

3.02 Tax Levies. The full faith and credit and taxing powers of the City shall be and are hereby irrevocably pledged to the payment of the Series 2012A Bonds and interest due thereon, and the City shall cause taxes to be levied annually on all taxable property in the City sufficient to pay the interest on the Series 2012A Bonds when it falls due and to pay and discharge the principal at maturity of each and all of the Series 2012A Bonds as they respectively become due.

On or before September 30 of each year and so long as any of the Bonds are outstanding and any principal thereof or interest thereon unpaid, the City Finance Director shall calculate and certify to this Council the total amount of cash on hand in the Debt Service Account and the amount required for the payment of principal of and interest on the outstanding Bonds on or before the next succeeding July 1. This Council shall forthwith cause to be levied for collection in the fiscal year a tax sufficient to pay such principal and interest on the Bonds taking into account the total amount of cash on hand in the Debt Service Account.

Section 4. Use of Proceeds; Redemption.

4.01 Use of Proceeds. Simultaneously with the delivery of the Series 2012A Bonds, the City Finance Director shall cause to be deposited in the Escrow Account established with the Escrow Agent under an Escrow Agreement hereinafter described, \$4,761,206.21 (representing a sum equal to amounts on hand in the City's debt service accounts for the Refunded Bonds (\$159,407.00) and proceeds of the Series 2012A Bonds (\$4,601,798.00)), for the purchase of securities and establishment of the beginning cash balance for the Escrow Account for (i) the redemption and prepayment of the outstanding Series 2007B Refunded Bonds on December 26, 2012 and (ii) the payment on the regular payments dates of all principal and interest to become due on the outstanding Series 2004A Refunded Bonds to and including July 1, 2014 and the redemption and prepayment of the outstanding Series 2004A Refunded Bonds on July 1, 2014, all as set forth in the Escrow Agreement between the City-County and U.S. Bank National Association (the "Escrow Agreement"). The City Finance Director shall cause the amount so deposited to be invested in general obligations of the United States or securities of United States agencies which are authorized by law to be so deposited, maturing on the dates and bearing interest at the rates required to provide funds together with the beginning cash balance sufficient to refund the Refunded Bonds. The Escrow Account and all investments thereof shall be held in safekeeping by said Escrow Agent, and said account and all income therefrom are irrevocably appropriated for the purposes stated in this Section 4.01. The Mayor, City Finance Director and City Clerk are hereby authorized to enter into an Escrow Agreement with U.S. Bank National Association, in the form which has been presented to this Council attached hereto as Exhibit B, with such additions thereto or deletions therefrom as are necessary or appropriate. In accordance with the provisions of Montana Code Annotated, Section 7-7-2316, upon the establishment and funding of the Escrow Account pursuant to this Section 4.01, the Refunded Bonds shall no longer be considered outstanding for purposes of Montana Code Annotated, Section 7-7-4201 or any other debt limitation. The City Finance Director shall also deposit \$52,847.34 of the proceeds of the Series 2012A Bonds in the Costs of Issuance Subaccount in the Debt Service Account.

4.02 Redemption. The Series 2004A Bonds with maturities on and after July 1, 2015 are hereby called for redemption on July 1, 2014. The Series 2007B Bonds with maturities on and after July 1, 2013 are hereby called for redemption on December 26, 2012.

Section 5. Tax Covenants and Certifications.

5.01 General Covenant. The City covenants and agrees with the owners from time to time of the Series 2012A Bonds that it will not take or permit to be taken by any of its officers, employees or agents any action which would cause the interest on the Series 2012A Bonds to become includable in gross income for federal income tax purposes under the Code and applicable Treasury Regulations (the "Regulations"), and covenants to take any and all actions within its powers to ensure that the interest on the Series 2012A Bonds will not become includable in gross income for federal income tax purposes under the Code and the Regulations.

5.02 Arbitrage Certification. The Mayor, the City Finance Director and the City Clerk being the officers of the City charged with the responsibility for issuing the Series 2012A Bonds pursuant to this Resolution, are authorized and directed to execute and deliver to the Original Purchaser a certificate in accordance with the provisions of Section 148 of the Code, and Section

1.148-2(b) of the Regulations, stating that on the basis of facts, estimates and circumstances in existence on the date of issue and delivery of the Series 2012A Bonds, it is reasonably expected that the proceeds of the Series 2012A Bonds will not be used in a manner that would cause the Series 2012A Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code and the Regulations.

5.03 Arbitrage Rebate. The City acknowledges that the Series 2012A Bonds are subject to the rebate requirements of Section 148(f) of the Code. The City covenants and agrees to retain such records, make such determinations, file such reports and documents and pay such amounts at such times as are required under said Section 148(f) and applicable Treasury Regulations to preserve the exclusion of interest on the Series 2012A Bonds from gross income for federal income tax purposes, unless the Series 2012A Bonds qualify for the exception from the rebate requirement under Section 148(f)(4)(B) of the Code and no "gross proceeds" of the Series 2012A Bonds (other than amounts constituting a "bona fide debt service fund") arise during or after the expenditure of the original proceeds thereof. In furtherance of the foregoing, the Mayor, the City Finance Director and the City Clerk are hereby authorized and directed to execute a Rebate Certificate, substantially in the form to be prepared by Bond Counsel, and the City hereby covenants and agrees to observe and perform the covenants and agreements contained therein, unless amended or terminated in accordance with the provisions thereof.

