

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Billings, Yellowstone County, Montana (the "City"), hereby certify that the attached resolution is a true copy of a Resolution entitled: "RESOLUTION RELATING TO \$695,000 POOLED SPECIAL SIDEWALK, CURB, GUTTER AND ALLEY APPROACH BONDS, SERIES 2010; CREATING SPECIAL SIDEWALK, CURB, GUTTER AND ALLEY APPROACH FUND AND PRESCRIBING COVENANTS OF THE CITY FOR THE SECURITY OF THE HOLDERS OF THE BONDS" (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 September 13, 2010, and that the meeting was duly held by the City Council Members 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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, McCall, Ulledalen; voted against the same: None; abstained from voting thereon: None; or were absent: Pitman, Astle, Clark.

WITNESS my hand and seal officially this 13th day of September, 2010.

Cari Martin
City Clerk

RESOLUTION NO. 10-18982

RESOLUTION RELATING TO \$695,000 POOLED SPECIAL
SIDEWALK, CURB, GUTTER AND ALLEY APPROACH
BONDS, SERIES 2010; CREATING SPECIAL SIDEWALK,
CURB, GUTTER AND ALLEY APPROACH FUND AND
PRESCRIBING COVENANTS OF THE CITY FOR THE
SECURITY OF THE HOLDERS OF THE BONDS

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

Section 1. Recitals. It is hereby found, determined and declared as follows:

1.01 Sale of Pooled Special Sidewalk, Curb, Gutter and Alley Approach Bonds. This Council, by Resolution No. 10-18968, adopted July 26, 2010, authorized the issuance and negotiated sale of pooled special sidewalk, curb, gutter and alley approach bonds of the City in the aggregate principal amount of \$695,000 (the "Bonds") for the purpose of financing the construction of certain sidewalks, curbs, gutter and alley approach projects (the "Projects"; each, a "Project") heretofore ordered by this Council pursuant to Resolution Nos. 09-18792, 09-18819, 10-18928, 10-18927, and 10-18927, adopted February 9, 2009, May 26, 2009, April 12, 2010, March 22, 2010, and June 25, 2007, respectively, and as set forth on Exhibit A hereto, 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, Wicks to Main Improvements (the "Lake Elmo Drive, Wicks to Main Improvements"), W.O. 04-12, Phase 3, Alkali Creek Road Maintenance and Slope Reconstruction, Sidewalk, Curb, and Gutter and Pavement Widening (the "Phase 3, Alkali Creek Road Improvements"), and the W.O. 05-17, Highland School Sidewalks (the "Highland School Sidewalk Improvements") (collectively, the "Improvements"). Pursuant to Resolution No. 10-18968, the Council determined it was 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"), 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. The Council authorized the City to enter into a bond purchase agreement (the "Bond Purchaser Agreement") dated as of August 23, 2010 pursuant to which the Purchaser agreed to purchase from the City the Bonds at a purchase price of \$677,625 (representing the principal amount of the Bonds less underwriter's discount of \$17,375), at the rates of interest set forth in Section 2.01 hereof and upon the further terms set forth in this resolution.

In Resolution Nos. 09-18792, 09-18819, 10-18928, 10-18927, and 10-18927, adopted February 9, 2009, May 26, 2009, April 12, 2010, March 22, 2010, and June 25, 2007, respectively, this Council found that it is in the public interest, and in the best interest of the City and the properties, to secure payment of principal of and interest on the Bonds by the Special Improvement District Revolving Fund of the City, on the basis of the factors required to be

considered under Section 7-12-4225 of the Act. Those findings are hereby ratified and confirmed.

1.02 Costs. It is currently estimated that the costs and expenses to be assessed against properties benefited by the Improvements, including costs of preparation of plans, specifications, maps, profiles, engineering superintendence and inspection, preparation of assessment rolls, expenses of making the assessments, the cost of work and materials under the construction contract and all other costs and expenses, including the deposit of proceeds in the Revolving Fund, is not less than \$695,000 (\$200,421 for the Miscellaneous/Developer-Related Improvements, \$4,002 for the Poly Drive Sidewalk Improvements, \$421,507 for the Lake Elmo Drive, Wicks to Main Improvements, \$51,138 for the Phase 3, Alkali Creek Road Improvements and \$17,932 for the Highland School Sidewalk Improvements). Such amounts will be levied and assessed upon the assessable real property benefited by the Improvements. This Council has jurisdiction and is required by law to levy and assess such amount, to collect such special assessments and credit the same to the pooled special sidewalk, curb, gutter and alley approach sinking fund created for the Improvements, which fund is to be maintained on the official books and records of the City separate from all other City funds, for the payment of principal and interest when due on the bonds herein authorized.

1.03 Compliance with Constitution and Statutes. All acts, conditions and things required by the Constitution and laws of the State of Montana, including Montana Code Annotated, Title 7, Chapter 14, Part 41, and Title 7, Chapter 12, Parts 41 and 42, as amended, in order to make the Bonds valid and binding special 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 required.

Section 2. \$695,000 Pooled Special Sidewalk, Curb, Gutter and Alley Approach Bonds, Series 2010.

2.01 Principal Amount, Maturities, Date, Denominations and Interest Rate. For the purpose of paying the costs and expenses incurred in the construction of the Improvements and in anticipation of the collection of special assessments to be levied therefor, and in accordance with the public offering and contract of sale described in Section 1.01, the City shall forthwith issue and deliver to the Purchaser its Pooled Special Sidewalk, Curb, Gutter and Alley Approach Bonds, Series 2010, in the aggregate principal amount of \$695,000, payable solely from the 2010 Pooled Special Sidewalk, Curb, Gutter and Alley Approach Sinking Fund of the City (the "2010 Sidewalk Sinking Fund"). The Bonds shall bear an original issue date and be registered as of September 15, 2010, and shall be issued in the form of fully registered bonds of single maturities in denominations of \$5,000 or any integral multiple thereof.

