

**BOND RESOLUTION
STATE OF MONTANA
THE BOARD OF REGENTS OF HIGHER EDUCATION
MONTANA STATE UNIVERSITY
FACILITIES IMPROVEMENT REVENUE BONDS – PURCHASE OF LAB/OFFICE FACILITIES
SERIES 2015**

A RESOLUTION AUTHORIZING, APPROVING AND PROVIDING FOR THE ISSUANCE, SALE AND DELIVERY OF STATE OF MONTANA, THE BOARD OF REGENTS OF HIGHER EDUCATION, MONTANA STATE UNIVERSITY, FACILITIES IMPROVEMENT REVENUE BONDS, SERIES 2015 (THE “SERIES 2015 BONDS”), TO PROVIDE FUNDS TO PAY COSTS OF THE ACQUISITION OF A BUILDING, AND COSTS OF ISSUANCE OF THE SERIES 2015 BONDS AND TO FUND A DEBT SERVICE RESERVE (IF REQUIRED) FOR THE SERIES 2015 BONDS; AUTHORIZING, APPROVING AND DIRECTING THE PREPARATION, EXECUTION AND DELIVERY BY THE BOARD OF A SUPPLEMENTAL INDENTURE OF TRUST, CLOSING DOCUMENTS AND CERTIFICATES, AND THE SERIES 2015 BONDS IN CONNECTION THEREWITH; AUTHORIZING THE PREPARATION AND EXECUTION OF A BOND PURCHASE AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT (IF REQUIRED); AUTHORIZING THE PREPARATION, DISTRIBUTION AND USE OF A PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE THEREOF (IF REQUIRED); MAKING DETERMINATIONS AS TO OTHER MATTERS RELATED TO SUCH FINANCING AND THE ISSUANCE OF THE SERIES 2015 BONDS; AND REPEALING ACTION HERETOFORE TAKEN IN CONFLICT HEREWITH.

WHEREAS, The Board of Regents of Higher Education for the State of Montana (the “Board” or the “Board of Regents”) has been vested with the governance and control of, and has been granted full power, responsibility and authority to supervise, coordinate, manage and control, the Montana University System under Article X, Section 9 of the Constitution of the State of Montana, including, but not limited to, the power to issue, sell and deliver revenue bonds to refund and defease bonds issued by the Board for institutions of the Montana University System; and

WHEREAS, the Board has determined, and does hereby determine pursuant to this resolution (the “Resolution”), to authorize the issuance and sale of revenue bonds designated as “State of Montana, The Board of Regents of Higher Education, Montana State University, Facilities Improvement Revenue Bonds, Series 2015” (the “Series 2015 Bonds”), to provide funds to pay costs of the acquisition of a building adjacent to the Bozeman Campus (the “Project”) of Montana State University (the “University”) and costs and expenses in connection with the issuance of the Series 2015 Bonds (which may include costs relating to bond insurance or other credit enhancements, if determined to be in the best interests of the University), and to fund a debt service reserve (if determined to be in the best interests of the University) for the Series 2015 Bonds; and

WHEREAS, in connection with the proposed issuance of the Series 2015 Bonds, there will be prepared (1) a Series 2015 Supplemental Indenture of Trust (the "Supplemental Indenture"), supplementing and amending the Restated and Supplemental Indenture of Trust, dated as of October 15, 1993 (as heretofore amended and supplemented, the "Indenture"), between the Board and U.S. Bank National Association, as trustee (the "Trustee"), and providing for the issuance of the Series 2015 Bonds, (2) if required, a Bond Purchase Agreement (the "Bond Purchase Agreement") between the Board and the purchaser of the Series 2015 Bonds (the "Purchaser"), (3) if required, a Continuing Disclosure Agreement among the Board, the University and U.S. Bank National Association, as dissemination agent (the "Continuing Disclosure Agreement") and (4) if required, a Preliminary Official Statement (the "Preliminary Official Statement") and a final Official Statement (the "Final Official Statement") for the sale of Series 2015 Bonds; and

WHEREAS, the Board has determined to approve the issuance, sale and delivery of the Series 2015 Bonds by the adoption of this Resolution, and to delegate authority to the Chair of the Board (the "Chair"), the Vice President for Administration and Finance of the University and Counsel to the Board to approve the form of, and the terms and provisions of the Supplemental Indenture, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Preliminary Official Statement and the Final Official Statement; and the Board has determined to authorize the use and distribution of the Preliminary Official Statement and the Final Official Statement in the manner provided for herein;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF REGENTS OF HIGHER EDUCATION FOR THE STATE OF MONTANA, AS FOLLOWS:

Section 1. Approval of Prior Action. All action (not inconsistent with the provisions of this Resolution) heretofore taken by the Board or the University in connection with the issuance, sale and delivery of the Series 2015 Bonds is hereby, ratified, approved and confirmed.

