

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of Lewis and Clark County, Montana (the "County"), hereby certify that the attached resolution is a true copy of the resolution, entitled: "RESOLUTION RELATING TO OPEN SPACE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2020; AUTHORIZING THE ISSUANCE AND PRIVATE NEGOTIATED SALE THEREOF" (the "Resolution"), on file in the original records of the County in my legal custody; that the Resolution was duly adopted by the Board of Commissioners of the County at a meeting on May 28, 2020, and that the meeting was duly held by the Board of Commissioners 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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 Commissioners voted in favor thereof: Susan Good Geise, Andy Hunthausen, Jim McCormick; voted against the same: _____; abstained from voting thereon: _____; or were absent: _____.

WITNESS my hand officially this 28 day of May, 2020.

Paulette DeHart
County Clerk and Recorder/Treasurer

(SEAL)



RESOLUTION 2020-23

RESOLUTION RELATING TO OPEN SPACE GENERAL
OBLIGATION REFUNDING BONDS, SERIES 2020;
AUTHORIZING THE ISSUANCE AND PRIVATE
NEGOTIATED SALE THEREOF

BE IT RESOLVED by the Board of Commissioners (the "Board") of Lewis and Clark County, Montana (the "County"), as follows:

Section 1. Recitals.

1.01 Authorization. At an election duly called, noticed and held on November 4, 2008, the electors of the County authorized this Board to sell and issue \$10,000,000 in the aggregate principal amount of general obligation bonds of the County for the purpose of preserving open space lands in Lewis and Clark County, including working lands and land for protecting water and wildlife, by providing funds to acquire conservation easements or other property interests from willing sellers, for any one or more of the following reasons: protecting drinking water sources and ground water quality; protecting water quality in and along rivers and streams; conserving working farm, ranch and forest lands; protecting wildlife areas; preserving open lands and natural areas; providing for recreation; and managing growth and development (the "Open Space Program") and paying costs associated with the sale and issuance of the bonds.

1.02 The Series 2020 Bonds Pursuant to the election authority set out in Section 1.01 above, the Board sold and issued its general obligation bonds of the County denominated Open Space General Obligation Bonds, Series 2010, in the principal amount of \$3,000,000, which are currently outstanding in the aggregate principal amount of \$1,990,000 (the "Outstanding Series 2010 Bonds"). It is proposed that the Outstanding Series 2010 Bonds with stated maturities in 2022 and thereafter and outstanding the aggregate principal amount of \$1,705,000 (the "Refunded Bonds") will be refunded by bonds issued by the County.

1.03 The Refunding. For the purposes of reducing the interest cost and thereby reducing the taxes necessary to pay the principal of and interest on the outstanding Series 2010 Bonds, it is proposed that the County issue its general obligation refunding bonds, in accordance with Montana Code Annotated, Title 7, Chapter 7, Parts 22 and 23, and Title 76, Chapter 6, Part 1, M.C.A., to refund some or all of the Refunded Bonds.

Such refunding bonds shall be denominated "Open Space General Obligation Refunding Bonds, Series 2020" (the "Bonds"), and shall be issued in the aggregate principal amount necessary to provide funds, with other available funds of the County, if any, to pay the interest on and principal of all the Refunded Bonds, as determined by the officers of the County identified pursuant to Section 3 and within the limitations therein established so as to maximize debt service savings, assuming that the Refunded Bonds with stated maturities in 2022 and later years are called for redemption, at a redemption price equal to the principal amount thereof plus interest accrued to the date of redemption, without premium.

1.04 Findings. The indebtedness to be evidenced by the Bonds, together with all other indebtedness of the County but excluding the indebtedness evidenced by the Refunded Bonds, will not exceed the County's statutory debt limit.

Certain agricultural and forest lands and certain improvements on or related to agricultural or forest lands will not be included in the taxable property of the County subject to tax levies to pay the Refunding Bonds.

