

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of City of Billings, Yellowstone County, Montana (the "City"), hereby certify that the attached resolution is a true copy of a Resolution entitled: "A RESOLUTION OF THE CITY COUNCIL AUTHORIZING THE CITY ADMINISTRATOR, ASSISTANT CITY ADMINISTRATOR OR DEPUTY CITY ADMINISTRATOR TO SIGN DOCUMENTS ON BEHALF OF THE CITY IN LIEU OF THE DIRECTOR OF ADMINISTRATIVE SERVICES" (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 at a regular meeting on January 12, 2004, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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: none _____; or were absent: none _____.

WITNESS my hand and seal officially this 12th day of January, 2004.

(SEAL)

City Clerk

RESOLUTION NO. 04-18055

A RESOLUTION OF THE CITY COUNCIL AUTHORIZING THE CITY
ADMINISTRATOR, ASSISTANT CITY ADMINISTRATOR OR DEPUTY
CITY ADMINISTRATOR TO SIGN DOCUMENTS ON BEHALF OF THE
CITY IN LIEU OF THE DIRECTOR OF ADMINISTRATIVE SERVICES

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

Section 1. Recitals.

1.01. Pursuant to Resolution No. 03-18043, adopted by the Council on November 24, 2003, the Mayor, City Clerk and Director of Administrative Services are the officers of the City authorized to sign documents related to the City’s \$10,200,000 Higher Education Revenue Note (Rocky Mountain College Project), Series 2004 (the “Series 2004 Note”), on behalf of the City.

1.02. The City is currently in the process of issuing the Series 2004 Note as well as working on several other bond issues.

1.03. The position of the Director of Administrative Services has been retitled “Deputy City Administrator” and is currently vacant.

Section 2. Authorization to Sign Documents. The City Administrator, Assistant City Administrator or Deputy City Administrator is authorized to execute and deliver documents or certificates on behalf of the City in lieu of the Director of Administrative Services relating to the Series 2004 Note and any other on-going bond issues of the City.

PASSED by the City Council of Billings, Montana, this 12th day of January, 2004.

Mayor

Attest: _____
City Clerk

(SEAL)