

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 \$916,000 SPECIAL IMPROVEMENT DISTRICT NO. 1340 BOND; FIXING THE FORM AND DETAILS AND PROVIDING FOR THE EXECUTION AND DELIVERY THEREOF AND SECURITY THEREFOR" (the "Resolution"), on file in the original records of the City in my legal custody; that the Resolution was duly adopted by the City Council of the City at a regular meeting on May 22, 2000, and that the meeting was duly held by the City Council and was attended throughout by a quorum, pursuant to call and notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.

I further certify that, upon vote being taken on the Resolution at said meeting, the following Council Members voted in favor thereof: Unanimous

voted against the same: none; abstained from voting thereon: _____; voted none; or were absent: Larson.

WITNESS my hand and seal officially this 22nd day of May, 2000.

Marita Herald
City Clerk

RESOLUTION NO. 00-17571

RESOLUTION RELATING TO \$916,000 SPECIAL IMPROVEMENT
DISTRICT NO. 1340 BOND; FIXING THE FORM AND DETAILS AND
PROVIDING FOR THE EXECUTION AND DELIVERY THEREOF AND
SECURITY THEREFOR

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. Resolution of Intention. By Resolution No. 99-17453, adopted May 24, 1999 (the "Resolution of Intention"), this Council declared its intention to create Special Improvement District No. 1340 (the "District"), for the purpose of making special improvements for the special benefit of the District. The Resolution of Intention designated the number of the District, described the boundaries thereof, stated whether the District was an extended district and stated the general character of the improvements to be made (the "Improvements") and an approximate estimate of the costs thereof, in accordance with the provisions of Montana Code Annotated, Title 7, Chapter 12, Parts 41 and 42, as amended (the "Act"). By the Resolution of Intention this Council also declared its intention to cause the cost and expense of making the improvements specially benefitting the District to be assessed against the properties included within the boundaries thereof in accordance with one or more methods of assessment authorized in Montana Code Annotated, Sections 7-12-4161 to 7-12-4165 and as set forth in the Resolution of Intention.

In the Resolution of Intention, this Council further found that it is in the public interest, and in the best interest of the City and the District, to secure payment of principal of and interest on the Bond by the Special Improvement District Revolving Fund of the City (the "Revolving Fund"), 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. Notices. Notice of the passage of the Resolution of Intention was given by two publications with at least six days between publications, the first no more than 21 days prior to the hearing and the last no less than three days prior to the hearing, in The Billings Times, a weekly newspaper of general circulation published within the City. Notice of the passage of the Resolution of Intention was also mailed the same day the notice was first published to all persons, firms or corporations or the agents thereof having real property within the District listed in their names upon the last completed assessment roll for state, county and school district taxes, at their last known addresses. The notice described the general character of the Improvements, stated the estimated cost of the Improvements and the method or methods of assessment of such costs against properties in the District, specified the time when and the place where the Council would hear and pass upon all protests made against the making of the Improvements or the creation or extension of the District, and referred to the Resolution of Intention as being on file in the office of the City Clerk for a description of the boundaries of the District, all in accordance

with the provisions of the Resolution of Intention, and included a statement that, subject to the limitations of Section 7-12-4222 of the Act, the general fund of the City may be used to provide loans to the revolving fund or a general tax levy may be imposed on all taxable property in the City to meet the financial requirements of the revolving fund.

1.03. Creation of District. At the time and place specified in the notice hereinabove described, this Council met to hear, consider and pass upon all protests made against the making of the Improvements and the creation of the District, and, after consideration thereof, it was determined and declared that insufficient protests against the creation or extension of the District or the proposed work had been filed in the time and manner provided by law by the owners of the property to be assessed for the Improvements in the District, and this Council did therefore by Resolution No. 99-17466, adopted June 28, 1999, create the District and order the proposed Improvements in accordance with the Resolution of Intention. In the resolution, the Council also declared its intention to reimburse the City for costs paid before issuance of the Bond, as required by Section 1.150-2 of the Income Tax Regulations promulgated under the Internal Revenue Code, and confirmed the findings it made with respect to the pledge of the Revolving Fund in the Resolution of Intention.