5.04 Information Reporting. The City shall file with the Secretary of the Treasury, not later than February 15, 2013, a statement concerning the Series 2012A Bonds containing the information required by Section 149(e) of the Code.

Section 6. Defeasance or Discharge.

6.01 General. When the liability of the City on all Series 2012A Bonds issued under and secured by this Resolution and all interest thereon has been discharged as provided in this section, all pledges, covenants and other rights granted by this Resolution to the Holders of such Series 2012A Bonds shall cease.

6.02 Maturity. The City may discharge its liability with reference to all Series 2012A Bonds and interest thereon which are due on any date by depositing with the Registrar for such Series 2012A Bonds on or before the date a sum sufficient for the payment thereof in full; or if any Series 2012A Bond or interest thereon shall not be paid when due, the City may nevertheless discharge its liability with reference thereto by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued to the date of such deposit.

6.03 Redemption. The City may also discharge its liability with reference to any prepayable Series 2012A Bonds which are called for redemption on any date in accordance with their terms, by depositing with the Registrar on or before that date an amount equal to the principal, interest and redemption premium, if any, which are then due thereon, provided that notice of such redemption has been duly given as provided in this Resolution.

6.04 Escrow. The City may also at any time discharge its liability in its entirety with reference to any Series 2012A Bonds subject to the provisions of law now or hereafter authorizing and regulating such action, by depositing irrevocably in escrow, with a bank qualified by law as an escrow agent for this purpose, cash or securities which are general

obligations of the United States or securities of United States agencies which are authorized by law to be so deposited, bearing interest payable at such times and at such rates and maturing on such dates as shall be required, without reinvestment, to provide funds sufficient to pay all principal, interest and redemption premiums, if any, to become due on such Series 2012A Bonds at their Stated Maturities or, if such Series 2012A Bonds are prepayable and notice of redemption thereof has been given or irrevocably provided for, to such earlier redemption date.

Section 7. Continuing Disclosure.(a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Series 2012A Bonds and the security therefor and to permit participating underwriters in the primary offering of the Series 2012A Bonds to comply with paragraph (b)(5) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the “Rule”), the City hereby makes the following covenants and agrees, for the benefit of the Owners (as hereinafter defined) from time to time of the outstanding Series 2012A Bonds, to provide annual reports of specified information and notice of the occurrence of certain events to the Municipal Securities Rulemaking Board (“MSRB”) through its Electronic Municipal Market Access system website (“EMMA”), as hereinafter described (the “Disclosure Covenants”). The City is the only “obligated person” in respect of the Series 2012A Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made.

The City has complied in all material respects with any undertaking previously entered into by it under the Rule.

If the City fails to comply with the Disclosure Covenants, any person aggrieved thereby, including the Owners of any outstanding Series 2012A Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of the Disclosure Covenants, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder. Notwithstanding anything to the contrary contained in the Disclosure Covenants, in no event shall a default under this Section 6 constitute a default under the Series 2012A Bonds or under any other provision of this Resolution.

As used in this Section 7, “Owner” means, in respect of a Series 2012A Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any Beneficial Owner (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used in this Section 7, “Beneficial Owner” means, in respect of a Series 2012A Bond, any person or entity that (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Series 2012A Bond (including persons or entities holding Series 2012A Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of the Series 2012A Bond for federal income tax purposes.

(b) Information To Be Disclosed. The City will provide, in the manner set forth in subsection (c) hereof, either directly or indirectly through an agent designated by the City, the following information at the following times:

(1) on or before 270 days after the end of each fiscal year of the City, commencing with the fiscal year ending June 30, 2012, the following financial information and operating data in respect of the City (the "Disclosure Information"):

(A) the audited financial statements of the City for such fiscal year, accompanied by the audit report and opinion of the accountant or government auditor relating thereto, as permitted or required by the laws of the State of Montana, containing balance sheets as of the end of such fiscal year and a statement of operations, changes in fund balances and cash flows for the fiscal year then ended, prepared in accordance with generally accepted accounting principles promulgated by the Financial Accounting Standards Board as modified in accordance with the governmental accounting standards promulgated by the Governmental Accounting Standards Board or as otherwise provided under Montana law, as in effect from time to time or, if and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles for reasons beyond the reasonable control of the City, noting the discrepancies therefrom and the effect thereof, and certified as to accuracy and completeness in all material respects by the City Finance Director; and

(B) To the extent not included in the financial statements referred to in paragraph (A) above, the information of the type set forth below, which information may be unaudited:

(1) updated figures for the City for the then current fiscal year to include general obligation bonds outstanding, market valuation, taxable valuation, estimated City population, and debt capacity;

(2) a description of any additional borrowing of the City;

(3) tax levy and collection figures for the then current fiscal year in a format similar to the table in the Official Statement in the section "City Tax Rates, Levies and Collections"; and

(4) a list of the major taxpayers for the City for the then current fiscal year in a format similar to the table in the Official Statement in the section "City Property Values—Major Taxpayers".

