

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 a Resolution entitled: "RESOLUTION RELATING TO A PROJECT ON BEHALF OF SUTTON PROPERTIES OF MONTANA, L.L.P., A MONTANA LIMITED LIABILITY PARTNERSHIP, AND THE ISSUANCE OF AN ECONOMIC DEVELOPMENT REVENUE NOTE TO FINANCE THE COSTS THEREOF UNDER MONTANA CODE ANNOTATED, TITLE 90, CHAPTER 5, PART 1, AS AMENDED; APPROVING THE PROJECT AND AUTHORIZING THE ISSUANCE OF A NOTE THEREFOR" (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 December 22, 1997, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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: Unanimous; voted against the same: None; abstained from voting thereon: None; or were absent: Michunovich.

WITNESS my hand and seal officially this 22 day of December, 1997.

(SEAL)



Kathleen Russell
City Clerk Deputy City Clerk

PASSED AND APPROVED by the City Council of the City of Billings,
Montana, this 22nd day of December, 1997.

Charles F. Turely
Mayor

Attest:

Kathie Russell
City Clerk Deputy City Clerk