1.04. Construction Contracts. The District will acquire certain Improvements as described in the Resolution of Intention. Plans, specifications, maps, profiles and surveys for construction of the Improvements to be constructed by the District were prepared by the engineers acting for the City, and were thereupon examined and approved by this Council. An advertisement for bids for construction of the Improvements was published in the official newspaper of the City in accordance with the provisions of Montana Code Annotated, Section 7-12-4141, after which the bids theretofore received were opened and examined. After referring the bids to the engineers for the City it was determined that the lowest regular proposal for the furnishing of all work and materials required for constructing the Improvements in accordance with the approved plans and specifications were the following:

<u>Work</u>	<u>Bidder</u>	<u>Contract Price</u>
Curb, Gutter, Sidewalk, Storm Drainage, Street and Water and Sanitary Sewer Service Improvements	Chief Construction Specialities, Inc.	\$612,511.50

The contract for the construction of the Improvements was therefore awarded to said bidder, subject to the right of owners of property liable to be assessed for the costs thereof to elect to take the work and enter into written contracts therefor in the manner provided by Montana Code Annotated, Section 7-12-4147, which election the property owners failed to make, whereupon the City and the successful bidder entered into a written contract for construction of the Improvements upon the bidder having executed and filed a bond satisfactory to this Council

and in the form and manner provided by Montana Code Annotated, Title 18, Chapter 2, Part 2, as amended.

1.05. Costs. It is currently estimated that the costs and expenses connected with and incidental to the formation of the District to be assessed against properties in the District, 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, are \$916,000. Such amount will be levied and assessed upon the assessable real property within the District on the bases described in the Resolution of Intention. 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 special improvement district fund created for the District, 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.

1.06. Sale and Issuance of Bond. For the purpose of financing the costs and expenses of making the Improvements, which are to be assessed against the property within the District as provided in the Resolution of Intention, this Council by Resolution No. 00-17549, adopted March 27, 2000, called for the public sale of bonds in the total aggregate amount of \$1,037,000. Since the construction bids received for the project were substantially lower than the Engineer's estimate, the City decreased the total dollar amount to \$916,000 (the "Bond"). This Council authorized the City to enter into a contract with Western Security Bank, of Missoula, Montana (the "Purchaser"), as the lowest responsible bidder pursuant to which the Purchaser agreed to purchase from the City the Bond at a purchase price of \$916,000.00 plus interest accrued thereon from the date of original issue of the Bond, upon the terms set forth in this resolution resulting in a net effective interest rate of 5.97% per annum and a total interest cost of \$502,220.10.

1.07. Recitals. All acts, conditions and things required by the Constitution and laws of the State of Montana, including Montana Code Annotated, Title 7, Chapter 12, Parts 41 and 42, as amended, and the home rule charter of the City, in order to make the Bond a valid and binding special obligation in accordance with its 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 so required.

Section 2. The Bond.

2.01. Principal Amount, Maturity and Interest Rate. For the purpose of paying the costs and expenses incurred in construction of the Improvements, and in anticipation of the collection of special assessments to be levied therefor, and in accordance with the proposal described in Section 1.06, the City shall forthwith issue and deliver to the Purchaser the Bond payable solely from the Special Improvement District No. 1340 Fund (the "District Fund") and

denominated "Special Improvement District No. 1340 Bond." The Bond shall be in the principal amount of \$916,000, shall be one in number, shall be dated, as originally issued and be registered as of May 1, 2000, and shall bear interest at the rate of five and ninety-seven hundredths percent (5.97%) per annum for the total term of 15 years, unless earlier paid or discharged. Such principal and interest shall be paid in consecutive semiannual installments on January 1 and July 1 each year, commencing on January 1, 2001, and continuing through July 1, 2015, as set forth in the amortization schedule attached to the Bond, subject to the rights and duties of prepayment set forth below. All payments of principal and interest shall be applied first to interest due on the Bond and then to reduce the principal amount thereof. If any installment of principal or interest is not paid when due, each and every such delinquent installment shall bear interest, to the extent permitted by law, at the annual rate of interest then borne by the Bond from the due date of such installment until payment thereof. The final semiannual installment may be in such lesser or greater amount as is necessary to pay the balance of principal and interest then remaining due. Such installment payments shall be made to the registered holder of the Bond, at its address as it appears on the Bond register, in lawful money of the United States of America.

2.02. Method of Payment. The Bond shall be issued only in fully registered form. The interest on and, upon surrender thereof at the principal office of the Registrar (as hereinafter defined), the principal of the Bond, shall be payable by check or draft drawn on the Registrar.

2.03. Registration. The City hereby appoints the Director of Finance of the City to act as registrar, transfer agent and paying agent (the "Registrar"). The City reserves the right to appoint a bank, trust company or financial institution as successor bond registrar, transfer agent or paying agent, as authorized by the Model Public Obligations Registration Act of Montana, Montana Code Annotated, Title 17, Chapter 5, Part 11, as amended (the "Registration Act"), but the City agrees to pay the reasonable and customary charges of the Registrar for the services performed. This Section 2.03 shall establish a system of registration for the Bond as defined in the Registration Act.

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 Bond and the registration of transfers and exchanges of the Bond 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 2.04.

(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.

(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.