The Bonds shall mature on July 1 in the years and amounts set forth below, subject to prior redemption, and shall bear interest from the date of original registration to their respective maturities or prior dates upon which they have been duly called for redemption at the rates per annum set forth opposite such years and amounts, respectively:

Year	Principal Amount	Interest Rate	Year	Principal Amount	Interest Rate
2011	\$55,000	2.500%	2017	\$55,000	3.950%
2012	50,000	2.600	2018	60,000	4.150
2013	50,000	2.750	2019	60,000	4.350
2014	50,000	3.250	2020	65,000	4.550
2015	55,000	3.400	2021	70,000	4.700
2016	55,000	3.700	2022	70,000	4.800

Interest shall be calculated on the basis of a 360-day year composed of twelve 30-day months. Principal of and interest on the Bonds are payable in lawful money of the United States of America.

2.02 Method of Payment. The Bonds shall be issuable only in fully registered form, and the ownership of the Bonds shall be transferred only upon the bond register of the City hereinafter described. The interest on, and upon presentation and surrender thereof at the principal office of the Registrar described herein, the principal amount of each Bond at the principal office of the Registrar described herein, the amount payable with respect thereto, shall be payable by check or draft issued by the Registrar.

2.03 Interest Payment Dates. Interest on the Bonds shall be payable semiannually on each January 1 and July 1, commencing January 1, 2011, to the owners of record thereof as such appear in the bond register as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

2.04 Registration. The City shall appoint, and shall maintain, a bond registrar, transfer agent and paying agent for the Bonds (the "Registrar"). This Section 2.04 shall establish a system of registration for the Bonds as defined in the Model Public Obligations Registration Act of Montana.

The effect of registration and the rights and duties of the City and the Registrar with respect thereto shall be as follows:

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

(b) Transfer. Upon surrender to the Registrar for transfer of any 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 Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer of any Bond or portion thereof selected or called for redemption. No transfer or

exchange of a Bond shall affect its order of registration for purposes of redemption pursuant to Section 2.06.

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

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

(e) Improper or Unauthorized Transfer. When any 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 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 Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such 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 Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer of Bonds or exchange of Bonds (except an exchange upon a partial redemption of a 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.

(a) (h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Registrar shall deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that such Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Registrar 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 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, destroyed, stolen or lost Bond has already matured or such Bond has been called for redemption in accordance with its terms, it shall not be necessary to issue a new Bond prior to payment.

2.05 Initial Registrar. The City hereby appoints U.S. Bank National Association, of Seattle, Washington, as the initial Registrar for the Bonds. The City reserves the right to appoint a successor Registrar, and the City agrees to pay the reasonable and customary charges of the Registrar for the services performed. Upon merger or consolidation of a bank or trust company that is acting as the Registrar, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The City reserves the right to remove any Registrar upon 30 days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession as Registrar to the successor Registrar and shall deliver the bond register to the successor Registrar. On or before each principal or interest due date, without further order of this Council, the Financial Services Manager shall transmit to the Registrar, solely from money in the District Fund available therefor, moneys sufficient for the payment of all principal, premium, if any, and interest then due on the Bonds.

2.06 Redemption.

(a) Mandatory Redemption. If on any interest payment date there will be a balance in the 2010 Pooled Special Sidewalk, Curb, Gutter and Alley Approach Sinking Fund after payment of the principal and interest due on all Bonds drawn against it, either from the prepayment of special assessments levied in the District or from the transfer of surplus money from the Construction Subaccounts to the Principal Subaccounts as provided in Section 3.02 or otherwise, the Financial Services Manager shall call for redemption on the interest payment date the outstanding principal amount of the Bonds, in an amount which, together with the interest thereon to the interest payment date, will equal the amount of such funds on deposit in the 2010 Pooled Special Sidewalk, Curb, Gutter and Alley Approach Sinking Fund on that date. The redemption price shall equal the amount of the principal amount of the Bonds to be redeemed plus interest accrued to the date of redemption.

(b) Optional Redemption. The Bonds are subject to redemption, in whole or in part, at the option of the City from sources of funds available therefor other than those described under Section 2.06(a) on the terms of this paragraph. The Bonds with stated maturities on or after July 1, 2017 will be subject to redemption on July 1, 2016, and any date thereafter, at the option of the City, in whole or in part, at a redemption price equal to the principal amount thereof to be redeemed plus interest accrued to the redemption date, without premium.

(c) Selection of Bonds for Redemption. If less than all of the Bonds are to be redeemed, Bonds shall be redeemed in order of the stated maturities thereof. If less than all Bonds of a stated maturity are to be redeemed, the Bonds of such maturity shall be selected for redemption in \$5,000 principal amounts selected by the Registrar by lot or other manner it deems fair.

(d) Notice and Effect of Redemption. The date of redemption and the principal amount of the Bonds shall be fixed by the Financial Services Manager, who shall give notice thereof to the Registrar in sufficient time for the Registrar to give notice, by first class mail, postage prepaid, or by other means required by the securities depository, to

the owner or owners of such Bonds at their addresses appearing in the bond register, of the numbers of the Bonds or portions thereof to be redeemed and the date on which payment will be made, which date shall be not less than thirty (30) days after the date of mailing notice. On the date so fixed interest on the Bonds or portions thereof so redeemed shall cease.

(e) Notification to the Paying Agent: Upon request by the City under the above sections 2.06(a) and 2.06(b), the Registrar shall give notice of redemption as directed provided that the City has given the Registrar such request at least 45 days prior to the redemption date.

