

RESOLUTION NO. 11-19038

A RESOLUTION RELATING TO **W.O. 11-02, MISCELLANEOUS /DEVELOPER-RELATED IMPROVEMENTS**; ORDERING THE PROGRAM FOR THE PURPOSE OF UNDERTAKING CERTAIN LOCAL IMPROVEMENTS AND FINANCING THE COSTS THEREOF AND INCIDENTAL THERETO THROUGH THE ISSUANCE OF SIDEWALK, CURB AND GUTTER IMPROVEMENT BONDS SECURED BY THE CITY'S SPECIAL IMPROVEMENT DISTRICT REVOLVING FUND AND ESTABLISHING COMPLIANCE WITH REIMBURSEMENT BOND REGULATIONS UNDER THE INTERNAL REVENUE CODE.

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

Section 1. Passage of Resolution of Intention. This Council, on **February 14, 2011**, adopted Resolution No. **11-19025** (the "Resolution of Intention"), pursuant to which this Council declared its intention to order in certain sidewalks, curb, gutter and street improvements, designated as **W.O. 11-02** (the "Project") of the City, under Montana Code Annotated, Title 7, Chapter 14, Part 41, as amended, for the purpose of financing the costs of certain local improvements described generally therein (the "Improvements") and paying costs incidental thereto, including costs associated with the sale and the security of sidewalk, curb and sidewalk, curb and gutter improvement bonds drawn on the Project (the "Bonds"), the creation and administration of the Project, and the funding of a deposit to the City's Special Improvement District Revolving Fund (the "Revolving Fund").

Section 2. Notice and Public Hearing. Notice of passage of the Resolution of Intention was duly published and mailed in all respects in accordance with law, and on **March 14, 2011**, this Council conducted a public hearing on the ordering in of the Project and the making of the Improvements.

Section 3. Order. It is hereby ordered that the following improvements shall be constructed, reconstructed, repaired, or replaced:

See Exhibit "A" attached hereto.

Section 4. Affected Properties. All properties which will be required to pay any portion of the costs of the improvements identified herein are identified in Exhibit "B" attached hereto.

Section 5. Reimbursement Expenditures.

5.01. Regulations. The United States Department of Treasury has promulgated final regulations governing the use of proceeds of tax-exempt bonds, all or a portion of which are to be used to reimburse the City for project expenditures paid by the City prior to the date of issuance of such bonds. Those regulations (Treasury Regulations, Section 1.150-2) (the "Regulations") require that the City adopt a statement of official intent to reimburse an original expenditure not later than 60 days after payment of the original expenditure. The Regulations also generally require that the bonds be issued and the reimbursement allocation made from the proceeds of the bonds within 18 months (or three years, if the reimbursement bond issue qualifies for the "small issuer" exception from the arbitrage rebate requirement) after the later of (i) the date the expenditure is paid or (ii) the date the project is placed in service or abandoned, but (unless the issue qualifies for the "small issuer" exception from the arbitrage rebate requirement) in no event more than three years after the date the expenditure is paid. The Regulations generally permit reimbursement of capital expenditures and costs of issuance of the bonds.

5.02. Prior Expenditures. Other than (i) expenditures to be paid or reimbursed from sources other than the Bonds, (ii) expenditures permitted to be reimbursed under the transitional provisions contained in Section 1.150-2(j) (2) of the Regulations, (iii) expenditures constituting preliminary expenditures within the meaning of Section 1.150-2(f)(2) of the Regulations, or (iv) expenditures in a "de minimus" amount (as defined in Section 1.150-2(f)(1) of the Regulations), no expenditures for the Improvements have been paid by the City before the date 60 days before the date of adoption of this resolution.