2.04. Redemption.

(a) Mandatory Redemption. If on any interest payment date there will be a balance in the District Fund after payment of the principal and interest due on the Bond drawn against it, either from the prepayment of special assessments levied in the Districts or from the transfer of surplus money from the Construction Account to the Principal Account as provided in Section 3.02 or otherwise, the Director of Finance shall call for redemption on the interest payment date the outstanding Bond, or portions thereof, 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 District Fund on that date. The redemption price shall equal the amount of the principal amount of the Bond to be redeemed plus interest accrued to the date of redemption.

(b) Optional Redemption. The Bond is subject to redemption, in whole or in part, at the option of the City from sources of funds available therefor other than those described in Subsection (a) of this Section 2.04 on any interest payment date; provided, however, the Bond shall not be called for redemption before July 1, 2004, from the proceeds of refunding special improvement district bonds or warrants. The redemption price shall equal the principal amount of the Bond to be redeemed plus interest accrued to the date of redemption.

(c) Partial Redemption. If the Bond is not redeemed in full, any prepayments shall be applied to the principal installment next coming due.

(d) Notice and Effect of Redemption. The date of redemption shall be fixed by the Director of Finance, who shall give notice, by first class mail, postage prepaid to the owner or owners of such Bond at their addresses appearing in the bond register, of the numbers of the Bond 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 Bond or portions thereof so redeemed shall cease.

2.05. Form. The Bond shall be drawn in substantially the form set forth in Exhibit A hereto, and by this reference made a part hereof, with such modifications as are permitted by the Act.

2.06. Execution and Delivery. The Bond shall be prepared under the direction of the Director of Finance and shall be executed on behalf of the City by the signatures of the Mayor, the Director of Finance 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 Bond 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 registration on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of registration on different Bonds need not be signed by the same representative. The executed certificate of registration on the Bond shall be conclusive evidence that it has been authenticated and delivered under this resolution. The Bond shall be registered in order of its serial number by the Registrar, as of May 1, 2000. When the Bond has been so executed, authenticated and registered, it 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 Purchaser shall not be obligated to see to the application of the purchase price, but from the proceeds of the Bond the Director of Finance shall credit forthwith \$45,800 to the Revolving Fund, as required by Section 7-12-4169(2) of the Act, any accrued interest to the Interest Account in the District Fund, and the balance of such proceeds to the Construction Account in the District Fund.

Section 3. District Fund; Assessments.

3.01. District Fund. There is hereby created and established the District Fund designated as the "Special Improvement District No. 1340 Fund," which shall be maintained by the Director of Finance on the books and records of the City separate and apart from all other funds of the City. Within the District Fund there shall be maintained three separate accounts, designated as the "Construction Account," "Principal Account" and "Interest Account," respectively.

3.02. Construction Account. There shall be credited to the Construction Account certain proceeds of the sale of the Bond as provided in Section 2.06. Any earnings on investment of money in the Construction Account shall be retained therein. All costs and expenses of constructing the Improvements to be paid from proceeds of the Bond shall be paid from time to time as incurred and allowed from the Construction Account in accordance with the provisions of applicable law, and money in the Construction Account shall be used for no other purpose; provided that upon completion of the Improvements and after all claims and expenses with respect to the Improvements have been fully paid and satisfied, any money remaining in the Construction Account shall be transferred to the Principal Account and used to redeem the Bond as provided in Section 3.03.

3.03. Principal Account and Interest Account. Money in the Principal Account and the Interest Account shall be used only for payment of the principal of and interest on the Bond as such payments become due or to redeem the Bond. From the proceeds of the Bond, there shall be deposited in the Interest Account any interest on the Bond accrued to the date of its delivery. Interest income on funds in the Accounts shall be retained therein and used as any other funds therein.

Upon collection of the installment of principal and interest due on November 30 and May 31 of each fiscal year on the special assessments to be levied with respect to the Improvements, the Director of Finance shall credit to the Interest Account so much of said special assessments as is collected as interest payment and the balance thereof to the Principal Account. Any installment of any special assessment paid prior to its due date with interest accrued thereon to the next succeeding interest payment date shall be credited with respect to principal and interest payments in the same manner as other assessments are credited to the District Fund. All money in the Interest Account and the Principal Account shall be used first to pay interest due, and any remaining money shall be used to pay the Bond then due and, if money is available, to redeem the Bond thereof in accordance with Section 2.04; provided that any money transferred to a Principal Account from the Construction Account pursuant to Section 3.02 shall be applied to redeem the Bond to the extent possible on the next interest payment date for which notice of redemption may properly be given pursuant to Section 2.04. Redemption of the Bond shall be as provided in Section 2.04, and interest shall be paid as accrued thereon to the date of redemption, in accordance with the provisions of Section 7-12-4206 of the Act.