Notwithstanding anything in this Section 7, if the audited financial statements are not available by the date specified, the City shall provide on or before such date unaudited financial statements in the format required for the audited financial statements as part of the Disclosure Information and, within ten days after the receipt thereof, the City shall provide the audited financial statements.

Any or all of the Disclosure Information may be incorporated, if it is updated as required hereby, by reference from other documents, including official statements, which have been submitted to the MSRB in the manner set forth in subsection (c) hereof. The

City shall clearly identify in the Disclosure Information in each document so incorporated by reference.

If any part of the Disclosure Information can no longer be generated because the operations of the City have materially changed or been discontinued, such Disclosure Information need no longer be provided if the City includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other City operations in respect of which data is not included in the Disclosure Information and the City determines that certain specified data regarding such replacement operations would be material (as hereinafter defined), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations.

If the Disclosure Information is changed or the Disclosure Covenants are amended, then the City shall include in the next Disclosure Information to be delivered pursuant to this Section 6, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(2) In a timely manner not in excess of ten business days, notice of the occurrence of any of the following events:

- (A) principal and interest payment delinquencies;
- (B) non-payment related defaults, if material;
- (C) unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) substitution of credit or liquidity providers, or their failure to perform;
- (F) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Series 2012A Bonds or other material events affecting the tax status of the Series 2012A Bonds;
- (G) modifications to rights of holders of the Series 2012A Bonds, if material;
- (H) bond calls, if material, and tender offers;
- (I) defeasances;
- (J) release, substitution or sale of property securing repayment of the Series 2012A Bonds, if material;
- (K) rating changes;
- (L) bankruptcy, insolvency, receivership, or similar event of the obligated person;
- (M) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry

- into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (N) appointment of a successor or additional trustee or the change of name of a trustee, if material.

An event is “material” if it is an event as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Series 2012A Bond or, if not disclosed, would significantly alter the total information otherwise available to an investor from the Official Statement, information disclosed in this Bond Resolution or information generally available to the public. Notwithstanding the foregoing sentence, an event is also “material” if it is an event that would be deemed material for purposes of the purchase, holding or sale of a Series 2012A Bond within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

(3) In a timely manner, notice of the occurrence of any of the following events or conditions:

- (A) the failure of the City to provide the Disclosure Information described above under “—Annual Information” at the time specified thereunder;
- (B) the amendment or supplementing of the Disclosure Covenants, together with a copy of such amendment or supplement and any explanation provided by the City;
- (C) the termination of the obligations of the City under the Disclosure Covenants; and
- (D) any change in the fiscal year of the City.

(c) Manner of Disclosure. The City agrees to make available the information described in subsection (b) hereof to the MSRB via EMMA or in a manner as may be otherwise proscribed by the MSRB consistent with the Rule. All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

(d) Term; Amendments; Interpretation.

(1) The Disclosure Covenants shall remain in effect so long as any Series 2012A Bonds are outstanding.

(2) The Disclosure Covenants (and the form and requirements of the Disclosure Information) may be amended or supplemented by the City from time to time, without notice to (except as provided in paragraph (c)(3) hereof) or the consent of the Owners of any Series 2012A Bonds, by a resolution of this Council filed in the office of the recording officer of the City accompanied by an opinion of Bond Counsel, who may rely on certificates of the City and others and the opinion may be subject to customary

qualifications, to the effect that such amendment or supplement (A) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the City or the type of operations conducted by the City, or (B) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule, assuming that such provisions apply to the Series 2012A Bonds.

If the Disclosure Information is so amended, the City agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(3) The Disclosure Covenants are entered into to comply with the continuing disclosure provisions of the Rule and should be construed so the undertaking would satisfy the requirements of paragraph (b)(5) of the Rule.

Section 8. Certification of Proceedings. The officers of the City are hereby authorized and directed to prepare and furnish to the Original Purchaser and to Dorsey & Whitney LLP, Bond Counsel, certified copies of all proceedings and records of the City, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Series 2012A Bonds as the same appear from the books and records under their custody and control or as otherwise known to them, and all such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the City as to the facts recited therein.

Section 9. Repeals and Effective Date.

9.01 **Repeal.** All provisions of other resolutions and other actions and proceedings of the City and this Council that are in any way inconsistent with the terms and provisions of this Resolution are repealed, amended and rescinded to the full extent necessary to give full force and effect to the provisions of this Resolution.

9.02 **Effective Date.** This Resolution shall take effect immediately upon its passage and adoption by this Council.

PASSED AND ADOPTED by the City Council of the City of Billings, Montana, this 13th day of November, 2012.