2.07 Execution, Registration and Delivery of Bonds. The Bonds shall be prepared under the direction of the City Clerk and shall be executed on behalf of the City by the signatures of the Mayor, Financial Services Manager and the City Clerk and sealed with the official seal of the City; provided that the signatures and the corporate seal may be printed, engraved or lithographed facsimiles of the originals. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, 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. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this resolution unless a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this resolution. When the Bonds have been so executed, authenticated and registered, they shall be delivered by the Registrar to the Purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed. The Original Purchaser shall not be obligated to see to the application of the purchase price, but from the proceeds of the Bonds the Financial Services Manager shall credit forthwith the balance of such proceeds to the Construction Subaccounts in the respective Project Accounts in the 2010 Sidewalk Sinking Fund to be used solely for the payment of the cost and expenses necessarily incurred in the construction of the Improvements and costs of issuance and sale of the Bonds, except that the accrued interest received shall be deposited in the Interest Subaccounts in the respective Project Accounts in the 2010 Sidewalk Sinking Fund and applied in payment of interest on the Bonds when due.

2.08 Securities Depository for the 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 Bond, the person in whose name such Bond is recorded as the beneficial owner of such 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 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 the Bonds as securities depository.

“Representation Letter” shall mean the Blanket Issuer Letter of Representations from the City to DTC, attached to this resolution as Exhibit C, which is hereby incorporated by reference and made a part hereof.

(b) The Bonds shall be initially issued as separately authenticated fully registered Bonds, and one Bond shall be issued in the principal amount of each stated maturity of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the 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 Bonds registered in its name for the purposes of payment of the principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to registered owners of Bonds under this Resolution, registering the transfer of 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 Bonds under or through DTC or any Participant, or any other Person which is not shown on the Bond register as being a registered owner of any 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 Bonds, with respect to any notice which is permitted or required to be given to owners of 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 Bonds, or with respect to any consent given or other action taken by DTC as registered owner of the Bonds. So long as any Bond is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Bond, and shall give all notices with respect to such 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 Bonds to the extent of the sum or sums so paid. No Person other than DTC shall receive an authenticated 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 Bonds will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) In the event the City determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bonds in the form of Bond certificates, the City may notify DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Bonds in the form of certificates. In such event, the Bonds will be transferable in accordance with paragraph (e) hereof. DTC may determine to discontinue providing its services with respect to the Bonds 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 Bonds 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 Bonds and Beneficial Owners and payments on the 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 Bonds is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the 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 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 Bonds, or another securities depository as owner of all the Bonds, the provisions of this Resolution shall also apply to all matters relating thereto, including, without limitation, the printing of such Bonds in the form of Bond certificates and the method of payment of principal of and interest on such Bonds in the form of Bond certificates.

2.09 Form of Bonds. The Bonds shall be prepared in substantially the form set forth in Montana Code Annotated, Section 7-12-4203, as more fully set forth in Exhibit B hereto and by this reference made a part hereof.

2.10 Application of Proceeds. The Original Purchaser shall not be obligated to see to the application of the purchase price. The Financial Services Manager shall credit forthwith the proceeds of the Bonds as follows:

(a) Deposit to the credit of the Interest Subaccounts in the respective Project Accounts in the 2010 Sidewalk Sinking Fund the amount of accrued interest, if any, paid by the Original Purchaser thereof to the date of delivery of the Bonds, in proportion to the principal amounts of the Bonds allocable to each of the Projects, as set forth in Section 1.02, which will be applied to payment of interest on the Bonds when due;

(b) Deposit \$34,750 to the Revolving Fund; and

(c) Deposit the balance of the proceeds to the Construction Subaccounts in the respective Project Accounts, in proportion to the principal amounts of the Bonds allocable to each of the Projects, including costs of issuance, to be used for the purposes described in Section 3.02.

Section 3. 2010 Pooled Special Sidewalk, Curb, Gutter and Alley Approach Sinking Fund.

3.01 2010 Sidewalk Sinking Fund. The 2010 Sidewalk Sinking Fund is hereby created and designated as the "2010 Pooled Special Sidewalk, Curb, Gutter and Alley Approach Sinking Fund." The 2010 Sidewalk Sinking Fund shall be maintained as a separate bookkeeping account by the Financial Services Manager on the books and records of the City. Within the 2010

Sidewalk Sinking Fund there shall be maintained separate accounts for the Miscellaneous/Developer-Related Improvements, for the Poly Drive Sidewalk Improvements, for the Lake Elmo Drive, Wicks to Main Improvements, for the Phase 3, Alkali Creek Road Improvements and for the Highland School Sidewalk Improvements shown on Exhibit A hereto, designated accordingly (collectively, the "Project Accounts"). Within each Project Account there shall be maintained three separate subaccounts, designated as the "Construction Subaccount," the "Principal Subaccount" and the "Interest Subaccount," respectively.

3.02 Construction Subaccounts. There shall be credited to the Construction Subaccount in each of the Project Accounts the proceeds of the sale of the Bonds, less any interest accrued thereon to the date of delivery to the Purchaser. All costs and expenses of constructing the Improvements to be paid from proceeds of the Bonds shall be paid from time to time as incurred and allowed from the Construction Subaccount in the respective Project Accounts in accordance with the provisions of applicable law, and moneys in such Construction Subaccount shall be used for no other purpose; provided that after all claims and expenses with respect to the Improvements have been fully paid and satisfied, any moneys remaining in the Construction Subaccount shall be transferred to the Principal Subaccount in the Project Account for the Project and applied to the redemption of Bonds.