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 Revolving Fund to the District Fund in an amount sufficient to make good any deficiency then existing in the Interest Account and shall issue an order authorizing a loan or advance from the Revolving Fund to the District Fund in an amount sufficient to make good any deficiency then existing in the Principal Account in such order and in each case to the extent that money is available in the Revolving Fund. A deficiency shall be deemed to exist in the Principal Account or the Interest Account if the money on deposit therein on any December 15 or June 15 (excluding amounts in the Principal Account representing prepaid special assessments) is less than the amount necessary to pay the Bond due (other than upon redemption), and interest on the Bond payable, on the next succeeding interest payment date.

Pursuant to Ordinance No. 1096, 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 or warrants of the City is not sufficient to make good all deficiencies then existing in the special improvement district funds for which the City has covenanted to make loans from the Revolving Fund, the balance on hand in the Revolving Fund shall be allocated to the funds of the special improvement districts 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 or warrants of the City has been paid. On any date when all accrued interest on special improvement district bonds and warrants of the City payable from funds for which the City has covenanted to make loans from the Revolving Fund has been paid, any balance remaining in the Revolving Fund shall be lent or advanced to the special improvement district funds for payment and redemption of bonds to the extent the special improvement district funds are deficient for such purpose, and, if money in the

Revolving Fund is insufficient therefor, pro rata, 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 Bond is outstanding to the extent required under the provisions of this Resolution and the Act, even though such property tax levy may, under applicable law (including SB 184, adopted by the Montana Legislature in 1999) 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. Covenants. The City covenants and agrees with the owners from time to time of the Bond that until the Bond and interest thereon are fully paid:

4.01. Compliance with Resolution. The City will hold the District Fund and 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 provisions hereinabove made with respect to the District Fund and the Revolving Fund are in accordance with the undertaking and agreement of the City made in connection with the public offering of the Bond and the sale of the Bond as set forth in Section 1.06.

4.02. Construction of Improvements. The City will do all acts and things necessary to enforce the provisions of the construction contracts and bonds referred to in Section 1.04 and to ensure the completion of the Improvements for the benefit of the District in accordance with the plans and specifications and within the time therein provided, and will pay all costs thereof promptly as incurred and allowed, out of the District Fund and within the amount of the proceeds of the Bond appropriated thereto.

4.03. Levy of Assessments. The City will do all acts and things necessary for the final and valid levy of special assessments upon all assessable real property within the boundaries of the District 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 \$916,000. Such special assessments shall be levied on the basis or bases prescribed in the Resolution of Intention, and shall be payable in semiannual installments over a period of 15 years, each installment being due in an amount equal to one-thirtieth of the principal amount of each assessment, with interest on the whole amount remaining unpaid at an annual rate equate to the sum of: (i) the average annual interest rate borne by the Bond, plus (ii) one-half of one percent (0.50%) per annum, 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 2000 through 2014, and on the 31st day of May in the years 2001 through 2015, inclusive, if not theretofore paid, and shall become delinquent on such date unless paid in full. The first partial payment of each assessment shall include interest on the entire assessment from the date of original registration of the Bond to January 1, 2001, and each subsequent partial payment shall include interest for six months on that payment and the then remaining balance of the special assessment. 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 the 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 15-18-214.

4.04. Reassessment. 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 reassess 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 reassess 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 reassessment or re-levy shall, so far as is 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 Bond, including investment income thereon, are applied to the redemption of such Bond, 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 Bond of the District is decreased or increased, the City will reduce or increase, respectively, the assessments levied in the District 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 reassess 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. Absence of Litigation. There is now no litigation pending or, to the best knowledge of the City, threatened questioning the validity or regularity of the creation of the District, the contracts for construction of the Improvements or the undertaking and agreement of the City to levy special assessments therefor and to make good any deficiency in the collection thereof through the levy of taxes for and the making of advances from the Revolving Fund, or the right and power of the City to issue the Bond 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 Purchaser, and will furnish the Purchaser a copy of all documents, including pleadings, in connection with such litigation.

4.06. Waiver of Penalty and Interest. The City covenants not to waive the payment of penalty or interest on delinquent assessments levied on property in the District for costs of the Improvements, unless the City determines, by resolution of the City Council, that such waiver is in the best interest of the owners of the outstanding Bond.

Section 5. Tax Matters.

5.01. Use of Improvements. The Improvements will be owned and operated by the City and available for use by members of the general public on a substantially equal basis. The City shall not enter into any lease, use or other agreement with any non-governmental person relating to the use of the Improvements or security for the payment of the Bond which might cause the Bond to be considered a "private activity bond" or "private loan bond" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code").

5.02. General Covenant. The City covenants and agrees with the owners from time to time of the Bond 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 Bond 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 Bond will not become includable in gross income for federal income tax purposes under the Code and the Regulations.