(SEAL)



ATTEST:

BY: Cari Martin
Cari Martin, City Clerk

CITY OF BILLINGS

BY: Thomas W. Hanel
Thomas W. Hanel, Mayor

EXHIBIT A

UNITED STATES OF AMERICA
STATE OF MONTANA
COUNTY OF YELLOWSTONE

CITY OF BILLINGS, MONTANA

GENERAL OBLIGATION REFUNDING BOND, SERIES 2012A

No. _____ \$ _____

<u>Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
%	July 1,	November 20, 2012	090095

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: DOLLARS AND NO/100

FOR VALUE RECEIVED, THE CITY OF BILLINGS, YELLOWSTONE COUNTY, STATE OF MONTANA (the "City"), acknowledges itself to be indebted and hereby promises to pay to the registered owner named above, or registered assigns, the principal amount specified above on the maturity date specified above or, if this Bond is prepayable as stated herein, on any date prior thereto on which this Bond shall have been duly called for redemption, and to pay interest on said principal amount to the registered owner hereof from the Date of Original Issue set forth above or from such later date to which interest has been paid or duly provided for until this Bond is paid or, if this Bond is prepayable, until it has been duly called for redemption, at the rate specified above. Principal of this Bond is payable upon presentation and surrender hereof to U.S. Bank National Association, of Seattle, Washington, as Bond Registrar, Transfer Agent and Paying Agent, or its successor designated under the Resolution described herein (the "Registrar") at its operations center in St. Paul, Minnesota. The interest on this Bond shall be payable on January 1 and July 1 in each year, commencing July 1, 2013. Interest on the Series 2012A Bonds shall be payable to the owners of record thereof as such appear on the bond register as of the close of business on the 15th day of the month immediately preceding each interest payment date, whether or not such day is a Business Day. Interest on, and upon presentation and surrender thereof, the principal of each Bond shall be payable by check or draft issued by the Registrar described herein. "Business Day" means any day other than a Saturday, Sunday or legal holiday of the State of Montana.

The principal of and interest on this Bond are payable in lawful money of the United States of America. For the prompt and full payment of such principal and interest as the same respectively become due, the full faith, credit and taxing powers of the City have been and are hereby irrevocably pledged.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the City.

This Bond is one of an issue in the total principal amount of \$4,385,000 (the "Series 2012A Bonds"), all of like date of original issue and tenor except as to serial number, denomination, maturity date, interest rate and redemption privilege, issued for the purpose of refunding certain valid outstanding general obligation bonds of the City, all pursuant to Title 7, Chapter 7, Parts 42 and 43, Montana Code Annotated, and resolutions duly adopted by the City Council, including a bond resolution adopted on November 13, 2012 (the "Resolution"), and in full conformity with the Constitution and laws of the State of Montana thereunto enabling. The Series 2012A Bonds are issuable only as fully registered bonds of single maturities, in denominations of \$5,000 or any integral multiple thereof.

The Series 2012A Bonds with stated maturities in the years 2013 through 2021 are not subject to redemption prior to their stated maturities. Series 2012A Bonds with stated maturities on or after July 1, 2022 are subject to redemption on July 1, 2021 and any date thereafter, at the option of the City, in whole or in part, and if in part from such stated maturities and in such principal amounts as the City may designate in writing to the Registrar (or, if no designation is made, in inverse order of maturities and within a maturity in \$5,000 principal amounts selected by the Registrar by lot or other manner it deems fair), at a redemption price equal to the principal amount thereof and interest accrued to the redemption date, without premium.

As provided in the Resolution and subject to certain limitations set forth therein, this Series 2012A Bond is transferable upon the books of the City at the principal office of the Registrar, by the registered owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his attorney; and may also be surrendered in exchange for Series 2012A Bonds of other authorized denominations. Upon any such transfer or exchange, the City will cause a new Series 2012A Bond or Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The City and the Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof, whether this Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the City nor the Registrar shall be affected by any notice to the contrary.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Montana to be done, to exist, to happen and to be performed precedent to and in the issuance of this Bond, in order to make it a valid and binding general obligation of the City according to its terms, have been done, do exist, have happened and have been performed in regular and due form, time and manner as

so required; that the City Council will annually levy an ad valorem tax on all of the taxable property in the City sufficient to pay the interest hereon when it falls due and also to pay and discharge the principal of this Bond at maturity; that this Bond, together with all other indebtedness of the City outstanding on the date of original issue hereof and on the date of the delivery of the Series 2012A Bonds to the Original Purchaser, does not exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been executed by the Registrar by the manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Billings, Montana, by its City Council, has caused this Bond to be executed by the facsimile signatures of the Mayor, the City Finance Director and the City Clerk, and by a printed facsimile of the official seal of the City.

CITY OF BILLINGS, MONTANA

(Facsimile Signature)
MAYOR

(Facsimile Seal)

(Facsimile Signature)
CITY FINANCE DIRECTOR

(Facsimile Signature)
CITY CLERK

Dated:

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds delivered pursuant to the Resolution mentioned herein.

U.S. BANK NATIONAL ASSOCIATION,
as Registrar, Transfer Agent, and
Paying Agent

By _____

Authorized Signature

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common	UTMA.....Custodian..... (Cust) (Minor)
TEN ENT -- as tenants by the entireties	under Uniform Gifts to Minor Act..... (State)
JT TEN -- as joint tenants with right of survivorship and not as tenants in common	

Additional abbreviations may also be used.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers
unto _____ the within Bond and all rights thereunder, and hereby
irrevocably constitutes and appoints _____ attorney to transfer the within
Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

PLEASE INSERT SOCIAL SECURITY
OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE:

/

NOTICE: The signature to this assignment
must correspond with the name as it appears
upon the face of the within Bond in every
particular, without alteration, enlargement
or any change whatsoever.

