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RESOLUTION

At the February 11, 1994 meeting of the Board of Directors of Water and Sewer District #363 and of the Board of Trustees of RID #305, it was discussed that there existed two Memorandums of Understanding signed by Boyne USA, Inc., RID #305 and the Big Sky Owners Association, Inc., regarding creation of the "Suspense Account", the first being signed on January 7, 1993, and a second Memorandum of Understanding dated March 16, 1993. After discussion, the Board determined that it should clarify which Memorandum of Understanding was the operative agreement. Upon Motion duly made, seconded and unanimously carried, the following Resolution was adopted:

**RESOLVED**, that the Board of Trustees of RID #305 hereby declare that the Memorandum of Understanding dated March 16, 1993 is the operative Agreement and controlling Memorandum of Understanding between Boyne USA, RID #305 and the Big Sky Owners Association; and

**FURTHER RESOLVED**, that the Board of Trustees appoints Wayne Hill to execute on behalf of RID #305 the Agreement for Transfer of Assets, Liabilities, Obligations and Functions from Rural Improvement District #305 to Incorporated Water and Sewer District #363, and any other documents required to fully implement the transfer of assets, liabilities, obligations and functions from RID #305 to WSD #363.

DATED this 16 day of February, 1994.

Wayne O. Hill  
WAYNE O. HILL

Michael F. Ankeny  
MICHAEL ANKENY

Raymond J. Tout  
RAY TOUT