5.03. Arbitrage Certification. The Mayor, the City Clerk and the Director of Finance, being the officers of the City charged with the responsibility for issuing the Bond 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 Bond, it is reasonably expected that the proceeds of the Bond will be used in a manner that would not cause the Bond to be an "arbitrage bond" within the meaning of Section 148 of the Code and the Regulations.

5.04. Arbitrage Rebate Exemption.

(a) The City hereby represents that the Bond qualifies for the exception for small governmental units to the arbitrage rebate provisions contained in Section 148(f) of the Code. Specifically, the City represents:

(1) Substantially all (not less than 95%) of the proceeds of the Bond (except for amounts to be applied to the payment of costs of issuance or representing accrued interest) will be used for local governmental activities of the City.

(2) The aggregate face amount of all "tax-exempt bonds" (including warrants, contracts, leases and other indebtedness, but excluding private activity bonds and current refunding bonds) issued by or on behalf of the City and all subordinate entities thereof during 2000 is not reasonably expected to exceed \$5,000,000. To date in 2000, the City has issued no such tax-exempt bonds, except the \$1,700,000 General Obligation Bonds, Series 2000, and in the calendar years 1995 through 1999, the average principal amount of such tax-exempt bonds issued by the City in a single calendar year was \$469,680.

(b) If notwithstanding the provisions of paragraph (a) of this Section 5.04, the arbitrage rebate provisions of Section 148(f) of the Code apply to the Bond, the City hereby covenants and agrees to make the determinations, retain records and rebate to the United States the amounts at the times and in the manner required by said Section 148(f).

5.05. Information Reporting. The City shall file with the Secretary of the Treasury, not later than November 15, 2000, a statement concerning the Bond containing the information required by Section 149(e) of the Code.

5.06. “Qualified Tax-Exempt Obligation.” Pursuant to Section 265(b)(3)(B)(ii) of the Code, the City hereby designates the Bond as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code. The City has not designated any obligations in 2000 other than the Bond under Section 265(b)(3), except the \$1,700,000 General Obligation Bonds, Series 2000 and the \$470,000 Special Improvement District No. 1341 Bonds, which are anticipated to be issued simultaneously herewith. 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 2000 in an amount greater than \$10,000,000.

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

Section 7. Discharge.

7.01. General. When the liability of the City on the Bond 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 such obligations shall cease.

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

7.03. Prepayment. The City may also discharge its obligations with respect to any Bond called for redemption on any date when it is prepayable according to its terms, by on or before that date depositing with the Registrar funds sufficient, or, if a City officer is the Registrar, mailing to the registered owner of such Bond a check or a draft in a sum sufficient and providing proceeds available, for the payment of the principal, interest and redemption premium, if any, which are then due; provided that notice of such redemption has been duly given as provided herein or irrevocably provided for.

7.04. Escrow. The City may also at any time discharge its liability in its entirety with reference to the Bond, 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 the Bond on or before maturity or, if any Bond has been duly called for redemption or notice of such redemption has been irrevocably provided for, 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 Bond in respect of which such deposits have been made.

Section 8. Continuing Disclosure.

(a) Purpose and Beneficiaries. Although the original purchaser and other participating underwriters in the primary offering of the Bond need not comply with amendments to Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12), relating to continuing disclosure (as in effect and interpreted from time to time, the "Rule"), in respect of the primary offering of the Bond, because the aggregate principal amount of the Bond and any other securities required to be integrated with the Bond is less than \$1,000,000, to enhance the marketability of the Bond, the City nevertheless hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Bonds. The District Fund and the Revolving Fund of the City are the only "obligated persons" in respect of the Bond within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made.

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 Bond or under any other provision of this resolution.

As used in this Section 8, "Owner" or "Bondowner" means, in respect of a Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any "Beneficial Owner" (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, "Beneficial Owner" means, in respect of a Bond, any person or entity which (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, 1999, 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 District 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 Director of Finance 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 Director of Finance 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 District 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 "The Revolving Fund," "Other Outstanding Special Improvement District Bonds and The Revolving Fund," "Statement of Changes in Fund Balance of the Revolving Fund," "Special Assessment Billings and Collections" and "Future Financings" in the Official Statement, dated as of May 15, 2000 (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 District.
3. Identification of the ten property owners in the District 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—Employment—Major Employers in the Billings MSA" 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" and "—Additional Debt" in the Official Statement.

Notwithstanding the foregoing paragraph, if the audited financial statements from which such extracts are to be taken are not available by the date specified, the City shall provide on or before such date extracts from unaudited financial statements in the format required as part of the Disclosure Information and, within 10 days after the receipt thereof, the City shall provide extracts from 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 District or 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.

(2) In a timely manner, notice of the occurrence of any of the following events which is a Material Fact (as hereinafter defined):

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;

- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions or events affecting the tax-exempt status of the security;
- (G) Modifications to rights of security holders;
- (H) Bond calls;
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the securities; and
- (K) Rating changes.