SIGNATURE GUARANTEED

Signature(s) must be guaranteed by an
"eligible guarantor institution" meeting
the requirements of the Bond Registrar,
which requirements include membership
or participation in STAMP or such other
"signature guaranty program" as may be
determined by the Bond Registrar in
addition to or in substitution for STAMP,
all in accordance with the Securities
Exchange Act of 1934, as amended.

EXHIBIT B

ESCROW AGREEMENT

THIS ESCROW AGREEMENT (this "Agreement") is made and executed between the City of Billings, Montana (the "City"), and U.S. Bank National Association, in Seattle, Washington (the "Agent"). The parties hereto recite and, in consideration of the mutual covenants and payments referred to and contained herein, covenant and agree as follows:

1. The City, in accordance with a resolution of its City Council adopted on November 13, 2012, sold its General Obligation Refunding Bonds, Series 2012A, dated, as originally issued, as of November 20, 2012 (the "Series 2012A Bonds"), in the aggregate principal amount of \$4,385,000, which Series 2012A Bonds mature on July 1 in each year from 2013 to 2024, for the purpose of providing funds for the refunding, paying and redeeming of the City's General Obligation Bonds, Series 2004A, dated, as originally issued, as of as of November 30, 2004 (the "Series 2004A Bonds") with stated maturities in 2014 and thereafter, outstanding as of the date hereof in the aggregate principal amount of \$3,505,000 (the "Series 2004A Refunded Bonds") and for the refunding, paying and redeeming of the City's General Obligation Bonds, Series 2007B, dated, as originally issued, as of as of June 28, 2007 (the "Series 2007B Bonds") with stated maturities in 2013 and thereafter, outstanding as of the date hereof in the aggregate principal amount of \$990,000 (the "Series 2007B Refunded Bonds" and, together with the Series 2004A Refunded Bonds, the "Refunded Bonds"), including the payment of certain expenses of the refunding and the issuance of the Series 2012A Bonds, and has directed that the net proceeds of the Series 2012A Bonds (\$4,654,646.55, reflecting an underwriter's discount of \$34,155.00, and an original issue premium of \$303,801.55) be applied as follows: (i) \$3,636,824 to the payment of the purchase price of securities that are identified as restricted securities on Exhibit A hereto (the "Restricted Securities") for credit to the Escrow Account (as hereinafter defined), (ii) \$964,974.00 to the payment of the purchase price of securities that are identified as current refunding securities on Exhibit A hereto (the "Current Refunding Securities") for credit to the Escrow Account; (iii) \$52,847.34 to the payment of costs of issuance of the Series 2012A Bonds and the refunding of the Refunded Bonds; and (iv) \$1.21 to establish a beginning cash balance in the Escrow Account (as hereinafter defined). The City has appropriated \$114,940.00 and \$44,467.00 of the funds in the debt service account for the Series 2004A Bonds and the Series 2007B Bonds, respectively, for payment of a portion of the purchase price of the Restricted Securities and the Current Refunding Securities, respectively.

2. The Agent acknowledges receipt of the securities and cash described in Exhibit A hereto (which is hereby incorporated herein and made a part hereof) and agrees that it will hold such securities and cash in a special segregated escrow account in the name of the City, that it will account separately for the Restricted Securities and the Current Refunding Securities and the cash balance apportioned to each refunding (the "Escrow Account"), that it will collect and receive on behalf of the City all payments of principal of and interest on such securities and that it will remit from the Escrow Account to the to the paying agent of the Series 2004A Bonds and to the paying agent of the Series 2007B Bonds the funds required for the payment of principal of the Series 2004A Refunded Bonds and the Series 2007B Refunded Bonds, respectively, and

interest thereon as shown on the attached Exhibit B (which is hereby incorporated herein and made a part hereof).

The Agent shall with respect to the Series 2004A Bonds:

- (i) within 10 days of the date hereof, provide notice of the defeasance of the Series 2004A Refunded Bonds (in the form of Exhibit C-1 hereto (which is incorporated herein and made a part hereof)) by telecopy, overnight delivery, mail or other means, as appropriate, to the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access system website ("EMMA"), and any rating agency then maintaining a rating on the Series 2004A Bonds;
- (ii) not less than 30 days prior to July 1, 2014, provide notice of the redemption of the Series 2004A Refunded Bonds (in the form of Exhibit C-2 hereto (which is incorporated herein and made a part hereof)), by first class mail, or by other means required by The Depository Trust Company, of New York, New York ("DTC"), to the registered owners of each Series 2004A Refunded Bond to be redeemed at their addresses as they appear on the Bond Register, as required by Section 2.06 of the resolution of the City Council of the City adopted November 8, 2004, authorizing the issuance of the Series 2004A Bonds (the "2004A Resolution"); and
- (iii) not less than 35 days prior to July 1, 2014, provide notice of the redemption of the Series 2004A Refunded Bonds (in the form of Exhibit C-2 hereto) by certified mail to Legg Mason Wood Walker, Inc., at 50 South 6th Street, Minneapolis, Minnesota, or by telecopy at [] or its successors or assigns, if any; to DTC; and to the MSRB through EMMA, and any rating agency then maintaining a rating on the Series 2004A Bonds.