3.03 Principal Subaccounts and Interest Subaccounts. Moneys in the Principal Subaccounts and the Interest Subaccounts shall be used only for payment of the principal of and interest on the Bonds as such payments become due, or to prepay and redeem Bonds. Upon the collection of the installment of principal and interest due on November 30 and May 31 of each year on the special assessments to be levied with respect to the Improvements, the Financial Services Manager shall credit to the Interest Subaccounts in the respective Project Accounts so much of said special assessments as is collected as interest payment, and credit the balance of such assessments to the Principal Subaccounts. Any installment of any special assessment paid prior to its due date with interest accrued thereon to the nearest bond call date shall be credited with respect to principal and interest payments in the same manner as other assessments are credited to the 2010 Sidewalk Sinking Fund. All moneys in the Interest Subaccounts and the Principal Subaccounts shall be used first to pay interest due, and any remaining moneys shall be used to pay Bonds then due and, if moneys are available, to redeem Bonds or principal installments thereof in accordance with Section 2.05; provided that any money transferred to the Principal Subaccount from the Construction Subaccount pursuant to Section 3.02 or any prepaid special assessments shall be applied to redeem Bonds or principal installments thereof to the extent possible on the next interest payment date for which notice of redemption may properly be given pursuant to Section 2.05. Redemption of Bonds from the Principal Subaccount shall be in order of the principal installments they represent as provided in Section 2.05, and interest shall be paid from the Interest Subaccount as accrued thereon to the date of redemption, in accordance with the provisions of Montana Code Annotated, Sections 7-12-4206.

3.04 Loans From Revolving Fund. The Council shall annually or more often if necessary issue an order authorizing a loan or advance from the Special Improvement District Revolving Fund to each of the Project Accounts in an amount sufficient to make good any deficiency then existing in the Interest Subaccount in the Project Account, and shall issue an order authorizing a loan or advance from the Revolving Fund to the Project Account in an amount sufficient to make good any deficiency then existing in the Principal Subaccount of the

Project Account, to the extent that moneys are available in the Revolving Fund. Pursuant to Ordinance No. 1096 and in connection with the public offering of the Bonds, the City has undertaken and agreed to provide funds for the Revolving Fund by levying such tax or making such loan from the General Fund as authorized by Montana Code Annotated, Section 7-12-4222. In the event that the balance on hand in the Revolving Fund fifteen days prior to any date when interest is due on special improvement district bonds and sidewalk, curb, gutter and alley approach warrants of the City is not sufficient to make good all deficiencies then existing in the improvement district fund or sidewalk, curb, gutter and alley approach fund for which the City has promised to make loans from the Revolving Fund, the balance on hand in the Revolving Fund shall be allocated to the funds in which such deficiencies then exist in proportion to the amounts of the deficiencies on the respective dates of receipt of such money, until all interest accrued on such special improvement district bonds and sidewalk, curb, gutter and alley approach warrants of the City has been paid. On any date when all accrued interest on special improvement district bonds and sidewalk, curb, gutter and alley approach warrants of the City payable from funds for which the City has promised to make loans from the Revolving Fund has been paid, any balance remaining in the Revolving Fund shall be loaned or advanced to the improvement district fund or sidewalk, curb, gutter and alley approach fund for payment and redemption of bonds or warrants to the extent the improvement district fund or sidewalk, curb, gutter and alley approach fund is deficient for such purpose, in an amount proportionate to the amount of such deficiency.

The City hereby determines, covenants and agrees to levy the property tax described in the immediately preceding paragraph to provide funds for the Revolving Fund so long as any Bonds are outstanding to the extent required under the provisions of this Resolution and the Act, even though such property tax levy may, under applicable law or provisions of the home rule charter of the City, require that property tax levies of the City for other purposes be reduced correspondingly.

Section 4. City Covenants. The City covenants and agrees with the holders from time to time of each of the Bonds that until all of the Bonds and interest thereon are fully paid:

4.01 Compliance with Covenants. The City will hold the 2010 Sidewalk Sinking Fund and the Special Improvement District Revolving Fund of the City created by Ordinance No. 1096, adopted June 3, 1930 (the "Revolving Fund"), as trust funds, separate and apart from all of its other funds, and the City, its officers and agents, will comply with all covenants and agreements contained in this resolution. The covenants hereinabove made with respect to the 2010 Sidewalk Sinking Fund and the Revolving Fund are in accordance with the undertaking and agreement of the City made in connection with the negotiated sale of the Bonds as set forth in Section 1.01.

4.02 Construction of Improvements. The City will do all acts and things necessary to enforce the provisions of the construction contracts entered into or to be entered into for the Improvements and to ensure the completion of the Improvements in accordance with the plans and specifications therefor and within the time therein provided, and will pay all costs thereof promptly as incurred and allowed, out of the Project Accounts in the Construction Subaccount and within the amount of the bond proceeds appropriated thereto.

4.03 Assessments. The City will do all acts and things necessary for the final and valid levy of special assessments upon all assessable property benefited by the Improvements, in accordance with the Constitution and laws of the State of Montana and the Constitution of the United States, in an aggregate principal amount not less than \$695,000, of which \$200,421 shall be assessed against properties benefited by the Miscellaneous/Developer-Related Improvements, \$4,002 for the Poly Drive Sidewalk Improvements, \$421,507 for the Lake Elmo Drive, Wicks to Main Improvements, \$51,138 for the Phase 3, Alkali Creek Road Improvements and \$17,932 for the Highland School Sidewalk Improvements. Such special assessments shall be levied on each lot or parcel of land in front of which sidewalks, curbs and gutters are to be constructed and each lot or parcel of land having an access via the alley approach and, unless prepaid in full, shall be payable in equal semiannual installments over a period of twelve years, each installment being due in an amount equal to one twenty-fourth (1/24th) of the principal amount of each assessment with interest on the whole amount remaining unpaid at an annual rate equal to the sum of: (i) the average annual interest rate then borne by the outstanding Bonds, plus (ii) one-half of one percent per annum (0.50%), interest being payable with principal installments. The assessments to be levied will be payable on the 30th day of November in each of the years 2010 through 2021, and on the 31st day of May in the years 2011 through 2022. The first partial payment of each such assessment shall include interest on the entire assessment from September 15, 2010, the date of original registration of the Bonds, to January 1, 2011, and each subsequent partial payment shall include interest for six months on the unpaid balance of such special assessment. All installments of special assessments not paid in full on or before the date due shall become delinquent on that date. The assessments shall constitute a lien upon and against the property against which they are made and levied, which lien may be extinguished only by payment of the assessment with all penalties, cost and interest as provided in Montana Code Annotated, Section 7-12-4191. No tax deed issued with respect to any lot or parcel of land shall operate as payment of any installment of assessment thereon which is payable after the execution of such deed, and any tax deed so issued shall convey title subject only to the lien of said future installments, as provided in Montana Code Annotated, Section 15-18-309.

