

**RESOLUTION BY THE BOARD OF DIRECTORS
BIG SKY COUNTY WATER & SEWER DISTRICT NO. 363**

- WAYNE O. HILL -

WHEREAS, in a memorandum to Board Members, dated February 22, 1995, Wayne O. Hill tendered his resignation as President and Director of the Board.

WHEREAS, Wayne O. Hill was appointed as a Trustee and in 1988 was elected Chairman of the Board of Trustees of RID No. 305, the predecessor to WSD No. 363.

WHEREAS, Mr. Hill and his fellow Trustees of RID No. 305 were very instrumental in recognizing early on that certain deficiencies existed within the Big Sky Wastewater Infrastructure and instituted several action plans to deal with those deficiencies, i.e., hired an engineering firm to define problems and recommend solutions, instituted a Limited Moratorium on new sewer hook-ups and developed a Memorandum of Understanding which provided for the development of a new Water and Sewer District - A Montana Body Politic - and still permit the continued operation of the Sewer System in the face of the legal question of who pays for upgrading the facilities.

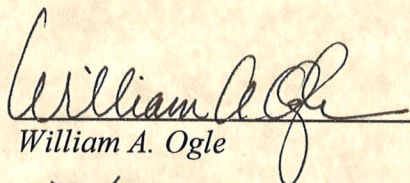
WHEREAS, Mr. Hill was instrumental in integrating the Assets and Liabilities of RID No. 305 into the new WSD No. 363.

WHEREAS, the remaining Board of Directors feel and express their heartfelt gratitude to Mr. Hill for his many years of voluntary stewardship of the Big Sky Community-Owned Sewage Infrastructure,

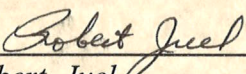
NOW, THEREFORE, IT IS HEREBY RESOLVED THAT it is with Board Members deepest respect for his wishes that the Board accepts Mr. Hill's memorandum of resignation.

AND FURTHER, the Board joins the Big Sky Community in wishing Wayne and Marilyn Hill the very best in their quest for enjoyment in their second retirement.

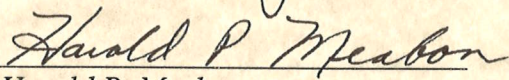
Dated March 1, 1995



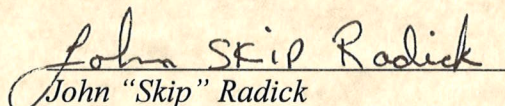
William A. Ogle



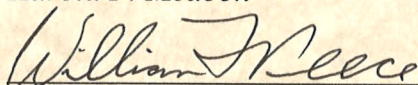
Robert Juel



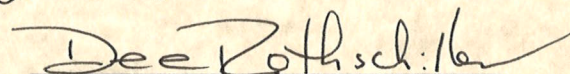
Harold P. Meabon



John "Skip" Radick



William F. Neece



Dee J. Rothschiller