The Agent shall with respect to the Series 2007B Bonds:

- (i) not less than 30 days prior to December 26, 2012, provide notice of the redemption of the Series 2007B Refunded Bonds (in the form of Exhibit D-1 hereto (which is incorporated herein and made a part hereof)), by first class mail, or by other means required by DTC, to the registered owners of each Series 2007B Refunded Bond to be redeemed at their addresses as they appear on the Bond Register, as required by Section 2.07(b) of the resolution of the City Council of the City adopted June 25, 2007, authorizing the issuance of the Series 2007B Bonds (the "2007B Resolution"); and
- (ii) not less than 35 days prior to December 26, 2012, provide notice of the redemption of the Series 2007B Refunded Bonds (in the form of Exhibit D-2 hereto) by certified mail or telecopy to DTC, and to the MSRB through EMMA, and any rating agency then maintaining a rating on the Series 2007B Bonds.

After provision for payment of all Refunded Bonds with interest accrued thereon, the Agent will remit any remaining funds in the Escrow Account to the City, which will hold said sum of cash in the Debt Service Account for application toward the payment of the interest to become due on the Series 2012A Bonds on January 1, 2014.

In the opinion of Grant Thornton LLP, of Minneapolis, Minnesota, (i) the Restricted Securities and the Current Refunding Securities deposited in the Escrow Account and described in Exhibit A hereto mature at such times and bear interest at such rates that the collections of principal thereof and interest thereon, together with the beginning cash balance in the account, will be sufficient to pay the principal of and interest on the Refunded Bonds when due and to pay the redemption price of the Refunded Series 2004A Bonds on July 1, 2014 and of the Refunded Series 2007B Bonds on December 26, 2012 as described in Exhibit B hereto, including all interest accrued thereon, and (ii) the Restricted Securities bear interest at a yield that is not in excess of the yield of the Series 2012A Bonds.

3. The federal securities described in Exhibit A hereto may, at the written direction of the City, be replaced, in whole or in part, with direct obligations of the United States and which mature as to principal and interest in such amounts and at such times as will assure the availability of sufficient moneys to make payment when due of the principal and redemption price of the Refunded Bonds, at the stated maturities or upon the redemption thereof, plus interest on the Refunded Bonds to the respective maturity or redemption date thereof; provided, however, that concurrently with such written direction, the City shall provide the Agent with (a) a certification of an independent certified public accountant as to the sufficiency of the federal securities to be subject to this Agreement following such replacement and as to the yields thereof, setting forth in reasonable detail the calculations underlying such certification, and (b) an unqualified opinion of nationally recognized bond counsel to the effect that such replacement (1) will not cause any Refunded Bond or the Series 2012A Bond to be subjected to treatment as an "arbitrage bond," as defined in Section 148(a) of the Internal Revenue Code of 1986, as amended ("the Code"), and (2) is otherwise in compliance with this Agreement and the 2004A Resolution and the 2007 Resolution.

Any replacement authorized by this Section 3 shall be accomplished by sale, transfer, request for redemption or other disposition of all or a portion of the federal securities described in Exhibit A hereto with the proceeds thereof being applied to the purchase of substitute federal securities or other eligible securities, all as specified in the written direction of the City.

The City acknowledges that regulations of the Comptroller of the Currency grant the City the right to receive brokerage confirmations of the security transactions as they occur. The City specifically waives such notification to the extent permitted by law and will receive periodic cash transaction statements from the Agent which will detail all investment transactions.

4. In order to ensure continuing compliance with Section 148 of the Code and applicable Treasury Regulations, the Agent agrees that it will not reinvest any cash received in payment of the principal of and interest on the federal securities held in the Escrow Account. Said prohibition on reinvestment shall continue unless and until an opinion is received from nationally recognized bond counsel that reinvestments in general obligations of the United States or obligations the principal of and interest on which are guaranteed as to payment by the United States, as specified in said opinion, may be made in a manner consistent with said Section 148 and then existing Treasury Regulations.

5. The Agent also acknowledges receipt of a sum described in a letter agreement between the City and the Agent, as and for full compensation for all services to be performed by

it as Agent under this Agreement, and the Agent expressly waives any lien upon or claim against the moneys and investments in the Escrow Account.

6. If at any time it shall appear to the Agent that the money in the Escrow Account will not be sufficient to make any payment due to the owners of any of the Refunded Bonds, the Agent shall immediately notify the City. Upon receipt of such notice, the City shall forthwith transmit to the Agent for deposit in the Escrow Account from moneys on hand and legally available therefor, such additional moneys as may be required to make any such payment.

7. By no later than each of January 15, 2013 and July 15, 2014, the Agent shall submit to the City a report covering all money it shall have received and all payments it shall have made or caused to be made hereunder. Such report shall also list all obligations held in the Escrow Account and the amount of money existing in the Escrow Account, if any, on January 15, 2013 and July 15, 2014.

8. It is recognized that title to the federal securities and moneys held in the Escrow Account from time to time shall remain vested in the City but subject always to the prior charge and lien thereon of this Agreement and the use thereof required to be made by the provisions of this Agreement. The Agent shall hold all such money and obligations in the Escrow Account as a special trust fund and account separate and wholly segregated from all other funds and securities of the Agent on deposit therein and shall never commingle such money or securities with other money or securities. It is understood and agreed that the responsibility of the Agent under this Agreement is limited to the safekeeping and segregation of the funds and securities deposited with it in the Escrow Account and the collection of and accounting for the principal and interest payable with respect thereto.

