

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Great Falls, Montana (the "City"), hereby certify that the attached resolution is a true copy of Resolution No. 9224 entitled: "RESOLUTION RELATING TO WATER SYSTEM REVENUE REFUNDING BONDS, SERIES 2002A, AND SANITARY SEWERAGE SYSTEM REVENUE REFUNDING BONDS, SERIES 2002A; AWARDING THE SALE THEREOF, AUTHORIZING THE EXECUTION OF BOND PURCHASE AGREEMENTS RELATING THERETO AND APPROVING CERTAIN MATTERS WITH RESPECT THERETO" (the "Resolution"), 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 meeting on April 16, 2002, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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 Commission members voted in favor thereof: Randy Gray, Bill Beecher, Sandy Hinz, John Rosenbaum and Diane Jovick-Kuntz ; voted against the same: none ; abstained from voting thereon: none ; or were absent: none .

WITNESS my hand officially this _____ day of April, 2002.

City Clerk

RESOLUTION NO. 9224

RESOLUTION RELATING TO WATER SYSTEM REVENUE
REFUNDING BONDS, SERIES 2002A, AND SANITARY
SEWERAGE SYSTEM REVENUE REFUNDING BONDS,
SERIES 2002A; AWARDING THE SALE THEREOF,
AUTHORIZING THE EXECUTION OF BOND PURCHASE
AGREEMENTS RELATING THERETO AND APPROVING
CERTAIN MATTERS WITH RESPECT THERETO

BE IT RESOLVED by the City Commission (the "Commission") of the City of Great Falls, Montana (the "City"), as follows:

1. This Commission on February 19, 2002 adopted a resolution authorizing a negotiated sale by the City to D. A. Davidson & Co., of Great Falls, Montana (the "Purchaser"), of its Water System Revenue Refunding Bonds, Series 2002A (the "Water System Bonds"), and its Sanitary Sewerage System Revenue Refunding Bonds, Series 2002A (the "Sewer System Bonds") for the purpose of refunding certain valid outstanding water and sewerage system revenue bonds of the City.

2. The Purchaser proposes to purchase the Water System Bonds in the aggregate principal amount of \$8,030,000 at a purchase price of \$7,937,655, plus accrued interest, if any, from May 15, 2002 to the date of closing, upon the terms and conditions set forth in a Bond Purchase Agreement relating to the Water System Bonds (the "Water Bond Purchase Agreement"). Such bid of the Purchaser is hereby accepted and the sale of the Water System Bonds is hereby awarded to the Purchaser.

3. The Purchaser proposes to purchase the Sewerage System Bonds in the aggregate principal amount of \$6,470,000 at a purchase price of \$6,395,595, plus accrued interest, if any, from May 15, 2002 to the date of closing, upon the terms and conditions set forth in a Bond Purchase Agreement relating to the Sewerage System Bonds (the "Sewerage Bond Purchase Agreement"). Such bid of the Purchaser is hereby accepted and the sale of the Sewerage System Bonds is hereby awarded to the Purchaser.

4. The Water Bond Purchase Agreement and the Sewerage Bond Purchase Agreement, in substantially the forms presented to this Commission, are hereby approved. The Mayor, the City Manager and City Controller are hereby authorized and directed to execute each of the Bond Purchase Agreements in the name and on behalf of the City.

5. The Preliminary Official Statements, each dated April 8, 2002, relating to the Water System Bonds and Sewerage System Bonds, respectively, are hereby approved and the determination of City Controller that each of the Preliminary Official Statements was "final" as of its date for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934 is hereby ratified and confirmed. The City hereby consents to and ratifies the use of the Preliminary Official Statements by the Purchaser in connection with the offer and sale of the Water System Bonds and Sewerage System Bonds to potential investors, and authorizes the preparation of final Official Statements, in substantially the respective forms of the Preliminary Official Statements,

for use by the Purchaser in the public offering of the Water System Bonds and the Sewerage System Bonds.

6. The Commission shall prescribe the form and security for the Water System Bonds and the Sewerage System Bonds in subsequent resolutions.

PASSED by the City Commission of the City of Great Falls, Montana, on this 16th day of April, 2002.

Mayor

Attest: _____
City Clerk