

CERTIFICATE AS TO RESOLUTION AND VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Billings, Montana (the "City"), hereby certify that the attached resolution is a true copy of Resolution No.11-19061, entitled: "RESOLUTION RELATING TO UP TO \$1,446,000 POOLED SPECIAL IMPROVEMENT DISTRICT BONDS (SPECIAL IMPROVEMENT DISTRICT NOS. 1369 AND 1391); AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF AND AUTHORIZING THE PLEDGE OF THE REVOLVING FUND TO THE SECURITY THEREOF" (the "Resolution"), on file in the original records of the City in my legal custody; that the Resolution was duly adopted by the City Council of the City at a regular meeting on June 13, 2011, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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: Ronquillo, Gaghen, Pitman, Cimmino, McFadden, Ruegamer, McCall, Astle, Clark; voted against the same: none; abstained from voting thereon: none; or were absent: Ulledalen.

WITNESS my hand officially this 13th day of June, 2011.



Cari Martin
City Clerk

RESOLUTION NO. 11-19061

RESOLUTION RELATING TO UP TO \$1,446,000 POOLED SPECIAL IMPROVEMENT DISTRICT BONDS (SPECIAL IMPROVEMENT DISTRICT NOS. 1369 AND 1391); AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF AND AUTHORIZING THE PLEDGE OF THE REVOLVING FUND TO THE SECURITY THEREOF

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

Section 1. Recitals and Statutory Authorization.

1.01. Prior Acts. This Council has duly and validly created and established in the City under Montana Code Annotated, Title 7, Chapter 12, Parts 41 and 42, as amended (the “Act”), a special improvement district, designated as Special Improvement District No. 1369 (“District No. 1369”), and Special Improvement District No. 1391 (“District No. 1391”) (collectively, the “Districts”), for the purpose of financing costs of certain public improvements of special benefit to the properties within the District (the “Improvements”) and paying costs incidental thereto, including costs associated with the sale and the security of special improvement district bonds of the City drawn on the District, the creation and administration of the District, and the funding of a deposit to the City’s Special Improvement District Revolving Fund (the “Revolving Fund”) (collectively, the “Incidental Costs”).

1.02. Proposed Bond Issue. The City proposes to issue special improvement district bonds drawn against the District in the maximum estimated principal amount of up to \$1,446,000 to pay a portion of the costs of the Improvements and Incidental Costs (the “Bonds”). It is anticipated that a number of the property owners in District No. 1369 will pay costs of the Improvements attributable to their property prior to the sale of the Bonds and the principal amount of the Bonds to be issued will be reduced accordingly. The Bonds are to be payable primarily from special assessments to be levied against property in the District, which property will be specially benefited by the Improvements. Assessments will be levied against the property in the Districts in an amount not less than the principal amount of the Bonds to be issued.

The costs of the Improvements are currently estimated and financed as follows:

	<u>District No. 1369</u>	<u>District No. 1391</u>
Construction	\$1,320,262.50	\$142,154.00
Administration Costs	192,038.18	24,323.10
City Finance Fee	32,400.00	3,750.00
Engineering Fee	45,360.00	5,250.00
Revolving Fund Deposit	64,800.00	7,500.00
Underwriter’s Discount	25,920.00	3,000.00
Bank Fees	1,000.00	0.00
Costs of Issuance	38,880.00	4,500.00
Rounding	339.32	(477.10)

	Subtotal	\$1,721,000.00	\$190,000.00
Less City Contributions		(425,000.00)	(40,000.00)
	Total	\$1,296,000.00	\$150,000.00

1.03. Negotiated Sale. Pursuant to House Bill 538, the City may sell the Bonds at a public or a private negotiated sale as the governing body shall determine.

1.04. Pooling. The City is authorized pursuant to Montana Code Annotated, Section 7-12-4193, to issue and sell special improvement district bonds of more than one district in a single offering on a pooled basis upon a determination that such pooling is in the best interests of the Districts and the City.

1.05. Discount. The City is further authorized by Montana Code Annotated, Section 7-12-4204(1) to sell the Bonds at a price less than 97% of the principal amount thereof, but including interest thereon to the date of delivery, if this Council determines that such sale is in the best interests of the Districts and the City.