4.04 Re-assess and Re-levy. If at any time and for whatever reason any special assessment or tax herein agreed to be levied is held invalid, the City and this Council, its officers and employees, will take all steps necessary to correct the same and to re-assess and re-levy the same, including the ordering of work, with the same force and effect as if made at the time provided by law, ordinance or resolution relating thereto, and will re-assess and re-levy the same with the same force and effect as an original levy thereof, as authorized in Montana Code Annotated, Section 7-12-4186. Any special assessment, or re-assessment or re-levy shall, so far as practicable, be levied and collected as it would have been if the first levy had been enforced including the levy and collection of any interest accrued on the first levy.

If proceeds of the Bonds, including investment income thereon, are applied to the redemption of the Bonds, as provided in Montana Code Annotated, Sections 7-12-4205 and 7-12-4206, or if refunding bonds are issued and the principal amount of the outstanding bonds is decreased or increased, the City will reduce or increase, respectively, the assessments levied in the project area and then outstanding pro rata by the principal amount of such prepayment or the increment above or below the outstanding principal amount of bonds represented by the refunding bonds. The City and this Council, its officers and employees will re-assess and re-levy such assessments, with the same effect as an original levy, in such reduced or increased amounts

in accordance with the provisions of Montana Code Annotated, Sections 7-12-4176 through 7-12-4178.

4.05 Litigation. There is now no litigation pending or, to the best knowledge of the City, threatened, questioning the validity or regularity of the ordering of the Improvements, any contract for construction of the Improvements, the levy and collection of special assessments as described herein or the undertaking and agreement of the City to make up any deficiency in the collection of special assessments through the levy of taxes and the making of advances from the Revolving Fund, or the right and powers of the City to issue the Bonds, or in any manner questioning the existence of any condition precedent to the exercise of the City's powers in these matters. If any such litigation should be initiated or threatened, the City will forthwith notify in writing the Original Purchaser, and will furnish the Original Purchaser a copy of all documents, including pleadings, in connection with such litigation.

Section 5. Tax Matters.

5.01 General Covenant. The City covenants and agrees with the owners from time to time of the 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 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 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 Clerk and the Financial Services Manager, being the officers of the City charged with the responsibility for issuing the Bonds pursuant to this resolution, are authorized and directed to execute and deliver to the 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 Bonds, it is reasonably expected that the proceeds of the Bonds will be used in a manner that would not cause the 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 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 Bonds from gross income for federal income tax purposes, unless the Bonds qualify for the exception from the rebate requirement under Section 148(f)(4)(B) of the Code and no "gross proceeds" of the 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, City Clerk and Financial Services Manager 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 November 15, 2010, a statement concerning the Bonds containing the information required by Section 149(e) of the Code.

5.05 "Qualified Tax-Exempt Obligations." Pursuant to Section 265(b)(3)(B)(ii) of the Code, the City hereby designates the Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. The City has not designated any obligations in 2010 other than the Bonds under Section 265(b)(3), except its \$182,000 Special Improvement District No. 1389 Bonds, its \$4,100,000 Sewer System Revenue Bonds (DNRC Water Pollution Control State Revolving Loan Program), Consisting of \$384,000 Subordinate Lien Taxable Series 2010A Bond, \$816,000 Series 2010B Bond, and \$2,900,000 Series 2010C Bond, its \$3,300,000 Water System Revenue Bonds (DNRC Drinking Water State Revolving Loan Program), Consisting of \$500,000 Subordinate Lien Taxable Series 2010A Bond and \$2,800,000 Series 2010B Bond, and its \$1,080,000 General Obligation Refunding Bonds, Series 2010. The City hereby represents that it does not anticipate that obligations bearing interest not includable in gross income for purposes of federal income taxation under Section 103 of the Code (including refunding obligations as provided in Section 265(b)(3) of the Code and including "qualified 501(c)(3) Bonds" but excluding other "private activity bonds," as defined in Sections 141(a) and 145(a) of the Code) will be issued by or on behalf of the City and all "subordinate entities" of the City in 2010 in an amount greater than \$30,000,000.

Section 6. Authentication of Transcript. The officers of the City are hereby authorized and directed to furnish to the Original Purchaser and to the attorneys approving the legality of the Bonds certified copies of all proceedings relating to the issuance of the Bonds and such other certificates and affidavits as may be required to show the right, power and authority of the City to issue the Bonds, and all statements contained in and shown by such instruments, including any heretofore furnished, shall constitute representations of the City as to the statements contained therein.

Section 7. Defeasance.

7.01 General. When the liability of the City on all Bonds issued under and secured by this Resolution has been discharged as provided in this Section 7, all pledges, covenants and other rights granted by this Resolution to the owners of the Bonds shall cease.