5.03. Declaration of Intent. The City reasonably expects to reimburse the expenditures made for costs of the Improvements out of the proceeds of Bonds in an estimated maximum aggregate principal amount of **\$351,000** after the date of payment of all or a portion of the costs of the Improvements. All reimbursed expenditures shall be capital expenditures, a cost of issuance of the Bonds or other expenditures eligible for reimbursement under Section 1.150-2(d)(3) of the Regulations.

5.04. Budgetary Matters. As of the date hereof, there are no City funds reserved, allocated on a long-term basis or otherwise set aside (or reasonably expected to be reserved, allocated on a long-term basis or otherwise set aside) to provide permanent financing for the expenditures related to the Improvements, other than pursuant to the issuance of the Bonds. The statement of intent contained in this resolution, therefore, is determined to be consistent with the city's budgetary and financial circumstances as they exist or are reasonably foreseeable on the date hereof.

5.05. Reimbursement Allocations. The City's financial officer shall be responsible for making the "reimbursement allocations" described in the Regulations, being generally the transfer of the appropriate amount of proceeds of the bonds to reimburse the source of temporary financing used by the City to make prior payment of

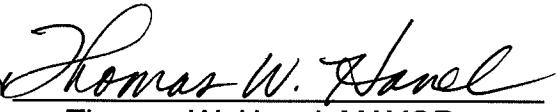
the costs of the Improvements. Each allocation shall be evidenced by an entry on the official books and records of the City maintained for the Bonds or the Improvements and shall specifically identify the actual original expenditure being reimbursed.

Section 6. Property Owner Option to Construct Improvements. Notice of passage of this Resolution shall be mailed to all affected property owners and said owners shall have thirty (30) days from the date of said Notice in which to install the ordered improvements at their cost and expense. In the event the owners do not take said action within the said thirty (30) day period, the City will install the improvements and will assess the costs thereof, all costs of administration and engineering and all bond issuance costs against the real property.

PASSED AND ADOPTED by the City Council of the City of Billings, Montana, this 14th day of March 2011.



THE CITY OF BILLINGS:

BY 
Thomas W. Hanel, MAYOR

ATTEST:

BY Cari Martin
Cari Martin, CITY CLERK

Exhibit A
Location of Work
WO 11-02 Miscellaneous and Developer Related

1. SIDEWALK: 2506 Wildwood Way * 440 Lewis Avenue * 2211 Pine Street * 814 South 28th Street (Dev. Rel.) * East Side of 32nd Street West between Rosebud Avenue and Stillwater Avenue * 208 N 23RD Street * 818 South 28th Street (Dev. Rel.) * 133 Custer Avenue (Dev. Rel.) * 602 Nelson Drive * 421 South 37th Street (Dev. Rel.) * 420 Nelson Drive * 606 Nelson Drive * 3007 Montana Avenue
2. CURB & GUTTER: 2543 Yellowstone Avenue * 2524 Lewis Avenue * 2910 3rd Avenue South * 313 South 36th Street * 2642 Yellowstone Avenue
3. DRIVEWAY APRON: 1109 Miles Avenue * 4067 Rifle Creek Trail (Dev. Rel.) * 2333 Central Avenue * 737 Key City Drive (Dev. Rel.) * 2430 Lydia Lane (Dev. Rel.) * 1010 Central Avenue (Dev. Rel.) * 1207 Watson Peak Road (Dev. Rel.) * 3134 Marguerite Boulevard * 539 Avenue B * 604 2nd Street West
4. SIDEWALK, CURB & GUTTER: 2541 Yellowstone Avenue * 2549 Yellowstone Avenue * Pine Street * 2217 Pine Street * 600 S 27th Street * 2601 Minnesota Avenue (Dev. Rel.) * 4639 Stone Street * 702 North 23rd Street * 605 18th Street West * 946 Avenue C * 2904 Stinson Avenue * 2031 Poly Drive * # 7 North 31st Street * 2825 3rd Avenue North- (work on 4th Avenue North) * 242 Fair park Drive
5. SIDEWALK, CURB & GUTTER, DRIVEWAY APRONS: 2553, 2554 Yellowstone Avenue * 2815 5th Avenue South (Dev. Rel.) * Both Sides of Wyoming Avenue from 8th Street West to 9th Street West * Both Sides of Park hill Drive, Between # 529 Park hill Drive and 6th Street West * 2222 Spruce Street * East Side of South 30th Street, from 4th Avenue South to 5th Avenue South * West Side of South 29th Street, from 4th Avenue South to 5th Avenue South * 1803 Avenue F * West Side of South 28th Street Between 4th Avenue South and 5th Avenue South * East Side of South 29th Streets Between 4th Avenue South and 5th Avenue South * 4203 Audubon Way * 2322 Wyoming Avenue * 2228 Pine Street * 245 & 303 Emerald Drive * 704 Hallowell Lane * 2032 Colton Boulevard * 2613 Yellowstone Avenue *219 Glenhaven Drive * 227 Glenhaven Drive * 241 Glenhaven Drive