9. This Agreement is made by the City for the benefit of the owners of the Refunded Bonds and is not revocable by the City, and the investments and other funds deposited in the Escrow Account and all income therefrom have been irrevocably appropriated for the payment and redemption of the Refunded Bonds and interest thereon, in accordance with this Agreement.

10. This Agreement shall be binding upon and shall inure to the benefit of the City and the Agent and their respective successors and assigns. In addition, this Agreement shall constitute a third-party beneficiary contract for the benefit of the owners of the Refunded Bonds. Said third-party beneficiaries shall be entitled to enforce performance and observance by the City and the Agent of the respective agreements and covenants herein contained as fully and completely as if said third-party beneficiaries were parties hereto. Any bank or trust company into which the Agent may be merged or with which it may be consolidated or any bank or trust company resulting from any merger or consolidation to which it shall be a party or any bank or trust company to which it may sell or transfer all or substantially all of its corporate trust business shall, if the City approves, be the successor agent hereunder without the execution of any additional document or the performance of any further act.

11. This Agreement may not be amended except to (i) sever any clause herein deemed to be illegal, (ii) provide for the substitution of securities as permitted by Sections 3 and 4 hereof or (iii) cure any ambiguity or correct or supplement any provision herein which may be

inconsistent with any other provision; provided that the Agent shall determine that any such amendment shall not adversely affect the owners of the Refunded Bonds.

IN WITNESS WHEREOF the parties hereto have caused this Escrow Agreement to be duly executed by their duly authorized officers, as of the November 20, 2012.

CITY OF BILLINGS, MONTANA

Mayor

Finance Director

City Clerk

U.S. BANK NATIONAL ASSOCIATION,
as Escrow Agent

By _____
Its Vice President

(Signature page to Escrow Agreement, dated November 20, 2012,
with the City of Billings, Montana)

EXHIBIT A

\$4,385,000
General Obligation Refunding Bonds, Series 2012A
City of Billings, Montana

Cash: \$1.21 (\$0.34 for refunding of Refunded Series 2004A Bonds and \$0.87 for refunding of the Refunded Series 2007B Bonds)

Restricted Securities (for refunding of the Refunded Series 2004A Bonds):

United States Treasury Securities

—State and Local Government Series (SLGS)

<u>Type</u>	<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
Certificate	01/01/2013	\$65,974.00	0.110%
Certificate	07/01/2013	297,695.00	0.160
Note	01/01/2014	59,021.00	0.180
Note	07/01/2014	3,329,074.00	0.230

Current Refunding Securities (for refunding of the Refunded Series 2007B Bonds):

United States Treasury Securities

—State and Local Government Series (SLGS)

<u>Type</u>	<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
Certificate	12/26/2012	\$1,009,441.00	0.110%

EXHIBIT B

\$4,385,000
General Obligation Refunding Bonds, Series 2012A
City of Billings, Montana

DEBT SERVICE SCHEDULE FOR REFUNDED SERIES 2004A BONDS

<u>Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
01/01/2013	\$ 0.00	\$66,868.13	\$ 66,868.13
07/01/2013	235,000.00	66,868.13	301,868.13
01/01/2014	0.00	62,902.50	62,902.50
07/01/2014	3,270,000.00	62,902.50	3,332,902.50

DEBT SERVICE SCHEDULE FOR REFUNDED SERIES 2007B BONDS

<u>Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
12/26/2012	\$990,000.00	\$19,551.39	\$1,009,551.39

EXHIBIT C-1

NOTICE OF DEFEASANCE

General Obligation Bonds, Series 2004A City of Billings, Montana

NOTICE IS HEREBY GIVEN that pursuant to and under the authority of the resolution of the City of Billings, Montana, authorizing the issuance thereof, all of the outstanding General Obligation Bonds, Series 2004A, dated, as originally issued, as of November 1, 2004, which mature on July 1 in the years and amounts and bear interest and CUSIP numbers as set forth below (the "Defeased Bonds"), are now payable from an escrow account established with U.S. Bank National Association, as escrow agent:

<u>Maturity (July 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number</u>
2014	\$475,000	3.375%	090095 Z45
2015	250,000	3.450	090095 Z52
2016	260,000	3.550	090095 Z60
2017	270,000	3.650	090095 Z78
2018	280,000	3.750	090095 Z86
2019	295,000	3.800	090095 Z94
2020	305,000	3.900	090095 2A7
2021	320,000	4.000	090095 2B5
2022	335,000	4.100	090095 2C3
2023	350,000	4.150	090095 2D1
2024	365,000	4.200	090095 2E9

The escrow account, comprising general obligations of the United States and cash, has been established with the escrow agent, to pay the interest on all Defeased Bonds as it becomes due through July 1, 2014, on which date the Defeased Bonds will be paid in full or will be prepaid and redeemed at a redemption price equal to the principal amount thereof with interest accrued to the date of redemption, without premium. The Defeased Bonds are deemed to have been paid in accordance with the resolution authorizing their issuance, and are secured by and payable from the escrow account. Interest on the Defeased Bonds shall cease to accrue on July 1, 2014, and the Holders thereof shall have no further rights with respect thereto except to receive the redemption price so deposited. A further notice of redemption will be given in accordance with the requirements of the resolution authorizing the Defeased Bonds. As of the date hereof, the continuing disclosure requirements set forth in the resolution authorizing the Defeased Bonds shall terminate.

