

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of City of Great Falls, Montana (the "City"), hereby certify that the attached resolution is a true copy of a Resolution entitled: "A RESOLUTION OF CITY OF GREAT FALLS, MONTANA, AUTHORIZING THE ENTERING INTO, EXECUTION AND DELIVERY OF A COMMITMENT AGREEMENT WITH THE DEPARTMENT OF NATURAL RESOURCES AND CONSERVATION REGARDING THE SALE AND DELIVERY OF THE CITY'S \$13,400,000 WATER AND SANITARY SEWERAGE SYSTEM REVENUE BOND (DNRC WATER POLLUTION CONTROL REVOLVING LOAN PROGRAM), SERIES 2001" (the "Resolution"), is on file in the original records of the City in my legal custody; that the Resolution was duly adopted by the City Commission of the City at a regular meeting on June 5, 2001 and that the meeting was duly held by the City Commission and was attended throughout by a quorum, pursuant to call and notice of such meetings given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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, the following Commissioners voted in favor thereof: _____

_____; voted against the same: _____; abstained from voting thereon: _____; or were absent: _____.

WITNESS my hand and seal officially this _____ day of June, 2001

City Clerk

RESOLUTION NO. 9161

A RESOLUTION OF CITY OF GREAT FALLS, MONTANA, AUTHORIZING THE ENTERING INTO, EXECUTION AND DELIVERY OF A COMMITMENT AGREEMENT WITH THE DEPARTMENT OF NATURAL RESOURCES AND CONSERVATION REGARDING THE SALE AND DELIVERY OF THE CITY'S \$13,400,000 WATER AND SANITARY SEWERAGE SYSTEM REVENUE BOND (DNRC WATER POLLUTION CONTROL REVOLVING LOAN PROGRAM), SERIES 2001

WHEREAS, pursuant to Montana Code Annotated Title 7, Chapter 7, Part 44, the City Commission (the "Commission") of City of Great Falls, Montana (the "City") is authorized to issue its revenue bonds to pay the costs of designing, constructing and installing certain improvements to the City's municipal sewerage system (the "System"); and

WHEREAS, the Department of Natural Resources and Conservation (the "DNRC") has provided to the City a form of Commitment Agreement between the City and the DNRC, a copy of which is attached as Exhibit A (the "Commitment Agreement") and pursuant to which the DNRC will loan the City \$13,400,000 to pay the costs of financing certain improvements to the System as described on Exhibit A to the Commitment Agreement (the "Project") and the City will evidence its obligation for the Loan by the issuance of its Water and Sanitary Sewerage System Revenue Bond (DNRC Water Pollution Control Revolving Loan Program) in the same amount (the "Bond"); and

WHEREAS, the City has reviewed the Commitment Agreement; and

WHEREAS, it is the judgment and determination of the Commission that it is in the best interest of the City to approve and enter into a Commitment Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Commission of the City as follows:

1. Approval of Commitment Agreement. The Commission of the City hereby approves the terms and provisions of the Commitment Agreement and hereby authorizes the Mayor and City Clerk of the City to execute and deliver the Commitment Agreement to the DNRC.
2. Authority to Proceed. The Mayor and City Clerk of the City are hereby authorized to take all actions necessary and desirable to proceed with the issuance of the Bond to the DNRC in accordance with the provisions of the Commitment Agreement and other applicable provisions of Montana law, subject to the final bond resolution being presented to the Commission for approval before the Bond is issued.

PASSED by the City Commission of the City of Great Falls, Montana, on this 5th day of June, 2001.

Mayor

Attest:

City Clerk