6. SIDEWALK, DRIVEWAY APRONS: 504 South 26th street * 2207 Pine Street * 620 30th Street West (Dev. Rel.) * 2166 Beloit Drive (Dev. Rel.) * 2005 8th Avenue North (Dev. Rel.) * 232 Birchwood Drive * 2039 Poly Drive *
7. ALLEY APRONS: North Side of 1st Avenue North between North 33rd Street & North 34th Street * South Side of 2nd Avenue North between N 33rd Street and North 34th Street. * North Side of Beloit Drive Between Fair Park Drive and Santa Fe Drive * East Side of Santa Fe Drive between Fair Park Drive and Beloit Drive
8. CURB & GUTTER, SIDEWALK, ALLEY APRONS, DRIVEWAY APRONS: * North Side of 5th Avenue South, from South 29th Street to South 30th Street * South Side of 4th Avenue South, from South 29th Street to South 30th Street* East Side of N 22nd Street from 1st Avenue North to 2nd Avenue North * South side of 2nd Avenue from North 22nd Street to R/R tracks * South Side of 4th Avenue South between South 28th Street and South 29th Streets * North Side of 5th Avenue South, Between South 28th Street and South 29th Streets * 615 Cook Avenue * 2912 Stinson Avenue
9. ADA COMPLIANT W/C RAMPS: 1613 8th Street West (Dev. Rel.) * 544 Crawford Drive