Dated: November 20, 2012.

CITY OF BILLINGS, MONTANA

By /s/Patrick M. Weber
City Finance Director

U.S. BANK NATIONAL ASSOCIATION

By _____
Its _____

EXHIBIT C-2
NOTICE OF REDEMPTION

General Obligation Bonds, Series 2004A
City of Billings, Montana

NOTICE IS HEREBY GIVEN that the City of Billings, Montana (the "City"), has called for redemption all of its General Obligation Bonds, Series 2004A, dated, as originally issued, as of November 1, 2004 maturing on July 1 in the years and amounts and bearing interest and CUSIP numbers as set forth below:

<u>Maturity</u> <u>(July 1)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>CUSIP</u> <u>Number</u>
2015	\$250,000	3.450%	090095 Z52
2016	260,000	3.550	090095 Z60
2017	270,000	3.650	090095 Z78
2018	280,000	3.750	090095 Z86
2019	295,000	3.800	090095 Z94
2020	305,000	3.900	090095 2A7
2021	320,000	4.000	090095 2B5
2022	335,000	4.100	090095 2C3
2023	350,000	4.150	090095 2D1
2024	365,000	4.200	090095 2E9

Such bonds have been called for redemption on July 1, 2014, and interest thereon will cease to accrue from and after said date. The redemption price is equal to 100% of the principal amount of the bonds plus interest accrued to the date of redemption, without premium.

Holders of such bonds maturing in said years should surrender their bonds for payment to U.S. Bank National Association, of Seattle, Washington, as paying agent, for payment on July 1, 2014 at its operations center at 60 Livingston Avenue - Bond Drop Window, St. Paul, Minnesota 55107 or if by mail to P.O. Box 64111, St. Paul, Minnesota 55164-0111.

Important Notice:

We are required by law to withhold an applicable portion of the principal amount of your holdings redeemed unless we are provided with your social security number or federal employer identification number, properly certified. Accordingly, you are instructed to submit at the time of surrender of your bonds a W-9 Form which may be obtained at a bank or other financial institution.

Under the Jobs and Growth Tax Relief Reconciliation Act of 2003, federal backup withholding tax will be withheld at the applicable backup withholding rate in effect at the time the payment is made if the tax identification number is not properly certified.

The paying agent shall not be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness indicated in the Redemption Notice. It is included solely for the convenience of the holders.

Interest on the bonds shall cease to accrue on July 1, 2014 and the holders thereof shall have no further rights with respect thereto except to receive the redemption price so deposited.

Dated: May 15, 2014.

BY ORDER OF THE CITY COUNCIL
OF THE CITY OF BILLINGS, MONTANA

/s/Patrick M. Weber
City Finance Director

U.S. BANK NATIONAL ASSOCIATION

By _____
Its _____

EXHIBIT D-1

NOTICE OF REDEMPTION

General Obligation Bonds, Series 2007B City of Billings, Montana

NOTICE IS HEREBY GIVEN that the City of Billings, Montana (the "City"), has called for redemption all of its General Obligation Bonds, Series 2007B, dated, as originally issued, as of June 1, 2007 maturing on July 1 in the years and amounts and bearing interest and CUSIP numbers as set forth below:

<u>Maturity (July 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number</u>
2013	\$180,000	4.000%	090095 4M9
2014	190,000	4.000	090095 4N7
2015	200,000	4.100	090095 4P2
2016	205,000	4.100	090095 4Q0
2017	215,000	4.100	090095 4R8

Such bonds have been called for redemption on December 26, 2012, and interest thereon will cease to accrue from and after said date. The redemption price is equal to 100% of the principal amount of the bonds plus interest accrued to the date of redemption, without premium.

Holders of such bonds maturing in said years should surrender their bonds for payment to U.S. Bank National Association, of Seattle, Washington, as paying agent, for payment on July 1, 2014 at its operations center at 60 Livingston Avenue - Bond Drop Window, St. Paul, Minnesota 55107 or if by mail to P.O. Box 64111, St. Paul, Minnesota 55164-0111.

Important Notice:

We are required by law to withhold an applicable portion of the principal amount of your holdings redeemed unless we are provided with your social security number or federal employer identification number, properly certified. Accordingly, you are instructed to submit at the time of surrender of your bonds a W-9 Form which may be obtained at a bank or other financial institution.

Under the Jobs and Growth Tax Relief Reconciliation Act of 2003, federal backup withholding tax will be withheld at the applicable backup withholding rate in effect at the time the payment is made if the tax identification number is not properly certified.

The paying agent shall not be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness indicated in the Redemption Notice. It is included solely for the convenience of the holders.

Interest on the bonds shall cease to accrue on July 1, 2014 and the holders thereof shall have no further rights with respect thereto except to receive the redemption price so deposited.

Dated: November 20, 2012.

BY ORDER OF THE CITY COUNCIL
OF THE CITY OF BILLINGS, MONTANA

/s/Patrick M. Weber
City Finance Director

U.S. BANK NATIONAL ASSOCIATION

By _____
Its _____