Section 2. Exercise of Powers to Issue Bonds; Authorization of Series 2015 Bonds. (a) Pursuant to its authority under Article X, Section 9 of the Constitution of the State of Montana, the Board does hereby declare its intention to exercise its constitutional powers and authority to supervise, coordinate, manage, govern and control the Montana University System, including through the issuance, sale and delivery of revenue bonds, and does hereby authorize the issuance of revenue bonds of the Board designated as "State of Montana, The Board of Regents of Higher Education, Montana State University, Facilities Improvement Revenue Bonds, Series 2015" (and shall include such additional references so as to designate separate series consistent with the Board's past practices), subject to the terms and conditions set forth in Section 3 hereof, to provide funds to pay costs of the Project and costs and expenses in connection with the issuance of the Series 2015 Bonds (which may include costs relating to bond insurance or other credit enhancements, if determined to be in the best interests of the University), and to fund a debt service reserve (if determined to be in the best interests of the University) for the Series 2015 Bonds.

(b) The Series 2015 Bonds shall be issued as fully-registered bonds in denominations of \$5,000 or any integral multiple thereof, shall be dated as provided in the Supplemental Indenture,

shall bear interest from their date at the rates (which may be fixed or variable and taxable or tax-exempt), and shall mature on the dates and in the principal amounts as shall be determined by the Chair and the Vice President for Administration and Finance of the University, in consultation with the University's financial advisory; provided that: (i) a maximum of \$5,000,000 aggregate principal amount of Series 2015 Bonds may be issued to provide funds to pay costs of the Project and costs and expenses in connection with the issuance of the Series 2015 Bonds (which may include costs relating to bond insurance or other credit enhancements, if determined to be in the best interests of the University), and to fund a debt service reserve (if determined to be in the best interests of the University) for the Series 2015 Bonds; (ii) the maturity date or dates shall not exceed 30 years from the date of issuance (or shall not exceed 30 years from the date of the last draw if structured as a draw down loan); and (iii) Purchaser's discount shall not exceed 0.75% of the principal amount thereof. The Series 2015 Bonds may be sold in a public offering in coordination with an underwriter or pursuant to a direct placement to a Purchaser selected by the Vice President for Administration and Finance of the University, in consultation with the University's financial advisor. Notwithstanding anything herein to the contrary, the Series 2015 Bonds may be issued in one or more series or combined with any other bond issue approved by the Board on behalf of the University, in the discretion of the Chair and the Vice President for Administration and Finance of the University, in consultation with the University's financial advisory.

Section 3. Approval of Supplemental Indenture. The Board hereby authorizes the execution and delivery of the Supplemental Indenture in substantially the form used in connection with the State of Montana, The Board of Regents of Higher Education, Montana State University Facilities Revenue Bonds, Series A 2013 (the "Series A 2013 Bonds"), but with such changes as shall be consistent with the terms and provisions of this Resolution and as the Chair, the University, Bond Counsel and Counsel to the Board shall approve, the execution and delivery thereof by the Chair to constitute conclusive evidence of the approval of the form, terms and provisions of the Supplemental Indenture for and on behalf of the Board. The Chair is hereby authorized to execute and deliver the Supplemental Indenture, and the Commissioner/Secretary is authorized to attest and to place the seal of the Board upon the Supplemental Indenture.

Section 4. Approval of Bond Purchase Agreement. The Board hereby authorizes the execution and delivery of the Bond Purchase Agreement, in substantially the form used in connection with the Series A 2013 Bonds, but with such changes as shall be consistent with the terms and provisions of this Resolution and as the Chair, the University, Bond Counsel and Counsel to the Board shall approve, the execution and delivery thereof by the Chair and the Vice President of Administration and Finance of the University to constitute conclusive evidence of the approval of the form, terms and provisions of the Bond Purchase Agreement for and on behalf of the Board. The Chair and the Vice President of Administration and Finance of the University are hereby authorized to execute and deliver the Bond Purchase Agreement, and the Commissioner/Secretary is authorized to attest and to place the seal of the Board upon the Bond Purchase Agreement.