Exhibit B

WO 11-02 Misc/Developer Related

Tax Code	SID #	SID Pay-off (A)	Delinquent (B)	WO 09-02-Assessment (C)	A + B + C	Market Value
A00264				\$3,595.74	\$3,595.74	\$2,732,567.00
A00406				\$3,084.58	\$3,084.58	\$220,094.00
A00567				\$752.92	\$752.92	\$88,722.00
A00568				\$1,505.83	\$1,505.83	\$567,092.00
A00569				\$4,898.80	\$4,898.80	\$27,988.00
A00570				\$2,043.26	\$2,043.26	\$31,436.00
A00571				\$282.34	\$282.34	\$36,378.00
A00572				\$376.46	\$376.46	\$30,020.00
A00573				\$1,317.61	\$1,317.61	\$315,186.00
A00687	2501	\$12,088.36		\$4,443.84	\$16,532.20	\$617,541.00
A00688				\$1,481.28	\$1,481.28	\$368,490.00
A00689				\$1,975.04	\$1,975.04	\$276,599.00
A00690				\$987.53	\$987.53	\$101,049.00
A00691				\$987.53	\$987.53	\$47,409.00
A00692				\$1,975.04	\$1,975.04	\$208,171.00
A00753				\$2,860.21	\$2,860.21	\$220,021.00
A00756				\$6,889.67	\$6,889.67	\$1,555,366.00
A01104				\$3,536.86	\$3,536.86	\$64,960.00
A01238				\$2,824.81	\$2,824.81	\$49,827.00
A01381				\$4,683.42	\$4,683.42	\$34,030.00
A01382				\$2,801.43	\$2,801.43	\$53,318.00
A01383				\$3,524.54	\$3,524.54	\$57,835.00
A01384				\$1,182.13	\$1,182.13	\$62,795.00
A01385				\$6,581.89	\$6,581.89	\$129,097.00
A01386				\$3,487.03	\$3,487.03	\$20,083.00
A01387				\$4,632.75	\$4,632.75	\$91,183.00
A01388				\$895.36	\$895.36	\$32,425.00
A01388A				\$895.36	\$895.36	\$45,631.00
A01389				\$10,710.85	\$10,710.85	\$41,253.00
A01390				\$561.67	\$561.67	\$7,662.00
A01391				\$2,591.66	\$2,591.66	\$38,413.00
A01392				\$1,082.69	\$1,082.69	\$34,603.00
A01393				\$3,244.37	\$3,244.37	\$38,514.00
A01394				\$1,659.66	\$1,659.66	\$48,277.00
A01395				\$2,404.76	\$2,404.76	\$70,923.00
A01396				\$5,497.66	\$5,497.66	\$48,417.00
A01396A				\$2,300.00	\$2,300.00	\$32,670.00
A01397				\$4,776.14	\$4,776.14	\$36,579.00
A01398				\$5,726.63	\$5,726.63	\$54,951.00
A01399				\$644.64	\$644.64	\$41,076.00
A01401				\$1,636.98	\$1,636.98	\$50,818.00
A01402				\$2,385.94	\$2,385.94	\$35,228.00
A01403				\$5,576.50	\$5,576.50	\$51,964.00
A01567				\$410.39	\$410.39	\$2,308,343.00

Exhibit B

WO 11-02 Misc/Developer Related

Tax Code	SID #	SID Pay-off (A)	Delinquent (B)	WO 09-02-Assessment (C)	A + B + C	Market Value
A01745				\$1,905.63	\$1,905.63	\$70,543.00
A01746				\$304.90	\$304.90	\$70,494.00
A02065				\$1,160.89	\$1,160.89	\$10,210.00
A02211				\$894.75	\$894.75	\$313,819.00
A02462				\$5,741.63	\$5,741.63	\$77,536.00
A02487				\$0.00	\$0.00	\$59,488.00
A03068A				\$873.35	\$873.35	\$99,144.00
A03068B				\$873.35	\$873.35	\$99,144.00
A03068C				\$873.35	\$873.35	\$100,029.00
A03068D				\$873.35	\$873.35	\$100,029.00
A03081				\$635.22	\$635.22	\$69,368.00
A03490	2103 2102	\$90.60 \$21.66		1,718.32	\$1,830.58	\$42,668.00
A04154				\$1,925.20	\$1,925.20	\$78,564.00
A04155				\$2,611.51	\$2,611.51	\$93,024.00
A04472				\$2,690.70	\$2,690.70	\$84,937.00
A04584				\$555.27	\$555.27	\$80,925.00
A04605				\$139.04	\$139.04	\$71,950.00
A04606				\$138.92	\$138.92	\$62,655.00
A04607				\$138.92	\$138.92	\$72,030.00
A04608				\$138.92	\$138.92	\$72,293.00
A04609				\$138.92	\$138.92	\$78,685.00
A04610				\$138.92	\$138.92	\$72,676.00
A04611				\$138.92	\$138.92	\$66,445.00
A04612				\$138.92	\$138.92	\$57,753.00
A04613				\$141.63	\$141.63	\$72,878.00
A04614				\$141.63	\$141.63	\$75,802.00
A04615				\$141.63	\$141.63	\$77,961.00
A04616				\$141.63	\$141.63	\$67,978.00
A04617				\$141.63	\$141.63	\$79,129.00
A04618				\$173.60	\$173.60	\$86,187.00
A04619				\$147.40	\$147.40	\$72,031.00
A04620				\$124.59	\$124.59	\$73,725.00
A04621				\$125.09	\$125.09	\$81,308.00
A04622				\$124.93	\$124.93	\$68,784.00
A04623				\$141.67	\$141.67	\$73,967.00
A04624				\$141.67	\$141.67	\$71,849.00
A04625				\$141.67	\$141.67	\$76,931.00
A04626				\$141.67	\$141.67	\$75,299.00
A04627				\$141.67	\$141.67	\$80,824.00
A04628				\$141.65	\$141.65	\$74,248.00
A04629				\$141.67	\$141.67	\$76,205.00
A04630				\$141.67	\$141.67	\$65,517.00
A04631				\$141.67	\$141.67	\$67,352.00

