

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Billings, Montana (the "City"), hereby certify that the attached resolution is a true copy of Resolution No. _____, entitled: "RESOLUTION RELATING TO TAX INCREMENT URBAN RENEWAL REVENUE BONDS (EXPANDED NORTH 27TH STREET URBAN RENEWAL AREA), SERIES 2020; AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF" (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 26, 2020, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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: _____
_____ ; voted against
the same: _____ ; abstained from voting
thereon: _____ ; or were absent: _____.

WITNESS my hand officially this ____ day of May, 2020.

(SEAL)

City Clerk

RESOLUTION NO. _____

RESOLUTION RELATING TO TAX INCREMENT URBAN
RENEWAL REVENUE BONDS (EXPANDED NORTH 27TH
STREET URBAN RENEWAL AREA), SERIES 2020;
AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED
SALE THEREOF

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

Section 1. Recitals; Prior City Actions.

1.01. Under the provisions of Montana Code Annotated, Title 7, Chapter 15, Parts 42 and 43, as amended (the “Act”), the City is authorized to create urban renewal areas, prepare and adopt an urban renewal plan therefor and amendments thereto, undertake urban renewal projects therein, provide for the segregation and collection of tax increment with respect to property taxes collected in such areas, issue its bonds to pay the costs of such projects and to refund bonds previously issued under the Act and pledge to the repayment of the bonds the tax increment and other revenues derived from projects undertaken within the urban renewal area.

1.02. Pursuant to the Act and Ordinance No. 05-5333, adopted by the Council on July 11, 2005, as amended and supplemented by Ordinance Nos. 06-5394, 08-5483 and 11-5539 adopted on November 13, 2006, December 8, 2008 and July 11, 2011, respectively (as so amended and supplemented, the “Ordinance”), the Council created the Expanded North 27th Street Urban Renewal Area (the “District”) and approved the Expanded North 27th Street Urban Renewal Plan (the “Plan”). The Plan provides for the segregation and collection of tax increment with respect to the District. The District and the Plan have been duly and validly created and adopted in accordance with the Act and are in full force and effect.

1.03. The City proposes to undertake (i) a streetscape and traffic calming project in the District consisting of converting a portion of North 29th Street and North 30th Street (between 6th Avenue North and Montana Avenue) from one-way to two-way streets, including replacing or upgrading traffic and pedestrian signals, improvements to off-street parking, landscaping and other related improvements and (ii) replacement of parking garage access controls and pay stations, improvements to off-street parking and other related improvements (collectively, the “2020 Project”). The purpose of the 2020 Project is to facilitate pedestrian safety, improve traffic flow, improve public parking and enhance access to local businesses within the District. The 2020 Project is authorized under the Plan and constitutes an urban renewal project within the meaning of the Act. Pursuant to the Plan, the Council declared its intention to use tax increment revenue from the District (as defined in the Act, “Tax Increment”) to finance the 2020 Project.

Section 2. Authorizations. Pursuant to the authorizations and findings recited in the Plan and in Section 1 hereof, it is hereby determined that it is in the best interests of the City to offer for sale its Tax Increment Urban Renewal Revenue Bonds (Expanded North 27th Street Urban Renewal Area), Series 2020 (the “Series 2020 Bonds”), for the purpose of financing costs of the 2020 Project, funding a deposit to a debt service reserve account for the Series 2020 Bonds, and

paying costs of issuance of the Series 2020 Bonds, as determined by the officers of the City identified pursuant to, and subject to the limitations set forth in, Section 4 hereof.

Section 3. Adequacy of Tax Increment. In 2013, the City issued its Tax Increment Urban Renewal Revenue Bonds (Expanded North 27th Street Urban Renewal Area), (Tax Exempt) Series 2013A and its Tax Increment Urban Renewal Revenue Bonds (Expanded North 27th Street Urban Renewal Area), (Taxable) Series 2013B (collectively, the “Series 2013 Bonds”), in the aggregate principal amount of \$13,210,000. Upon the issuance of the Series 2020 Bonds, there are no other obligations of the City in respect of the Tax Increment, other than the Series 2013 Bonds and the Subordinate Obligations described below. Based on Tax Increment of \$2,515,755 received by the City in fiscal year 2019 and projected Tax Increment of \$2,925,195 to be received by the City in fiscal year 2020, the City estimates that the Tax Increment to be received by the City each fiscal year will be at least \$2,800,000 per year. Accordingly, the estimated Tax Increment to be received by the City in each fiscal year is expected to be sufficient to pay the maximum aggregate annual debt service on the Series 2013 Bonds and the Series 2020 Bonds and amounts due pursuant to the Subordinate Obligations.

The maximum aggregate annual debt service on the Series 2013 Bonds and the Series 2020 Bonds, assuming with respect to the Series 2020 Bonds an average interest rate of 4.00% per annum and a final maturity of July 1, 2044, is \$1,145,924. Accordingly, the Tax Increment received by the City in fiscal year 2019 (\$2,515,755) was equal to at least 130% of the estimated maximum aggregate annual debt service for any future calendar year (\$1,489,701) with respect to the Series 2013 Bonds and the Series 2020 Bonds.

