

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Billings, Montana (the "City"), hereby certify that the attached resolution is a true copy of Resolution No. 16-10595, entitled: "RESOLUTION RELATING TO SEWER SYSTEM IMPROVEMENTS; SETTING FORTH THE CITY'S INTENTION TO ISSUE SEWER SYSTEM REVENUE BONDS TO PAY COSTS 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 December 12, 2016, and that the meeting was duly held by the City Council and was attended throughout by a quorum, pursuant to call and notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.

I further certify that, upon vote being taken on the Resolution at said meeting, the following Council Members voted in favor thereof: Cromley, Yakawich, Brewster, McFadden, Friedel, Sullivan, Swanson, Clark and Braun, voted against the same: N/A; abstained from voting thereon: Limmino; or were absent: N/A.

WITNESS my hand officially this 12th day of December, 2016.

(SEAL)



Denise R. Bohlman
Denise R. Bohlman, City Clerk

RESOLUTION NO. 16-10595

RESOLUTION RELATING TO SEWER SYSTEM
IMPROVEMENTS; SETTING FORTH THE CITY'S INTENTION
TO ISSUE SEWER SYSTEM REVENUE BONDS TO PAY COSTS
THEREOF

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

Section 1. Recitals. Under the provisions of Montana Code Annotated, Title 7, Chapter 7, Parts 44 and 45, as amended (the "Act"), the City is authorized to issue and sell its revenue bonds payable during a term not exceeding forty years from their date of issue, to provide funds for the reconstruction, improvement, betterment and extension of a sewer system; provided that the bonds and the interest thereon are to be payable solely out of the net income and revenues to be derived from rates, fees and charges for the services, facilities and commodities furnished by the undertaking, and are not to create any obligation for the payment of which taxes may be levied except to pay for services provided by such system to the City. The City has established a sewer system within the boundaries of the City (the "System"). The City proposes to undertake certain improvements to the System, consisting of upgrades to the City's wastewater treatment plant and facilities (collectively, the "Project"), and to issue its sewer system revenue bonds in the estimated aggregate principal amount of \$65,000,000 (the "Bonds") to pay costs of the Project and costs of issuing the Bonds. The City is proceeding with the solicitation of bids for the construction and installation of the Project.

Section 2. Authorization. This Council hereby determines that it would be in the best interests of the City to sell the Bonds through a private negotiated sale to Piper Jaffray & Co. and D.A. Davidson & Co. (the "Underwriters").

This Council hereby authorizes the City staff, in consultation with Springsted Incorporated, the City's municipal advisor, and Dorsey & Whitney LLP, the City's bond counsel, to prepare on behalf of the City a Preliminary Official Statement and such other documents as necessary to facilitate the sale of the Bonds and to proceed with the marketing thereof. The Preliminary Official Statement shall contain such information as shall be advisable and necessary to describe accurately the City and the security for, and the terms and conditions of, the Bonds. The City Administrator and City Finance Director are authorized on behalf of the Council to deem the Preliminary Official Statement near "final" as of its date, in accordance with Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934.

Prior to executing a definitive bond purchase agreement with the Underwriters for the sale of the Bonds, the City staff, in consultation with Springsted and Dorsey & Whitney LLP,

shall prepare and present to this Council for its consideration a parameters resolution which shall set forth, with respect to the Bonds, recommendations with respect to the maximum principal amount, the maximum true interest cost, the maximum Underwriters' discount and the maximum maturity date. The sale of the Bonds to the Underwriters shall be contingent upon this Council's approval of a parameters resolution.

PASSED AND APPROVED by the City Council of the City of Billings, Montana, this 12th day of December, 2016.



THE CITY OF BILLINGS:

BY: Thomas W. Hanel
Thomas W. Hanel, MAYOR

ATTEST:

BY: Denise R. Bohlman
Denise R. Bohlman, CITY CLERK