Section 2. Sale and Term of Bonds.

2.01. Principal Amount. Pursuant to the authority described in Section 1, this Council hereby determines that it is in the best interests of the City and the Districts to issue and sell the Bonds in a pooled single offering for District No. 1369 and District No. 1391 in the maximum respective principal amounts set forth below:

<u>District No.</u>	<u>Principal Amount</u>
1369	\$1,296,000.00
1391	150,000.00
Total:	\$1,446,000.00

The Financial Services Manager is authorized and directed to determine the principal amount of Bonds to be issued for District No. 1369 upon calculations of the amount of prepaid Improvement costs.

2.02. Selection of Purchaser and Negotiation of Sale. Pursuant to House Bill 538 and Montana Code Annotated, Section 7-12-4204, as amended by House Bill 538, this Council also hereby determines that it is in the best interests of the City to sell the Bonds at a private negotiated sale, at an underwriter's discount of not more than 3% of the principal amount of the Bonds to be issued. The Financial Services Manager is authorized to select a purchaser for the Bonds and negotiate the sale of the Bonds, subject to section 2.03.

2.03. Pricing and Terms. The Bonds shall be sold to the purchaser (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 \$1,446,000; (2) the interest rate on the Bonds shall not exceed 6.50% per annum; (3) the term of the Bonds shall not extend beyond July 1, 2026; (4) the Bonds shall be payable from special assessments to be levied against property in the Districts; and (5) the Bonds shall be callable from the prepayment of special assessments.

All costs of issuing the Bonds (including, without limitation, the fees and expenses of Bond Counsel, the City's Financial Advisor, the fees of the Paying Agent and Registrar, and the costs of printing the Preliminary Official Statement, the Official Statement and the Bonds, if any) shall be paid by the City as part of the financing from proceeds of the Bonds or other available sources.

2.04. Bond Purchase Agreement. The City Administrator and City Financial Services Manager in consultation with Springsted Incorporated, are hereby authorized and directed to approve the final principal amount of the Bonds, dated date, the amount of the serial maturities, interest rates, and redemption provisions of the Bonds, subject to the limitations contained in the preceding paragraphs and the Act. Upon approving such terms, the City Administrator and City Financial Services Manager are hereby authorized and directed to approve, execute and deliver to the Purchaser a bond purchase agreement (the "Bond Purchase Agreement"), containing the agreement of the City to sell, and the agreement of the Purchaser to purchase, the Bonds on the terms so approved, and containing such other provisions as such officers shall deem necessary and appropriate. In the event of the absence or disability of the City Administrator and City Financial Services Manager, the Mayor or Deputy City Administrator shall make such approvals and execute and deliver the Bond Purchase Agreement. The execution and delivery by appropriate officers of the City of the Bond Purchase Agreement shall be conclusive as to the approval of such officers of the terms of the Bonds and the agreement of the City to sell the Bonds on such terms in accordance with the provisions thereof.

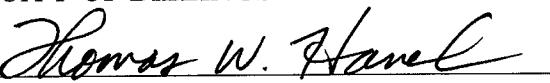
The form of the Bonds and the final terms and conditions thereof shall be prescribed by a subsequent resolution to be adopted by this Council.

Section 3. Official Statement. The City Financial Services Manager with the Springsted Incorporated and Dorsey & Whitney LLP, the City's bond counsel, are authorized to prepare on behalf of the City an Official Statement, to be distributed by the Purchaser to prospective purchasers of the Bonds, if necessary for the sale of the Bonds. The Official Statement shall contain such information as shall be advisable and necessary to describe accurately the City, the security for, and the terms and conditions of, the Bonds. The City Administrator and City Financial Services Manager are authorized on behalf of the Council to deem the Official Statement near "final" as of its date, in accordance with Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934.

PASSED AND APPROVED by the City Council of the City of Billings, Montana, this 13th day of June, 2011.



CITY OF BILLINGS


Thomas W. Hanel
Thomas W. Hanel, Mayor

Attest: Cari Martin
Cari Martin, City Clerk