The Tax Increment received by the City in fiscal year 2019 (\$2,515,755) and the Tax Increment estimated to be received by the City in the next succeeding three fiscal years (\$2,800,000) (adjusted as provided in the Original Resolution) is estimated to be equal to at least 140% of the maximum aggregate annual debt service for any future calendar year (\$1,604,294) with respect to the Series 2013 Bonds and the Series 2020 Bonds.

Pursuant to certain development agreements entered into (or to be entered into) between the City and various developers, the City has agreed to make grant payments to such developers with respect to certain eligible infrastructure expenses, subject to the satisfaction of certain conditions precedent, in the amounts reflected in such agreements. Such grant payments are to be made from of Tax Increment and are payable on a subordinate basis to the Series 2013 Bonds and Series 2020 Bonds (the “Subordinate Obligations”). Schedule 1 attached hereto reflects such Subordinate Obligations and the estimated timing for payment thereof.

Section 4. Negotiated Sale and Terms.

4.01. This Council hereby determines that it would be in the best interests of the City to sell the Series 2020 Bonds through a private negotiated sale to D.A. Davidson & Co., Great Falls, Montana (the “Purchaser”).

4.02. The Series 2020 Bonds shall be sold to the Purchaser on terms and at a purchase price within the following limitations and conditions: (1) the maximum aggregate principal

amount of the Series 2020 Bonds, exclusive of original issue discount or premium, shall not exceed \$3,000,000; (2) the maximum true interest cost on the Series 2020 Bonds shall not exceed 5.00%; (3) the purchase price of the Series 2020 Bonds shall not be less than 98.5% of the principal amount thereof, exclusive of original issue premium or discount; and (4) the final stated maturity of the Series 2020 Bonds shall not be later than July 1, 2044. The Series 2020 Bonds will be payable from Tax Increment on a parity basis with the Series 2013 Bonds and prior to the Subordinate Obligations described Section 3 hereof. All costs of issuing the Series 2020 Bonds (including, without limitation, the fees and expenses of bond counsel, the fees of the paying agent and registrar, the preliminary and final Official Statement costs, and the costs of printing the Series 2020 Bonds) shall be paid by the City.

The form of the Series 2020 Bonds and the final terms and conditions thereof shall be prescribed by a subsequent resolution to be adopted by this Council.

4.03. The City Administrator and the City Finance Director are hereby authorized and directed to approve the principal amount, maturity dates, interest rates and redemption provisions of the Series 2020 Bonds and compensation to the Purchaser, subject to the limitations contained in this Section 4. Upon approving such terms, the City Administrator and the City Finance Director are hereby authorized to approve, execute and deliver to the Purchaser a bond purchase agreement (the "Bond Purchase Agreement"), containing the agreement of the City to sell, and the agreement of the Purchaser to purchase, the Series 2020 Bonds on the terms so approved, and containing such other provisions as such officers shall deem necessary and appropriate. In the event of the absence or disability of the City Finance Director and/or City Administrator, the Mayor and/or the Assistant City Administrator shall make such approvals and execute and deliver the Bond Purchase Agreement. The execution and delivery by appropriate officers of the City of the Bond Purchase Agreement shall be conclusive as to the approval of such officers of the terms of the Series 2020 Bonds and the agreement of the City to sell the Series 2020 Bonds on such terms in accordance with the provisions thereof.

Section 5. Official Statement. The City Finance Director, in consultation with the Purchaser and Dorsey & Whitney LLP, the City's bond counsel, is authorized to prepare on behalf of the City an Official Statement, to be distributed by the Purchaser to prospective purchasers of the Series 2020 Bonds. The Official Statement shall contain such information as shall be advisable and necessary to describe accurately the City and the security for, and the terms and conditions of, the Series 2020 Bonds. The City Finance Director is authorized on behalf of the Council to deem the preliminary Official Statement near "final" as of its date, in accordance with Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934.

Section 6. Continuing Disclosure. To permit the Purchaser and other participating underwriters in the primary offering of the Series 2020 Bonds to comply with paragraph (b)(5) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, the City will covenant and agree, for the benefit of the registered holders and beneficial owners from time to time of the outstanding Series 2020 Bonds, to provide annual reports of specified information and notice of the occurrence of certain events.

PASSED AND APPROVED by the City Council of the City of Billings, Montana, this 26th day of May, 2020.

Mayor

Attest: _____
City Clerk

SCHEDULE 1

Subordinate Obligations
Estimated Payment Dates

<u>Name</u>	<u>FY2021</u>	<u>FY2022</u>	<u>FY2023</u>	<u>FY2024</u>	<u>FY2025</u>
Wendy's Building Development Agreement	\$233,333				
Arthouse Cinema Development Agreement		\$350,000			
Alberta Bair Theater Development Agreement	\$750,000	\$750,000	\$750,000	\$1,000,000	\$250,000
Wise Wonders Development Agreement	\$100,000				
123 North Broadway Building Development Agreement	\$196,777				
Clock Tower Development Agreement	\$116,000				
Stillwater Building Development Agreement	\$500,000	\$500,000	\$500,000		