Exhibit B

WO 11-02 Misc/Developer Related

Tax Code	SID #	SID Pay-off (A)	Delinquent (B)	WO 09-02-Assessment (C)	A + B + C	Market Value
A04632				\$141.67	\$141.67	\$79,512.00
A04633				\$141.67	\$141.67	\$62,331.00
A04634				\$141.67	\$141.67	\$78,564.00
A04635				\$148.08	\$148.08	\$81,126.00
A04636				\$148.08	\$148.08	\$66,527.00
A04637				\$148.08	\$148.08	\$72,293.00
A04638				\$148.08	\$148.08	\$76,832.00
A04639				\$148.08	\$148.08	\$81,812.00
A04640				\$148.08	\$148.08	\$76,004.00
A04641				\$148.08	\$148.08	\$68,360.00
A04642				\$2,746.34	\$2,746.34	\$76,023.00
A04643				\$107.38	\$107.38	\$57,532.00
A04644				\$127.84	\$127.84	\$69,530.00
A04645				\$184.07	\$184.07	\$69,631.00
A04790				\$6,734.55	\$6,734.55	\$86,047.00
A04972				\$2,033.81	\$2,033.81	\$71,081.00
A04973				\$1,998.77	\$1,998.77	\$80,018.00
A04975				\$2,174.99	\$2,174.99	\$71,809.00
A04976				\$0.00	\$0.00	\$56,583.00
A04996				\$3,004.04	\$3,004.04	\$77,396.00
A04997				\$3,060.14	\$3,060.14	\$53,297.00
A04998				\$2,348.04	\$2,348.04	\$68,924.00
A05449				\$2,599.74	\$2,599.74	\$74,592.00
A05450				\$1,321.24	\$1,321.24	\$69,793.00
A05451				\$304.90	\$304.90	\$66,485.00
A05453				\$2,315.62	\$2,315.62	\$79,028.00
A05454				\$1,923.42	\$1,923.42	\$74,915.00
A05455				\$656.91	\$656.91	\$44,557.00
A05456				\$1,337.38	\$1,337.38	\$75,399.00
A05480				\$809.36	\$809.36	\$73,723.00
A05481				\$961.81	\$961.81	\$58,762.00
A05482				\$2,599.74	\$2,599.74	\$62,210.00
A05483				\$2,599.74	\$2,599.74	\$52,994.00
A05484				\$1,063.45	\$1,063.45	\$55,293.00
A05486				\$656.91	\$656.91	\$70,316.00
A05487				\$555.27	\$555.27	\$64,207.00
A05488				\$809.36	\$809.36	\$56,947.00
A05778				\$0.00	\$0.00	\$84,153.00
A08272				\$1,199.06	\$1,199.06	\$88,041.00
A08273				\$955.36	\$955.36	\$79,289.00
A08274				\$2,552.18	\$2,552.18	\$62,794.00
A08275				\$1,229.77	\$1,229.77	\$94,030.00
A08281				\$4,064.48	\$4,064.48	\$84,230.00
A08331				\$2,576.94	\$2,576.94	\$86,226.00