Section 2. Sale of Bonds; Bond Purchase Agreement. Pursuant to Montana Code Annotated, Section 7-7-2302, this Board hereby determines that it is in the best interests of the County to sell the Bonds through a negotiated sale (i.e., a private sale). D.A. Davidson & Co., of Great Falls, Montana (the "Purchaser"), which will serve as underwriter of the Series 2020 Bonds.

2.01 Terms. The Bonds shall be sold to the Purchaser on terms and at a purchase price within the following limitations:

- (1) the debt service payable on the Bonds shall be such that the net present value of debt service savings to be achieved by the refunding is not less than 5.00% of the principal amount of the Refunded Bonds, using the yield of the Bonds as the discount factor, calculated over the term of the Refunded Bonds.
- (2) the aggregate principal amount of the Bonds shall not exceed \$2,000,000;
- (3) the true interest cost (TIC) on the Bonds shall not exceed 2.5% per annum; and
- (4) underwriter's discount shall not exceed 1.00% of the principal amount of the Bonds, exclusive of original issue premium or discount.

All costs of issuing the Bonds (including, without limitation, underwriter's discount, the fees and expenses of bond counsel, the fees of the paying agent and registrar, escrow agent fees, rating agency fees, the Preliminary Official Statement and Official Statement costs, Depository Trust Company fees, CUSIP costs, continuing disclosure review fees, printing costs, and miscellaneous expenses) shall be paid by the County.

The Chair of the Board of County Commissioners and the County Finance Director are hereby authorized and directed to approve the principal amounts, purchase price, maturity dates (provided that the final maturity date complies with the requirements of Section 7-7-2303 of the Act), basic and additional interest rates, original issue discount or original issue premium, and redemption provisions of or relating to the Bonds, subject to the limitations contained in the preceding paragraph. Upon approving such terms, the Chair of the Board of County Commissioners and the County Finance Director are hereby authorized and directed to approve, execute and deliver to the Purchaser a bond purchase agreement (the "Bond Purchase Agreement"), containing the agreement of the County to sell, and the agreement of the Purchaser to purchase, the 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

Chair of the Board of County Commissioners or the County Finance Director, another member or members of this Board shall make such approvals and execute and deliver the Bond Purchase Agreement. The execution and delivery by two appropriate officers of the County of the Bond Purchase Agreement shall be conclusive as to the approval of such officers of the terms of the Bonds and the agreement of the County to sell the Bonds on such terms in accordance with the provisions thereof.

The form of the Bonds and the security therefor shall be prescribed by a subsequent resolution to be adopted by this Board.

Section 3. Preliminary Official Statement. The Chair of the Board of County Commissioners and the County Finance Director, and other officers of the County, in cooperation with the Purchaser, are hereby authorized and directed to prepare a Preliminary Official Statement to be distributed by the Purchaser to potential purchasers of the Bonds. Each of the Chair of the Board of County Commissioners and the County Finance Director (or in the event of the absence or disability of any one of them, another member of the Board) is hereby authorized and directed on behalf of the County to approve the Preliminary Official Statement, and to deem it a "final" official statement as of its date in accordance with Rule 15c2-12(b)(1) promulgated by the Securities and Exchange Commission under the Securities and Exchange Act of 1934, and following such approval, to distribute or authorize the distribution of the Preliminary Official Statement.

Section 4. Continuing Disclosure. To permit the Purchaser and other participating underwriters in the primary offering of the Bonds to comply with paragraph (b)(5) of Rule 15c2-12, the County will covenant and agree, for the benefit of the registered holders and beneficial owners from time to time of the outstanding Bonds, to provide annual reports of specified information and notice of the occurrence of certain events.

PASSED AND ADOPTED by the Board of County Commissioners of Lewis and Clark County, Montana, this 28th day of May, 2020.



Attest: Paulette Subart
County Clerk and Recorder/Treasurer

BOARD OF COUNTY COMMISSIONERS
LEWIS AND CLARK COUNTY,
MONTANA

By [Signature]
Chair of the Board of County
Commissioners