7.02 Payment. The City may discharge its liability with reference to any Bond, principal installment thereof or installment of interest thereon which is due on any date by depositing with the Registrar on or before that date a sum sufficient and providing proceeds available for the payment thereof in full; or if any Bond or installment of 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 and providing proceeds available for the payment thereof in full with interest accrued to the date of such deposit.

7.03 Redemption. The City may also discharge its liability with reference to any prepayable 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 and interest

which are then due thereon; provided that notice of such redemption has been duly given as provided in this Resolution.

7.04 Defeasance by Escrow. The City may also at any time discharge its liability in its entirety with reference to the 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 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 and interest to become due on all Bonds on or before maturity or, if any Bond has been duly called for redemption or provision irrevocably made therefor, on or before the designated redemption date.

7.05 Irrevocable Deposits. If an officer of the City is the Registrar, any deposit made under this Section 7 with the Registrar shall be irrevocable and held for the benefit of the owners of Bonds in respect of which such deposits have been made.

Section 8. Continuing Disclosure.

(a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit participating underwriters in the primary offering of the 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 will covenant and agree, for the benefit of the registered holders or beneficial owners from time to time of the outstanding Bonds, in the Bond Resolution, to provide annual reports of specified information and notice of the occurrence of certain events, if material, 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 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 any provisions of this Section 8, any person aggrieved thereby, including the Owners of any Outstanding Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Section 8, 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 to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this Section 8 constitute a default under the Bonds or under any other provision of this Resolution.

As used in this Section 8, "Owner" or "Bondowner" means, in respect of a Bond, the Holder thereof, and any other person who provides to the Registrar evidence in form and substance reasonably satisfactory to the Registrar that such person (i) has the power, directly or

indirectly, to vote or consent with respect to, or to dispose of ownership of, such Bond (including persons or entities holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of the 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, 2010, the following financial information and operating data in respect of the City (the "Disclosure Information"):

(A) An extract from the financial statements of the City for such fiscal year, including the complete audit report and opinion of an independent certified public accountant or state legislative auditor thereon, containing the financial statements of the 2010 Sidewalk Sinking Fund and the Revolving Fund of the City including balance sheets as of the end of such fiscal year and a statement of operations and changes in fund balances 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 Financial Services Manager of the City, to the best of his or her knowledge;

(B) To the extent not included in the financial statements referred to in paragraph (A) hereof, the information for such fiscal year or the period most recently available of the type identified below, which information may be unaudited, but shall be certified as to accuracy and completeness in all material respects by the Financial Services Manager of the City to the best of his or her knowledge, which certification may be based on the reliability of information obtained from governmental or other third-party sources:

1. Information, for such fiscal year, relating to the special assessments, collections, investment earnings and debt service payments, amounts on hand in the Revolving Fund and transfers in and out contained in the table under the captions "Revolving Fund," "Other Outstanding Special Sidewalk Bonds and Special Improvement District Bonds and The Revolving Fund," "Statement of Changes in Fund Balance of the Revolving Fund," "Special Assessment Collections" and "Future Financings" in the Official Statement, dated as of August 30, 2010 (the "Official Statement").

2. Information, as of January 1 for the current tax year, relating to the appraised value and taxable value of taxable property in the Project.

3. Identification of the ten property owners in the Project with the largest assessments by name, type of property and taxable value.

4. Information, as of the most recent date available, regarding employment in the Billings MSA, the State of Montana and the United States of the type contained in the table under the caption "The City—Employment" in the Official Statement.

5. Information, as of the most recent date available, regarding the larger employers in the Billings MSA, identifying the employer and estimated number of employees of the type contained in the table under the caption "The City—Major Employers" in the Official Statement.

6. Information, as of the end of the most recent fiscal year, regarding the direct debt of the City, including debt evidenced by special improvement district bonds, overlapping general obligation debt and debt ratios of the type contained under the captions "The City—Direct Debt of the City," "—Overlapping General Obligation Debt," "—Debt Ratios for General Obligation Debt" in the Official Statement.

7. Information relating to the State of Montana's property tax system contained under the caption "The City—Budgeting Process" in the Official Statement.

Notwithstanding the foregoing paragraph, 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 10 days after the receipt thereof, the City shall provide the audited financial statements.

Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been submitted to each of the repositories hereinafter referred to under subsection (c) or the SEC. If the document incorporated by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify in the Disclosure Information 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 a Material Fact (as defined in paragraph (2) hereof), 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 this Section 8 is amended as permitted by this paragraph (b)(1) or subsection (d), then the City shall include in the next Disclosure Information to be delivered hereunder, 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.

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 by the City Council of Billings, Montana, this 13th day of September, 2010.

THE CITY OF BILLINGS:

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

Attest:

BY: Cari Martin
Cari Martin, City Clerk

(SEAL)



EXHIBIT A

THE IMPROVEMENTS

General Description

The Bonds are being issued to pay a portion of the costs of engineering, reconstructing and installing certain local improvements to benefit certain properties in the City described below consisting of various sidewalk, curb, gutter and alley approach improvements all as a part of 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, Wicks to Main Improvements (the “Lake Elmo Drive, Wicks to Main Improvements”), W.O. 04-12, Phase 3, Alkali Creek Road Maintenance and Slope Reconstruction, Sidewalk, Curb, and Gutter and Pavement Widening (the “Phase 3, Alkali Creek Road Improvements”), and the W.O. 05-17, Highland School Sidewalks (the “Highland School Sidewalk Improvements”) (collectively, the “Improvements”) as shown below.

W.O. 08-02, Miscellaneous/Developer-Related Improvements

The Improvements described below constituting the Miscellaneous/Developer Related Improvements will be constructed adjacent to the properties shown under each category of Improvements.

