

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the Big Sky County Water & Sewer District No. 363, Montana (the "District"), hereby certify that the attached resolution is a true copy of a Resolution entitled: "A RESOLUTION OF BIG SKY COUNTY WATER & SEWER DISTRICT NO. 363, MONTANA, AUTHORIZING THE ENTERING INTO, EXECUTION AND DELIVERY OF A COMMITMENT AGREEMENT WITH THE DEPARTMENT OF NATURAL RESOURCES AND CONSERVATION REGARDING THE SALE AND DELIVERY OF THE DISTRICT'S \$1,207,000 GENERAL OBLIGATION BONDS" (the "Resolution"), on file in the original records of the District in my legal custody; that the Resolution was duly adopted by the Board of Directors of the District at a regular meeting on January 11, 1999, and that the meeting was duly held by the Board of Directors 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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 Directors voted in favor thereof: President Jack Crowther, Secretary Dee Rothschiller, Director Stewart Peacock, Director Skip Radick, and Director Dick Wiggins ; voted against the same: _____ ; abstained from voting thereon: _____ ; or were absent: Vice-President Wendell Ingraham and Director Packy Cronin .

WITNESS my hand and seal officially this 18th day of January, 2000.



Secretary

RESOLUTION NO. 00-01

A RESOLUTION OF BIG SKY COUNTY WATER & SEWER DISTRICT NO. 363, MONTANA, AUTHORIZING THE ENTERING INTO, EXECUTION AND DELIVERY OF A COMMITMENT AGREEMENT WITH THE DEPARTMENT OF NATURAL RESOURCES AND CONSERVATION REGARDING THE SALE AND DELIVERY OF THE DISTRICT'S \$1,207,000 GENERAL OBLIGATION BONDS

WHEREAS, pursuant to Section 7-13-2332, Montana Code Annotated, the Board of Directors (the "Board") of Big Sky County Water & Sewer District No. 363, Montana (the "District") has been authorized to issue general obligation bonds in the amount of \$1,207,000 to pay the costs of constructing a new wastewater treatment plant consisting of a new headworks building with two micro-strainers for screening, a new Sequencing Batch Reactor (SBR) treatment system, sludge waste pumps, air blowers, chemical feed pumps, associated piping and site access improvements, constructing a 10 million gallon lined storage pond, building a snowmaking facility which includes a building, pumps, air compressors, snowmaking towers and associated piping and related improvements to pay costs associated with the sale and issuance of the bonds (the "Project"); and

WHEREAS, the Department of Natural Resources and Conservation (the "DNRC") has provided to the District a form of Commitment Agreement between the District and the DNRC, a copy of which is attached as Exhibit A (the "Commitment Agreement") and pursuant to which the DNRC will loan the District \$1,207,000 to pay a portion of the costs of the Project and the District will evidence its obligation for the Loan by the issuance of its General Obligation Bond in the same amount; and

WHEREAS, the District has reviewed the Commitment Agreement; and


WHEREAS, it is the judgment and determination of the Board that it is in the best interest of the District to approve and enter into a Commitment Agreement.

NOW, THEREFORE, BE IT RESOLVED By the Board of the District as follows:

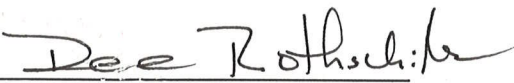
1. Approval of Commitment Agreement. The Board of the District hereby approves the terms and provisions of the Commitment Agreement and hereby authorizes the President and Secretary of the District to execute and deliver the Commitment Agreement to the DNRC.
2. Authority to Proceed. The President, Secretary and the General Manager of the District are hereby authorized to take all actions necessary and desirable to proceed with the issuance of the Bonds to the DNRC in accordance with the

provisions of the Commitment Agreement and other applicable provisions of Montana law.

PASSED AND APPROVED this 11th day of January, 2000.


Chairman, Board of Directors

ATTEST:


Secretary