As used herein, a “Material Fact” is a fact as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Bond or, if not disclosed, would significantly alter the total information otherwise available to an investor from the Official Statement, information disclosed hereunder or information generally available to the public. Notwithstanding the foregoing sentence, a “Material Fact” is also an event that would be deemed “material” for purposes of the purchase, holding or sale of a Bond within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

(3) In a timely manner, notice of the occurrence of any of the following events or conditions:

- (A) the failure of the City to provide the Disclosure Information required under paragraph (b)(1) at the time specified thereunder;
- (B) the amendment or supplementing of this Section 8 pursuant to subsection (d), together with a copy of such amendment or supplement and any explanation provided by the City under subsection (d)(2);
- (C) the termination of the obligations of the City under this Section 8 pursuant to subsection (d);
- (D) any change in the fiscal year of the City.

(c) Manner of Disclosure. The City agrees to make available the information described in subsection (b) to the following entities by telecopy, overnight delivery, mail or other means, as appropriate:

- (1) the information described in paragraph (1) of subsection (b), to each then nationally recognized municipal securities information repository under the Rule and to any state information depository then designated or operated by the State of Montana as contemplated by the Rule (the “State Depository”), if any; and

(2) the information described in paragraphs (2) and (3) of subsection (b), to the Municipal Securities Rulemaking Board and to the State Depository, if any.

(d) Term; Amendments; Interpretation.

(1) The covenants of the City in this Section 8 shall remain in effect so long as any Bonds are Outstanding. Notwithstanding the preceding sentence, however, the obligations of the City under this Section 8 shall terminate and be without further effect as of any date on which the City files in the office of the City Clerk an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the City to comply with the requirements of this Section 8 will not cause participating underwriters in the primary offering of the Bond to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successor to or amendatory thereof.

(2) This Section 8 (and the form and requirements of the Disclosure Information) may be amended or supplemented by the City from time to time, without notice to (except as provided in paragraph (c)(3) hereof) or the consent of the Owners of any Bond, by a resolution of this Council filed in the office of the City Clerk of the City accompanied by an opinion of Bond Counsel, who may rely on certificates of the City and others and the opinion may be subject to customary qualifications, to the effect that: (i) such amendment or supplement (a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the City, the District or the District Fund and the Revolving Fund or the type of operations conducted by the City or the District, or (b) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule; (ii) this Section 8 as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of the Rule at the time of the primary offering of the Bond, giving effect to any change in circumstances applicable under clause (i)(a) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (iii) such amendment or supplement does not materially impair the interests of Bondholders under the Rule.

If the Disclosure Information is so amended, the City agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(3) This Section 8 is entered into to comply with the continuing disclosure provisions of the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

(e) Further Limitation of Liability of City. In and to the extent the limitations of liability contained in subsection (a) are not effective, anything contained in this Section 8 to the contrary notwithstanding, in making the agreements, provisions and covenants set forth in this Section 8, the City has not obligated itself except with respect to the assessments pledged to pay the Bond and the covenant to utilize the Revolving Fund as permitted by law and described herein. None of the agreements or obligations of the City contained herein shall be construed to constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions whatsoever or constitute a pledge of the general credit or taxing powers of the City.

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 the City of Billings, Montana, this 22nd day of May, 2000.

(SEAL)



Charles J. Tooley
Mayor

Attest: Marita Herold
City Clerk

EXHIBIT A

[Face of the Bond]

UNITED STATES OF AMERICA
STATE OF MONTANA
COUNTY OF YELLOWSTONE

CITY OF BILLINGS

SPECIAL IMPROVEMENT DISTRICT NO. 1340 BOND

No. R-1 \$916,000.00

FOR VALUE RECEIVED, the City of Billings, Yellowstone County, Montana, will pay to Western Security Bank, of Missoula, Montana, or registered assign, payable solely from the Special Improvement District No. 1340 Fund (the "District Fund"), the principal amount of Nine Hundred Sixteen Thousand and No/100 Dollars (\$916,000.00) plus interest thereon at the rate of five and ninety-seven hundredths percent (5.97%) per annum, from May 1, 2000, to and including July 1, 2015, unless earlier paid or discharged. Such principal and interest shall be paid in consecutive semiannual installments on January 1 and July 1 each year, commencing January 1, 2001, and continuing through July 1, 2015, as set forth in Schedule I attached hereto, subject to the rights and duties of prepayment set forth below. All payments of principal and interest shall be applied first to interest due on this Bond and then to reduce the principal amount thereof. If any installment of principal or interest is not paid when due, each and every such delinquent installment shall bear interest, to the extent permitted by law, at the annual rate of interest of the next following installment until payment thereof. The final semiannual installment shall be in such lesser or greater amount as is necessary to pay the balance of principal and interest then remaining due.