Section 5. Approval of Continuing Disclosure Agreement. The Board hereby authorizes the execution and delivery of the Continuing Disclosure Agreement, in substantially the form used

in connection with the Series A 2013 Bonds, but with such changes as shall be consistent with the terms and provisions of this Resolution and as the Chair, the University, Bond Counsel and Counsel to the Board shall approve, the execution and delivery thereof by the Chair and the Vice President for Administration and Finance of the University to constitute conclusive evidence of the approval of the form, terms and provisions of the Continuing Disclosure Agreement for and on behalf of the Board and the University, respectively. The Chair and the Vice President for Administration and Finance of the University are hereby authorized to execute and deliver the Continuing Disclosure Agreement.

Section 6. Approval and Use of Preliminary Official Statement and Final Official Statement. In connection with a public offering of the Series 2015 Bonds, the Board hereby authorizes the preparation of the Preliminary Official Statement, in substantially the form used in connection with the Series A 2013 Bonds, but with such changes as shall be necessary to provide updated financial and operating information with respect to the University and consistent with the terms and provisions of this Resolution and as the Chair, the University, Bond Counsel and Counsel to the Board shall approve, the approval by the Chair or the Vice President for Administration and Finance of the University to constitute conclusive evidence of the approval of the form and provisions of the Preliminary Official Statement for and on behalf of the Board and the University. The Vice President for Administration and Finance of the University is further authorized to deem such Preliminary Official Statement final for purposes of complying with Securities and Exchange Commission Rule 15c2-12. The Purchaser is hereby authorized to use and distribute the Preliminary Official Statement in connection therewith. Such Preliminary Official Statement, when supplemented and completed to include the maturity dates, principal amounts and interest rates of the Series 2015 Bonds, together with any other information required or permitted by law, shall constitute the Final Official Statement of the Board and the University with respect to the Series 2015 Bonds, and the Chair and the Vice President for Administration and Finance of the University are hereby authorized to approve and execute the Final Official Statement upon completion of such information and to deliver or cause to be delivered the Final Official Statement to the Purchaser.

Section 7. Approval of Series 2015 Bonds and Execution Thereof. The execution and delivery by the Board of the Series 2015 Bonds, substantially in the form contained in the Supplemental Indenture, is hereby authorized. The Chair is hereby authorized and directed to execute the Series 2015 Bonds, and the Commissioner/Secretary is hereby authorized and directed to attest such signature, and the seal of the Board is hereby authorized and directed to be affixed to the Series 2015 Bonds.

Section 8. Orders for Authentication. The Series 2015 Bonds, when executed by the Chair and Commissioner/Secretary, shall be delivered to the Trustee for authentication, accompanied by a written order of the Board executed by its Chair and directing the authentication and delivery of the Series 2015 Bonds by the Trustee. Upon receipt of such written order, the Trustee shall authenticate and register the Series 2015 Bonds by executing the Trustee's certificate of authentication and registration appearing thereon, and shall deliver the Series 2015 Bonds, when duly executed and authenticated, in accordance with the written instructions therefor executed on behalf of the Board by the Chair, which instructions the Chair is hereby authorized and directed,

for and in the name and on behalf of the Board, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Series 2015 Bonds in accordance with the provisions of the Bond Purchase Agreement and Supplemental Indenture, upon satisfaction of all conditions required for delivery of the Series 2015 Bonds under this Resolution, the Bond Purchase Agreement, the Supplemental Indenture and the Indenture.

