



**City Commission Meeting Agenda
2 Park Drive South, Great Falls, MT
Gibson Room, Civic Center
April 21, 2020
7:00 PM**

UPDATES CONCERNING PROCESS OF MEETINGS

Due to the COVID-19 health concerns, the format of the City Commission meeting will be held in a virtual video-conferencing environment. In order to honor the Right of Participation and the Right to Know (Article II, Sections 8 and 9 of the Montana Constitution), the City of Great Falls and City Commission are making every effort to meet the requirements of open meeting laws:

- City Commission members and City staff will attend the meeting via a remote location, using a virtual meeting method.
- The agenda packet material is available on the City's website: <https://greatfallsmt.net/meetings>. The Public may view and listen to the meeting on government access channel City-190, cable channel 190; or online at <https://greatfallsmt.net/livestream>.
- Public comment will be taken during the meeting as indicated on the agenda with an asterisk. Public participation is welcome in the following ways:
 - Attend in person. Refrain from attending in person if you are not feeling well. The City will require social distancing at the meeting, and may limit the number of persons in the Gibson Room according to applicable health guidelines.
 - Provide public comments via email. Comments may be sent via email before 5:00 PM on Tuesday, April 21, 2020, to: commission@greatfallsmt.net. Include the agenda item or agenda item number in the subject line, and include the name and address of the commenter. Written communication received by that time will be shared with the City Commission and appropriate City staff for consideration during the agenda item and before final vote on the matter; and, will be so noted in the official record of the meeting.
 - Call-in. The public may call in during specific public comment periods at [406-761-4786](tel:406-761-4786). All callers will be in a queued system and are asked to remain on hold and be patient. Calls will be taken in the order in which they are received. Callers will be restricted to customary time limits. This is a pilot service to test the feasibility of expanded public participation by phone. We ask for your patience in the event there are technical difficulties.

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL / STAFF INTRODUCTIONS

AGENDA APPROVAL

CONFLICT DISCLOSURE / EX PARTE COMMUNICATIONS

PETITIONS AND COMMUNICATIONS/NEIGHBORHOOD COUNCILS/BOARDS AND COMMISSIONS

(Public comment on any matter that is not on the agenda of the meeting and that is within the jurisdiction of the City Commission. Please keep your remarks to a maximum of 3 minutes. When at the podium, state your name and address for the record.)

1. Miscellaneous reports and announcements.

* Members of the public participating telephonically, please follow along with the City Commission meeting at <https://greatfallsmt.net/livestream> or on cable channel 190. The Mayor will announce Agenda Item 1. At that time call 406-761-4786. You will be placed in a queue until the City Clerk or Mayor calls on you to speak, at which time your line will be unmuted and you will be able to address the City Commission for up to three minutes, first giving your name and address for the record. You will be able to hear the meeting through the phone, so you should continue to follow along online or on your television. When it is your turn to speak, please mute your online or television audio to avoid time-delayed background noise/feedback through the phone, and do not use speakerphone when commenting.

2. Reappointments to the Advisory Commission on International Relationships.

* Members of the public participating telephonically, please follow along with the City Commission meeting at <https://greatfallsmt.net/livestream> or on cable channel 190. The Mayor will announce Agenda Item 2. At that time call 406-761-4786. You will be placed in a queue until the City Clerk or Mayor calls on you to speak, at which time your line will be unmuted and you will be able to address the City Commission for up to three minutes, first giving your name and address for the record. You will be able to hear the meeting through the phone, so you should continue to follow along online or on your television. When it is your turn to speak, please mute your online or television audio to avoid time-delayed background noise/feedback through the phone, and do not use speakerphone when commenting.

3. Reappointments to the Historic Preservation Advisory Commission.

* Members of the public participating telephonically, please follow along with the City Commission meeting at <https://greatfallsmt.net/livestream> or on cable channel 190. The Mayor will announce Agenda Item 3. At that time call 406-761-4786. You will be placed in a queue until the City Clerk or Mayor calls on you to speak, at which time your line will be unmuted and you will be able to address the City Commission for up to three minutes, first giving your name and address for the record. You will be able to hear the meeting through the phone, so you should continue to follow along online or on your television. When it is your turn to speak, please mute your online or television audio to avoid time-delayed background noise/feedback through the phone, and do not use speakerphone when commenting.

CITY MANAGER

4. Miscellaneous reports and announcements from City Manager.

CONSENT AGENDA

The Consent Agenda is made up of routine day-to-day items that require Commission action. Items may be pulled from the Consent Agenda for separate discussion/vote by any Commissioner.