Such installments of principal and interest are payable by check or draft mailed by the Director of Finance to the registered holder of this Bond at its address as it appears in the Bond Register of the City. Principal and interest are payable in any coin or currency of the United States of America which on the respective dates of payment is legal tender for payment of public and private debts.

This Bond is one of a duly authorized issue of Bonds of the City designated as the "Special Improvement District No. 1340 Bond" (the "Bond"), issued and to be issued in one or more series under, and all equally and ratably secured by, a resolution adopted by the City Council of the City on May 22, 2000 (as such resolution may be amended or supplemented from

time to time in accordance with its terms, the "Resolution"). This Bond comprises a series in the aggregate principal amount of \$916,000, 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 12, Parts 41 and 42, as amended (the "Act"), and the Resolution, to finance the costs of certain local improvements (the "Improvements") for the special benefit of property located in Special Improvement District No. 1340 of the City (the "District").

This Bond is payable from the collection of a special tax or assessment levied upon all assessable real property within the boundaries of the District, in an aggregate principal amount of not less than \$916,000, except as such amount may be reduced or increased in accordance with provisions of Montana law. Such assessments constitute a lien against the assessable real estate within the District and are to be deposited into the Special Improvement District No. 1340 Fund of the City (the "District Fund").

The Bond is not a general obligation of the City and the City's general credit and taxing powers are not pledged to the payment of the Bond or the premium, if any, or interest thereon. The Bond does not constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions.

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, including the Bond. 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 District Fund, in amounts sufficient to make good any deficiency in the District Fund to pay principal of or interest on the Bond, 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 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 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 principal amount of the Bond is subject to mandatory prepayment on any interest payment date if, after paying all principal and interest then due on the Bond, there are funds to the credit of the District Fund of the City, from the prepayment of assessments levied in the District or from surplus proceeds of the Bond not required to pay costs of the Improvements, for the redemption thereof, and in the manner provided for the prepayment of the same. The Bond is subject to redemption at the option of the City from other sources of funds available therefor on any interest payment date; provided, however, that the City hereby agrees that the Bond is not to be called for redemption before July 1, 2003, from the proceeds of refunding special

improvement district bonds or warrants. The redemption price is equal to the principal amount of the Bond or portions thereof to be redeemed plus interest accrued thereon to the date of redemption. The date of redemption shall be fixed by the Director of Finance, who shall give notice by first class mail, postage prepaid, to the owner or owners of such Bond at their addresses shown on the bond register, of the Bond or portions thereof to be redeemed and the date on which payment will be made, which date shall not be less than thirty (30) days after the date of mailing of notice, on which date so fixed interest shall cease. On the date so fixed interest on the Bond or portions thereof so redeemed shall cease to accrue. Upon partial redemption of any Bond, a new Bond will be delivered to the registered owner without charge, representing the remaining principal amount outstanding.

The City has designated the Bond as a "qualified tax-exempt obligation" within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended.

The City 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.

The City may redeem this Bond, in whole or in part, only upon the prior written consent of the registered holder hereof.

As provided in the Resolution and subject to certain limitations set forth therein, this Bond is transferable upon the books of the City at the principal office 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 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.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED 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 thereof.

IN WITNESS WHEREOF, the City of Billings, Yellowstone County, Montana, by its City Council, has caused this Bond to be executed on its behalf by the signatures of the Mayor, the Director of Finance and the City Clerk, sealed with the official corporate seal of the City, and has cause this Bond to be dated as of _____, 2000.

CITY OF BILLINGS, MONTANA

Mayor

(SEAL)

Director of Finance

City Clerk

REGISTER

The ownership of the unpaid Principal Balance of this Bond and the interest accruing thereon is registered on the books of the City of Billings, Montana in the name of the registered holder appearing on the first page hereof or as last noted below:

<u>Date of Registration</u>	<u>Name and Address of Registered Holder</u>	<u>Signature of Director of Finance</u>
<u>, 2000</u>	<u>Western Security Bank</u> <u>P.O. Box 4547</u> <u>Missoula, MT 59806</u>	<hr/>

PROVISIONS FOR REGISTRATION OF TRANSFER AND EXCHANGE

The ownership of this Bond and the interest payable hereon may be transferred to a bona fide purchaser only by delivery with an assignment duly executed by the registered owner or his attorney or legal representative, and the City may treat the registered owner as the person exclusively entitled to receive payments of principal of, premium, if any, and interest on this Bond and to exercise all the rights and powers of an owner until this Bond is presented to the Director of Finance, as Bond Registrar, accompanied by said assignment and by assurance of the nature provided by law that the same is genuine and effective, and until such transfer is registered on the books of the City and noted hereon by the Bond Registrar.