Sidewalk:

• 1410 Yellowstone Avenue • 2617 7th Avenue North • 10 Yellowstone Avenue • 544 Crawford Drive • 928 to 936 Alderson Avenue • 929 Alderson Avenue • 1214 9th Street West • 1216 8th Street West • 44 30th Street West • 318 Berthoud Drive • 1612 thru 1624 Broadwater Avenue • 3633 Rimrock Road (Dev-Rel) • (Dev-Rel) • 3220 1st Avenue North • 708 Parkhill Drive • 943 Poly Drive • 1841 Miles Avenue • 625 S 38th Street West (55 units) • 1737 Avenue D • 3970 Avenue D

Sidewalk, Curb and Gutter:

• 5 S 28th ST • 3006 4th Ave S • 3110 7th Ave S • 2717 1st Avenue North • 704 North 26th Street • 2125 Hewitt Drive • 2615 7th Avenue North • 2128 Hewitt Drive • 1415 Colton Boulevard • 3704 Corbin Street • 1739 43rd Street West • 3006 4th Avenue South • 802 South 32nd Street • 222 Fairview Place • 851 Delphinium Drive • 2020 Glendale Lane • East Side of South 32nd Street between 7th Avenue South and 8th Avenue South • 424 South 29th Street • 2046 Avenue D • 3704 & 3712 Hayden Drive • 624 North 27th Street • 608 North 27th Street • 1113 & 1115 13th Street West • 4507 Rangeview Drive • 4423 Rangeview Drive • 1819 Cody Drive

Sidewalk, Drive Aprons:

• 4103 Phillip Street (Dev-Rel) • 2026 Pryor Lane • 1034 Calico Drive • South side of Milton Road between Main Street and Rex Lane • East side of Rex Lane between Milton Road and the Cul de Sac

Sidewalk, Curb and Gutter, Drive Aprons:

- 3414 7th Ave S • #44 30th St W • 2131 Hewitt Drive • 2125 6th Street West • 104 Adams Street (Dev-Rel) • West side of South 32nd between 8th Avenue South and 9th Avenue South • 2305 & 2309 Virginia Lane • 1444 Colton Boulevard • West Side of South 31st Street between 7th Ave South and 8th Avenue South • Both sides of North 24 Street between 6th Avenue North and 7th Avenue North • 502 Nelson Drive • 1814 & 1818 Avenue D • Both sides of 19th Street West between Custer Avenue and Miles Avenue

Sidewalk, Curb, Gutter, Drive Aprons and Alley Aprons:

- South side of 7th Avenue South between South 31st and South 32nd Street • North side of 8th Avenue South between South 31st and South 32nd Street

Curb and Gutter:

- 3222 Redwood Lane • 2127 Concord Drive • 1818 & 1824 Columbine Drive • 624 Avenue C • 1703 Bitterroot Drive • 2608 Yellowstone Avenue • 2649 Cody Lane

Curb, Gutter, Drive Aprons:

- West Side of South 32nd Street between 8th Avenue South and 9th Avenue South • 1721 Mariposa Lane • Both sides of Marguite Blvd. between Forsythia Blvd. to the Cul de Sac to the east

Drive Aprons:

- 1721 Mariposa Lane • 2212 Elizabeth Street • 704 Calhoun Lane (Dev-Rel) • 309 South 35th Street (Dev-Rel)

Alley Aprons:

- Both sides of 5th Street West between Lewis Avenue and Clark Avenue

Curb, Gutter, Drive Aprons:

- 742 Avenue B (Dev-Rel)

W.O. 08-30 Poly Drive Sidewalk Improvements

The Improvements described below constituting the Poly Drive Sidewalk Improvements will consist of construction of sidewalk along the south side of Poly Drive from Westfield Drive to 41st Street West and along the north side of Poly Drive from 41st Street West to Shiloh Road.

Sidewalk, Curb and Gutter, Drive Aprons:

- 4106 Poly Drive • 4015 Poly Drive

W.O. 08-21, Lake Elmo Drive, Wicks to Main Improvements

The Improvements described below constituting the Lake Elmo Drive, Wicks to Main Improvements will consist of constructing curb and gutter, ribbon curb, sidewalks, drive approaches, asphalt trail, street reconstruction, turn lanes, and pavement overlay on Lake Elmo Drive from Main Street to Wicks Lane.

W.O. 04-12, Phase 3, Alkali Creek Road Maintenance and Slope Reconstruction, Sidewalk, Curb, and Gutter and Pavement Widening

The Improvements described below constituting the Phase 3, Alkali Creek Road Improvements will consist of construction of street, curb and gutter, multi-use path along the Alkali Creek Road from Black Pine Street to just west of Aronson Avenue.

Curb and Gutter, Drive Aprons and Multi-use Path:

- 215 East Alkali Creek Road • 227 East Alkali Creek Road • 235 East Alkali Creek Road • Morningside Homes Condo Development

Curb, Gutter, and Drive Apron:

- 204 East Alkali Creek Road

W.O. 05-17, Highland School Sidewalks

The Improvements described below constituting the Highland School Sidewalk Improvements will consist of sidewalk construction, concrete drive approach construction, curb and gutter construction, and crosswalk installation.

EXHIBIT B

[Form of the Bond]

UNITED STATES OF AMERICA
STATE OF MONTANA
YELLOWSTONE COUNTY

CITY OF BILLINGS

POOLED SPECIAL SIDEWALK, CURB, GUTTER AND
ALLEY APPROACH BOND, SERIES 2010

Interest at the rate per annum specified below
payable on January 1, 2011 and
semiannually thereafter on the 1st day of January
and the 1st day of July in each year.