5. Minutes, April 7, 2020, City Commission Meeting.

6. Total Expenditures of \$1,200,280 for the period of March 15, 2020 through April 8, 2020, to include claims over \$5000, in the amount of \$994,876.

7. Contracts List.

8. Postpone Public Hearing Riverside, Westside, American Little League Lease Agreements to May 5, 2020 Commission Meeting.

9. Approval of a Community Development Block Grant (CDBG) Funding Agreement for the purchase of a replacement fire engine pumper truck to serve Fire Station #1.

10. Approve the purchase of one 2019 Pierce Enforcer Fire Apparatus from Hughes Fire Equipment of Spokane, Washington, through H-GAC (Houston-Galveston Area Council) for \$494,335.
11. Adopt Resolution 10343, relating to \$3,200,000 Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020; Authorizing the sale and prescribing the forms and terms thereof and the security therefor.

Action: Approve Consent Agenda as presented or remove items for separate discussion and/or vote by any Commission member.

* Members of the public participating telephonically, please follow along with the City Commission meeting at <https://greatfallsmt.net/livestream> or on cable channel 190. The Mayor will announce Agenda Items 5-11. At that time call 406-761-4786. You will be placed in a queue until the City Clerk or Mayor calls on you to speak, at which time your line will be unmuted and you will be able to address the City Commission for up to five minutes, first giving your name and address for the record. You will be able to hear the meeting through the phone, so you should continue to follow along online or on your television. When it is your turn to speak, please mute your online or television audio to avoid time-delayed background noise/feedback through the phone, and do not use speakerphone when commenting.

PUBLIC HEARINGS

OLD BUSINESS

NEW BUSINESS

ORDINANCES / RESOLUTIONS

CITY COMMISSION

12. Miscellaneous reports and announcements from the City Commission.

ADJOURNMENT

Commission meetings are televised on cable channel 190 and streamed live at <https://greatfallsmt.net>. City Commission meetings are re-aired on cable channel 190 the following Wednesday morning at 10 am, and the following Tuesday evening at 7 pm.



Item: Reappointments to the Advisory Commission on International Relationships.

From: City Manager’s Office

Initiated By: City Commission

Presented By: City Commission

Action Requested: Reappoint three members to the Advisory Commission on International Relationships.

Suggested Motion:

1. Commissioner moves:

“I move that the City Commission reappoint _____, _____ and _____ to the Advisory Commission on International Relationships for three-year terms through March 31, 2023.”

2. Mayor requests a second to the motion, public comment, Commission discussion, and calls for the vote.

Staff Recommendation: It is recommended that the City Commission reappoint three members to the Advisory Commission on International Relationships (ACIR) for three-year terms through March 31, 2023.

Background: ACIR currently has four Commission members with terms that expired on March 31, 2020. Lana Kadoshnikov, Charity Jacobson and Anna Schendel were appointed to three year terms in 2017 and are all interested and eligible to serve another term. Brian Nosich was appointed on April 18, 2017 for a term through March 31, 2020. Mr. Nosich recently received a promotion through his employer and will be moving out of state soon. Although Sandra Erickson has completed two full terms she has remained on the Commission. She is willing to serve until all other vacancies are filled. Due to the turnover and the difficulty finding citizen’s interested in serving, the City advertises year round for openings. At this time, there are no new applications.

Purpose

International programs are growing for many reasons. Rapid changes in communications technology, globalization of the marketplace, and political changes in the last decade have all contributed to an increasing awareness these trends will accelerate in the future. Communities, as well as individuals, businesses, and institutions will need to learn to participate in the “global village,” or be left behind economically or in other ways. In order for the City to take a leadership role in nurturing and

coordinating some of the international efforts, the Advisory Commission on International Relationships was created by Ordinance 2788 on November 8, 2000, and amended by Ordinance 2863 on October 21, 2003. The Commission provides support, coordination, and exchange of information for international programs in the community. The Commission consists of nine to eleven members.

Evaluation and Selection Process

Advertising has been done through the City’s website.

Continuing members are:	
Katheryn Craig	11/19/2014 – 3/31/2021
Sandra Erickson	4/16/2013 – 3/31/2019
Sylvia Lindinger-Sternart	10/15/2019 – 3/31/2022
Sachin Jain	10/15/2019 – 3/31/2022
Max Mauch	8/1 /2017 – 3/31/2022
Jeanne Myers	5/21/2019 – 3/31/2022
Members seeking reappointment:	
Lana Kadoshnikov	4/18/2017 – 3/31/2020
Charity Jacobson	4/18/2017 – 3/31/2020
Anna Schendel	12/19/2017 – 3/31/2020
Members Leaving the Board:	
Brian Nosich	4/18/2017 – 3/31/2020

Concurrences:

Based on recommendations provided by the Cascade City-County Health Department, the social distancing directive by Governor Bullock, and to maintain the health of our community Board and Commission meetings have been cancelled unless essential. ACIR has not met since December 2019.

