

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the Big Sky County Water and Sewer District No. 363, Montana (the "District"), hereby certify that the attached resolution is a true copy of a Resolution entitled: "RESOLUTION OF THE BIG SKY COUNTY WATER AND SEWER DISTRICT NO. 363, MONTANA, UNDERTAKING AND CONFIRMING CANVASS OF VOTES" (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 December 19, 2006, 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notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.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, the following Directors voted in favor thereof: Dick Allgood, Packy Cronin, Gary McRae, Bill Olson and William Shropshire; voted against the same: none; abstained from voting thereon: none; or were absent: Jeff Daniels and Dick Fast.

WITNESS my hand officially this 19th day of December, 2006.


Secretary

RESOLUTION NO. 06-02

RESOLUTION OF THE BIG SKY COUNTY WATER AND SEWER
DISTRICT NO. 363, MONTANA, UNDERTAKING AND
CONFIRMING CANVASS OF VOTES

BE IT RESOLVED by the Board of Directors (the "Board") of the Big Sky County Water and Sewer District No. 363, Montana (the "District"), as follows:

Section 1. Recitals.

1.01 An election was conducted on December 5, 2006, within a portion of the District, by the Gallatin County Election Administrator (the "County Election Administrator") pursuant to a mail ballot election for the purpose of determining whether the District is authorized to issue general obligation bonds in the principal amount of up to \$5,000,000 payable over a term of no more than 20 years (the "Bonds"), all pursuant to a resolution of the District adopted by the Board on August 15, 2006 (the "Resolution"). The Bonds are payable from an ad valorem property tax to be levied against taxable properties in the Water System Jurisdictional Area and other available revenues of the Water System Jurisdictional Area, as more particularly set forth and defined in the Resolution.

1.02. A canvass of the election conducted on December 5, 2006, by the County Election Administrator concluded that the issuance of the Bonds had been authorized by the electors in the District qualified to vote thereon in that of the 265 mail election ballots cast, 191 persons voted in favor of the issuance of the Bonds and 74 persons voted against, with those voting in favor being approximately 72.07% of the total votes cast. 37.37% of the total number of voters qualified to vote at the election voted. The Bonds have therefore been approved by the qualified voters, all as set forth in Section 7-13-2328, Montana Code Annotated.

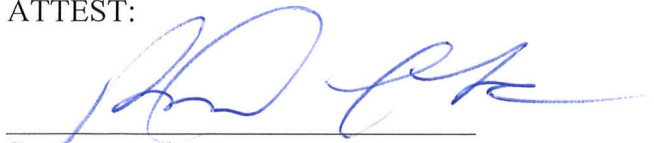
Section 2. Undertaking and Confirmation of Canvass. As required by Section 7-13-2328, the Board has independently canvassed the vote and has reviewed the Canvass of Votes cast at the Big Sky County Water and Sewer District No. 363 Election held in Gallatin County on December 5, 2006, and the Reconciliation, if any, related thereto as conducted and signed by the Gallatin County Board of Commissioners and the County Election Administrator. The Board hereby approves the canvass proceedings of the County and deems the proceedings of the County and the Board valid, binding and in full force and effect.

Passed and approved this 19th day of December, 2006.



President

ATTEST:



Secretary