No. _____ \$ _____ .00

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	July 1,	September 15, 2010	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: DOLLARS AND NO/100

FOR VALUE RECEIVED, the City of Billings, Yellowstone County, Montana (the "City"), will pay to the registered owner identified above or registered assigns, on the maturity date specified above the principal amount, solely from the revenues hereinafter specified, as authorized by Resolution No. _____, adopted on September 13, 2010 (the "Bond Resolution"), all subject to the provisions hereinafter described relating to the redemption of this Bond before maturity. This Bond bears interest at the rate per annum specified above from the date of registration of this Bond, as expressed herein, or from such later date to which interest hereon has been paid or duly provided for, until the maturity date specified above or an earlier date on which this Bond shall have been duly called for redemption by the Financial Services Director. Interest on this Bond is payable semiannually, commencing January 1, 2011, on the 1st day of January and the 1st day of July in each year, to the owner of record of this Bond appearing as such in the bond register as of the close of business on the 15th day (whether or not a business day) of the immediately preceding month. Interest on and, upon presentation and surrender hereof at the operations center in St. Paul, Minnesota, of the bond registrar and paying agent hereinafter named, the principal of this Bond are payable by check or draft of U.S. Bank National Association, of Seattle, Washington, as bond registrar and paying agent, or its successor designated under the Bond Resolution described herein (the "Registrar"). The principal of and interest on this Bond are payable in lawful money of the United States of America.

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 aggregate principal amount of \$695,000 (the "Series 2010 Bonds"), all of like date of original issue and tenor, except as to serial number, denomination, date, interest rate, maturity date, and redemption privilege. The Series 2010 Bonds are issued pursuant to and in full conformity with the Constitution and laws of the State of Montana thereunto enabling, including Montana Code Annotated, Title 7, Chapter 14, Part 41 and Title 7, Chapter 12, Parts 41 and 42, as amended, for the purpose of financing a portion of the cost of construction of sidewalk, curb, gutter and alley approach improvements in the City (the "Improvements"), to fund a deposit to the revolving fund and to pay costs associated with the sale and security of the Series 2010 Bonds. The Series 2010 Bonds are issuable only as fully registered bonds of single maturities in denominations of \$5,000 or any integral multiple thereof.

This Bond is payable from the collection of a special tax or assessment levied upon all assessable property benefited by the Improvements. This Bond is not a general obligation of the City.

The City has also validly established a Special Improvement District Revolving Fund (the "Revolving Fund") to secure the payment of certain of its special improvement district bonds and sidewalk, curb, gutter and alley approach bonds or warrants, including the Series 2010 Bonds. The City has also agreed, to the extent permitted by the Act, to issue orders annually authorizing loans or advances from the Revolving Fund to the 2010 Special Sidewalk, Curb, Gutter and Alley Approach Sinking Fund (the "2010 Sidewalk Sinking Fund"), in amounts sufficient to make good any deficiency in the 2010 Sidewalk Sinking Fund to pay principal of or interest on the Series 2010 Bonds, to the extent that funds are available in the Revolving Fund, and to provide funds for the Revolving Fund by annually making a tax levy or loan from its general fund in an amount sufficient for that purpose, subject to the limitation that no such tax levy or loan may in any year cause the balance in the Revolving Fund to exceed five percent of the principal amount of the City's then outstanding special improvement district bonds and sidewalk, curb, gutter and alley approach bonds and warrants secured thereby and the durational limitations specified in the Act. While any property tax levy to be made by the City to provide funds for the Revolving Fund is subject to levy limits under current law, the City has agreed in the Bond Resolution to levy property taxes to provide funds for the Revolving Fund to the extent described in this paragraph and, if necessary, to reduce other property tax levies correspondingly to meet applicable levy limits.

The Bonds are subject to mandatory redemption in order of stated maturities or sinking fund payment date and within a stated maturity in \$5,000 principal amounts selected by lot or other manner deemed fair by the Registrar, shall be redeemed before other Bonds of such stated maturity, on any interest payment date if, after paying all principal and interest then due on the Bonds, there are funds to the credit of the District Fund, from the prepayment of assessments levied in the District or from surplus proceeds of the Bonds not required to pay costs of the

Improvements, for the redemption thereof, and in the manner provided for the redemption of the same. In addition, the Bonds with stated maturities on or after July 1, 2017 are subject to redemption on July 1, 2016, and any date thereafter, at the option of the City, in whole or in part, at a redemption price equal to the principal amount thereof to be redeemed plus interest accrued to the redemption date, without premium.

As provided in the Bond Resolution, and subject to certain limitations set forth therein, this Bond is transferable upon the books of the City at the operations center 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 2010 Bonds of other authorized denominations. Upon such transfer or exchange, the City will cause a new 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 AND RECITED that all things required to be done precedent to the issuance of this Bond have been properly done, happened and been performed in the manner prescribed by the laws of the State of Montana and the resolutions and ordinances of the City of Billings, Montana, relating to the issuance hereof; and that the opinion attached hereto is a true copy of the legal opinion given by Bond Counsel with reference to the Series 2010 Bonds, dated the date of original issuance and delivery of the Series 2010 Bonds.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond 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 Financial Services Director and the City Clerk and by a facsimile of the official seal of the City.

CITY OF BILLINGS, MONTANA

(Facsimile signature)
Mayor

(Facsimile signature)
Financial Services Director

(Facsimile Seal)

(Facsimile signature)
City Clerk

Date:

CERTIFICATE OF AUTHENTICATION

This is one of the Series 2010 Bonds delivered pursuant to the Bond Resolution mentioned herein.

U.S. BANK NATIONAL ASSOCIATION,
as Registrar

By _____
Authorized Representative

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	
JT TEN –	as joint tenants with right of survivorship and not as tenants in common	under Uniform Transfers to Minors Act (State)

Additional abbreviations may also be used.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights and title thereunder, and hereby irrevocably constitutes and appoints _____ as 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 Registrar, which requirements include membership or participation in STAMP or such other “signature guaranty program” as may be determined by the Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.