Exhibit B

WO 11-02 Misc/Developer Related

Tax Code	SID #	SID Pay-off (A)	Delinquent (B)	WO 09-02-Assessment (C)	A + B + C	Market Value
A08723				\$0.00	\$0.00	\$67,886.00
A09047				\$2,801.91	\$2,801.91	\$74,612.00
A09817				\$6,422.35	\$6,422.35	\$74,069.00
A10320				\$944.95	\$944.95	\$72,374.00
A10329				\$0.00	\$0.00	\$73,018.00
A10398				\$3,598.91	\$3,598.91	\$72,314.00
A10399				\$271.02	\$271.02	\$80,803.00
A10402				\$1,626.94	\$1,626.94	\$81,691.00
A10403				\$370.19	\$370.19	\$97,880.00
A10404				\$0.00	\$0.00	\$82,135.00
A10405				\$677.55	\$677.55	\$72,213.00
A10421				\$0.00	\$0.00	\$73,845.00
A10788				\$3,112.52	\$3,112.52	\$97,460.00
A10789				\$0.00	\$0.00	\$105,909.00
A12266C				\$0.00	\$0.00	\$92,458.00
A12266D				\$2,670.69	\$2,670.69	\$100,828.00
A13510				\$914.70	\$914.70	\$70,457.00
A13511				\$909.76	\$909.76	\$72,454.00
A13512				\$539.57	\$539.57	\$52,146.00
A13595				\$1,756.70	\$1,756.70	\$79,836.00
A14101				\$2,126.89	\$2,126.89	\$55,562.00
A14302				\$4,422.45	\$4,472.46	\$63,521.00
A14889	2399	\$50.01		\$1,026.09	\$1,076.10	\$67,816.00
A15126				\$492.68	\$492.68	\$57,531.00
A15735				\$713.73	\$713.73	\$70,401.00
A15751				\$1,499.93	\$1,499.93	\$57,026.00
A19210				\$1,945.79	\$1,945.79	\$55,837.00
A20202A				\$7,745.40	\$7,745.40	\$447,828.00
A20300				\$1,652.09	\$1,652.09	\$132,873.00
A21565				\$1,177.16	\$1,177.16	\$113,131.00
A22818				\$14,006.14	\$14,006.14	\$124,181.00
A22819				\$11,410.58	\$11,410.58	\$136,424.00
A22837B				\$10,574.18	\$10,574.18	\$95,123.00
A29434				\$12,115.21	\$12,115.21	\$263,232.00
A30109				\$2,313.59	\$2,313.59	\$143,818.00
A30919				\$2,795.58	\$2,795.58	\$106,031.00
A33561				\$1,513.61	\$1,513.61	\$98,204.00
C00713				\$1,587.75	\$1,587.75	\$70,863.00
C01970				\$5,069.27	\$5,069.27	\$79,027.00
C08003				\$0.00	\$0.00	\$19,302.00
C08004				\$0.00	\$0.00	\$89,172.00
C08015				\$0.00	\$0.00	\$73,161.00
C09131				\$9,653.98	\$9,653.98	\$124,464.00
D01447A				\$3,171.15	\$3,171.15	\$609,434.00

Exhibit B

WO 11-02 Misc/Developer Related

Tax Code	SID #	SID Pay-off (A)	Delinquent (B)	WO 09-02-Assessment (C)	A + B + C	Market Value
D05850				\$3,462.96	\$3,462.96	\$117,585.00
D12013				\$11,690.94	\$11,690.94	\$49,601.00

Exhibit B

WO 11-02 Misc/Developer Related

Tax Code	SID #	SID Pay-off (A)	Delinquent (B)	WO 09-02-Assessment (C)	A + B + C	Market Value
Average				\$1,983.00		\$127,131.00
Median				\$1,063.00		\$72,878.00
Low				\$0.00		\$7,662.00
High				\$14,006.00		\$2,732,567.00