

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 a Resolution entitled: "RESOLUTION NO. 9476, RELATING TO FINANCING FOR THE DEVELOPMENT COSTS PERTAINING TO PARTIAL OWNERSHIP OF THE HIGHWOOD STATION CFB COAL-FIRED ELECTRIC GENERATING FACILITY, ESTABLISHING COMPLIANCE WITH REIMBURSEMENT BOND REGULATIONS UNDER THE INTERNAL REVENUE CODE " (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 April 19, 2005, 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notice of such meetings given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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 officially this 19<sup>th</sup> day of April, 2005.

\_\_\_\_\_

Deputy City Clerk

## RESOLUTION NO. 9476

RESOLUTION NO. 9429, RELATING TO FINANCING FOR THE DEVELOPMENT COSTS PERTAINING TO PARTIAL OWNERSHIP OF THE HIGHWOOD STATION CFB COAL-FIRED ELECTRIC GENERATING FACILITY, ESTABLISHING COMPLIANCE WITH REIMBURSEMENT BOND REGULATIONS UNDER THE INTERNAL REVENUE CODE:

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

### 1. Recitals.

(a) The United States Department of Treasury has promulgated final regulations governing the use of proceeds of tax-exempt bonds, all or a portion of which are to be used to reimburse the City for project(s) expenditures paid by the City prior to the date of issuance of such bonds. Those regulations (Treasury Regulations, Section 1.150-2) (the "Regulations") require that the City adopt a statement of official intent to reimburse an original expenditure not later than 60 days after payment of the original expenditure. The Regulations also generally require that the bonds be issued and the reimbursement allocation made from the proceeds of the bonds within 18 months (or three years, if the reimbursement bond issue qualifies for the "small issuer" exception from the arbitrage rebate requirement) after the later of (i) the date the expenditure is paid or (ii) the date the project(s) is placed in service or abandoned, but (unless the issue qualifies for the "small issuer" exception from the arbitrage rebate requirement) in no event more than three years after the date the expenditure is paid. The Regulations generally permit reimbursement of capital expenditures and costs of issuance of the bonds.

(b) The City desires to comply with requirements of the Regulations with respect to the certain project(s) hereinafter identified.

### 2. Official Intent Declaration.

(a) The City proposes to undertake a certain project(s), which project(s) and the estimated costs thereof are generally described on Exhibit A hereto, which is hereby incorporated herein and made a part hereof (the "Project(s)").

(b) Other than (i) expenditures to be paid or reimbursed from sources other than the Bonds (as hereinafter defined), (ii) expenditures permitted to be reimbursed under the transitional provision contained in Section 1.150-2(j) (2) of the Regulations, (iii) expenditures constituting preliminary expenditures within the meaning of Section 1.150-2(f) (2) of the Regulations, or (iv) expenditures in a "de minimus" amount (as defined in Section 1.150-2(f) (1) of the Regulations), no

expenditures for the project(s) have heretofore been paid by the City and no expenditures will be paid by the City until after the date of this Resolution.

(c) The City reasonably expects to reimburse the expenditures made for costs of the project(s) out of the proceeds of debt in an aggregate principal amount up to \$2,000,000 (the "Bonds") after the date of payment of all or a portion of the costs of the project(s). All reimbursed expenditures shall be capital expenditures, a cost of issuance of the Bonds or other expenditures eligible for reimbursement under Section 1.150-2(d) (3) of the Regulations.

3. Budgetary Matters. As of the date hereof, there are no City funds reserved, allocated on a long-term basis or otherwise set aside (or reasonably expected to be reserved, allocated on a long-term basis or otherwise set aside) to provide permanent financing for the expenditures related to the project(s), other than pursuant to the issuance of the Bonds. The statement of intent contained in this resolution, therefore, is determined to be consistent with the City's budgetary and financial circumstances as they exist or are reasonably foreseeable on the date hereof.

4. Reimbursement Allocations. The City Controller shall be responsible for making the "reimbursement allocations" described in the Regulations, being generally the transfer of the appropriate amount of proceeds of the Bonds to reimburse the source of temporary financing used by the City to make prior payment of the costs of the project(s). Each allocation shall be evidenced by an entry on the official books and records of the City maintained for the Bonds or the project(s) and shall specifically identify the actual original expenditure being reimbursed.

PASSED by the City Commission of the City of Great Falls, Montana, on April 19, 2005.

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Mayor

Attest:

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Deputy City Clerk

Approved for Legal Content

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City Attorney

RESOLUTION 9476, EXHIBIT A

Description of Project(s) Estimated Cost

PRO RATA SHARE OF PERMITTING AND PROCUREMENT SUPPORT:

EIS  
COAL TEST BURN  
SYSTEM IMPACT STUDY

ENGINEERING COSTS  
SITING STUDY  
PRELIMINARY ENGINEERING  
ENGINEERING SUPPORT FOR EIS/PERMITTING  
DETAILED DESIGN

SUBCONTRACT COSTS  
AIR PERMITTING/MONITORING  
OTHER PERMITS  
SITE SURVEY  
GEOTECHNICAL

CONTRACTS  
BOILER  
T/G CONTRACT

\$2,000,000