Section 9. Authorization for Further Action. The members and officers of the Board and the University shall take all action in conformity with the constitution and laws of the State of Montana and this Resolution that shall be necessary or reasonably required in connection with the offering, issuance, sale and delivery of the Series 2015 Bonds, including, without limitation, the execution and delivery of all other agreements, certifications and documents necessary or desirable in connection therewith. The Chair, the Vice President for Administration and Finance of the University and the Commissioner/Secretary are each designated as a Board Representative under the Indenture, and the Vice President for Administration and Finance of the University is also designated as University Representative under the Indenture. If (a) the Chair, (b) the Vice President for Administration and Finance of the University, or (c) the Commissioner/Secretary shall be unavailable to execute or seal or attest, respectively, the Series 2015 Bonds or other documents that they are hereby authorized to execute, seal and attest, the same may be executed, or sealed and attested by, respectively, (a) the Vice Chair of the Board or other Regent, (b) the Associate Vice President for Administration and Finance of the University, or (c) any assistant to the Commissioner/Secretary or any Regent.

Section 10. Reimbursement. (a) The United States Department of Treasury has promulgated final regulations governing the use of proceeds of tax-exempt bonds, all or a portion of which are to be used to reimburse the Board and/or the University for project expenditures paid by the Board and/or the University prior to the date of issuance of such bonds. Those regulations (Treasury Regulations, Section 1.150-2) (the "Regulations") require that the Board adopt a statement of official intent to reimburse an original expenditure not later than 60 days after payment of the original expenditure. The Regulations also generally require that bonds be issued and the reimbursement allocation be made from the proceeds of such bonds within 18 months after the later of (i) the date the expenditure is paid or (ii) the date the project is placed in service or abandoned, but in no event more than three years after the date the expenditure is paid. The Regulations generally permit reimbursement of capital expenditures and costs of issuance of the bonds.

(b) The Board desires to comply with requirements of the Regulations with respect to the Project. Other than (i) expenditures to be paid or reimbursed from sources other than the Series 2015 Bonds, (ii) expenditures permitted to be reimbursed under the transitional provision contained in Section 1.150-2(j)(2) of the Regulations, (iii) expenditures constituting preliminary expenditures within the meaning of Section 1.150-2(f)(2) of the Regulations, or (iv) expenditures in a "de minimus" amount (as defined in Section 1.150-2(f)(1) of the Regulations), no expenditures for the Project have heretofore been paid by the Board and/or the University and no expenditures will be paid by the Board and/or the University until after the date of this Resolution.

(c) The Board reasonably expects to reimburse some or all of the expenditures made for costs of the Project out of proceeds of Series 2015 Bonds after the date of payment of all or a portion of the costs of the Project. Series 2015 Bonds in an estimated maximum aggregate principal amount as set forth in Section 2(b) hereof may be issued in order to pay or reimburse costs of the Project and to pay costs of issuance of the Series 2015 Bonds. All reimbursed expenditures shall be capital expenditures, a cost of issuance of the Series 2015 Bonds or other expenditures eligible for reimbursement under Section 1.150-2(d)(3) of the Regulations.

(d) As of the date hereof, there are no Board and/or University funds reserved, allocated on a long-term basis or otherwise set aside (or reasonably expected to be reserved, allocated on a long-term basis or otherwise set aside) to provide permanent financing for the expenditures related to the Project, other than pursuant to the issuance of the Series 2015 Bonds. The statement of intent contained in this Resolution, therefore, is determined to be consistent with the budgetary and financial circumstances of the Board and the University as they exist or are reasonably foreseeable on the date hereof.

(e) The Vice President for Administration and Finance for the University shall be responsible for making the “reimbursement allocations” described in the Regulations, being generally the transfer of the appropriate amount of proceeds of the Series 2015 Bonds to reimburse the source of temporary financing used by the Board and/or the University to make prior payment of the costs of the Project. Each allocation shall be evidenced by an entry on the official books and records of the University maintained for the Series 2015 Bonds or the Project and shall specifically identify the actual original expenditure being reimbursed.

Section 11. Resolution Irrepealable. After any of the Series 2015 Bonds are issued, the portions of this Resolution related to the Series 2015 Bonds shall be and remain irrepealable until the Series 2015 Bonds and the interest thereon shall have been fully paid, cancelled and discharged as provided in the Indenture.

Section 12. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 13. Repealer. All bylaws, orders and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

Section 14. Effective Date. This Resolution shall be in full force and effect upon its passage and approval.

PASSED, ADOPTED AND APPROVED this _____ day of September, 2015.

THE BOARD OF REGENTS OF HIGHER EDUCATION
FOR THE STATE OF MONTANA

By _____
Chair

[SEAL]

ATTEST:

Commissioner of Higher Education and
Secretary to the Board of Regents