NO WRITING HEREON EXCEPT BY DIRECTOR OF FINANCE
AS BOND REGISTRAR

The Bond Registrar has transferred on the books of the City of Billings, Yellowstone County, Montana, on the date last noted below, to the registered assign noted opposite said date, ownership of the principal amount of and interest on this Bond, except the amounts of principal and interest theretofore paid:

<u>Date of Transfer</u>	<u>Registered Assign</u>	<u>Signature of Bond Registrar</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SCHEDULE I

1

Dated: 5/1/2000
 Delivered: 5/1/2000

Billings, City of Montana
SID 1340 Bond

Period	Days In Term	Coupon Date	Principal Payment	Interest Payment	Credit Enhancements	Periodic Debt Service	Outstanding Balance
2	180	01/01/01		36,456.80	0.00	36,456.80	916,000.00
3	180	07/01/01	20,304.42	27,342.60	0.00	47,647.02	895,695.58
4	180	01/01/02	20,910.51	26,736.51	0.00	47,647.02	874,785.07
5	180	07/01/02	21,534.69	26,112.33	0.00	47,647.02	853,250.38
6	180	01/01/03	22,177.50	25,469.52	0.00	47,647.02	831,072.88
7	180	07/01/03	22,839.49	24,807.53	0.00	47,647.02	808,233.39
8	180	01/01/04	23,521.25	24,125.77	0.00	47,647.02	764,712.13
9	180	07/01/04	24,223.36	23,423.66	0.00	47,647.02	760,488.77
10	180	01/01/05	24,946.48	22,700.59	0.00	47,647.02	735,542.34
11	180	07/01/05	25,691.08	21,955.94	0.00	47,647.02	709,851.26
12	180	01/01/06	26,457.96	21,189.06	0.00	47,647.02	683,393.30
13	180	07/01/06	27,247.73	20,399.29	0.00	47,647.02	656,145.57
14	180	01/01/07	28,061.07	19,585.95	0.00	47,647.02	628,064.50
15	180	07/01/07	28,898.70	18,748.32	0.00	47,647.02	599,185.80
16	180	01/01/08	29,761.32	17,885.70	0.00	47,647.02	569,424.48
17	180	07/01/08	30,649.70	16,997.32	0.00	47,647.02	538,774.78
18	180	01/01/09	31,564.59	16,082.48	0.00	47,647.02	507,210.18
19	180	07/01/09	32,506.80	15,140.22	0.00	47,647.02	474,703.38
20	180	01/01/10	33,477.12	14,169.90	0.00	47,647.02	441,226.26
21	180	07/01/10	34,476.42	13,170.60	0.00	47,647.02	406,749.64
22	180	01/01/11	35,505.54	12,141.48	0.00	47,647.02	371,244.30
23	180	07/01/11	36,565.38	11,081.64	0.00	47,647.02	334,678.92
24	180	01/01/12	37,656.85	9,990.17	0.00	47,647.02	297,022.07
25	180	07/01/12	38,780.91	8,866.11	0.00	47,647.02	258,241.16
26	180	01/01/13	39,938.52	7,708.50	0.00	47,647.02	218,302.64
27	180	07/01/13	41,130.69	6,516.33	0.00	47,647.02	177,171.95
28	180	01/01/14	42,358.44	5,288.58	0.00	47,647.02	134,813.51
29	180	07/01/14	48,622.64	4,024.18	0.00	47,647.02	91,190.66
30	180	01/01/15	44,924.98	2,722.04	0.00	47,647.02	46,265.68
31	180	07/01/15	46,265.88	1,381.03	0.00	47,646.71	(0.00)

Prepared by:	DORSEY & WHITNEY LLP		
Prepared on:	5/10/2000	11:35	9.94 Rpt 01g
Record ID:	BILL SID-2000-A :MUNIDB		

Dated: 5/1/2000
Delivered: 5/1/2000

2

Billings, City of Montana
SID 1340 Bond

Period	Days In Year	Coupon Date	Principal Payment	Interest Payment	Credit Enhancements	Periodic Debt Service	Outstanding Balance
			\$916,000.00	\$502,220.10		1,418,220.10	
<i>True Interest Cost (TIC).....</i>			5.9700000		<i>Face value of bond issue.....</i>		\$916,000.00
<i>Arbitrage Yield Limit (AYL).....</i>			0.0000000		<i>Accrued interest (+)</i>		\$0.00
<i>Average Life.....</i>			9.1838396		<i>Original issue discount (+)</i>		
					<i>Underwriter discount (+)</i>		
					<i>Lump-sum credit enhancements (-)</i>		\$0.00

Prepared by: DORSEY & WHITNEY LLP
Prepared on: 5/10/2000 11:30 9.94 Rpt 01g
Record ID: BILL SID-2000-A :MUNIDB