By reappointing these three members the Commission will have the minimum number of members. The City will continue to advertise until the Commission has the maximum of eleven members.



Item: Reappointments to the Historic Preservation Advisory Commission.
From: City Manager's Office
Initiated By: City Commission
Presented By: City Commission
Action Requested: Reappoint three members to the Historic Preservation Advisory Commission.

Suggested Motion:

1. Commissioner moves:

“I move that the City Commission reappoint _____ and _____ to the Historic Preservation Advisory Commission for three-year terms through April 30, 2023.”

2. Mayor requests a second to the motion, public comment, Commission discussion, and calls for the vote.

Staff Recommendation: It is recommended that the City Commission reappoint Ken Robison and Peter Jennings to the Historic Preservation Advisory Commission (HPAC) for three-year terms through April 30, 2023.

Background: Mr. Jennings was appointed to HPAC in February 2017 for a three year term and Mr. Robison was appointed in June 2018 for a partial term. These terms are set to expire April 30, 2020. Both members are eligible for an additional three-year term.

Purpose

The Historic Preservation Advisory Commission was created to promote the preservation of historic and prehistoric sites, structures, buildings and districts through the identification, evaluation and protection of historic resources within the County and City. This program is intended to promote the public interest and welfare by:

1. Enhancing the visual character of the City and County by encouraging preservation ideals;
2. Promoting the tourist industry of the City and County by encouraging the preservation of historically significant buildings and structures;
3. Fostering public appreciation of and civic pride in the beauty of the community and the accomplishments of the past;
4. Integrating historic preservation into local, State and federal planning and decision-making processes;

5. Safeguarding the heritage of the community by providing a system for identification and evaluation of historic buildings and structures representing significant elements of its history.

Members shall have expertise/qualifications in one (1) or more of the following areas: history, planning, archaeology, architecture, architectural history, historic archaeology, or other history preservation-related disciplines such as cultural geography or cultural anthropology. Ownership of property nominated to the National Register of Historic Places may also qualify a person to serve on this commission.

The HPAC consists of nine members -- four appointed by the City Commission, four appointed by the County Commission and the ninth member with professional architectural expertise chosen by a majority of the eight other members.

Continuing members of this board are:

Continuing members are:	
Rich Ecke (City)	5/1/2018 – 4/30/2021
Ellen Sievert (City)	2/20/2018 – 4/30/2021
Chris Christiaens (County)	4/23/2019 – 4/30/2022
Carol Bronson (County)	4/23/2019 – 4/30/2021
Steven Taylor (County)	4/23/2019 – 4/30/2021
Suzanne Waring (County)	8/22/2017 – 4/30/2022
Members seeking reappointment:	
Peter Jennings	2/21/2017 – 4/30/2020
Ken Robison	6/5/2018 – 4/30/2020

Concurrences:

Based on recommendations provided by the Cascade City-County Health Department, the social distancing directive by Governor Bullock, and to maintain the health of our community, City and County Board and Commission meetings have been cancelled unless essential. The HPAC meeting for April 8, 2020 was cancelled so members were unable to give the City Commission a recommendation.

JOURNAL OF COMMISSION PROCEEDINGS

April 7, 2020

Regular City Commission Meeting

Mayor Kelly presiding

CALL TO ORDER: 7:00 PM

Gibson Room 212

PLEDGE OF ALLEGIANCE

ROLL CALL/STAFF INTRODUCTIONS: City Commission members participated electronically via Zoom: Bob Kelly, Tracy Houck, Mary Sheehy Moe, Owen Robinson and Rick Tryon. Present were the City Manager Greg Doyon and Deputy City Manager Chuck Anderson, City Clerk Lisa Kunz and Deputy City Clerk Darcy Dea; Assistant Fire Chief Jeremy Jones; Park and Recreation Director Steve Herrig; Public Works Environmental Manager Paul Skubinna; Planning and Community Development Director Craig Raymond; City Attorney Sara Sexe; and, Police Chief Dave Bowen.

Due to the COVID-19 health concerns, the format of the City Commission meeting is being conducted in a virtual video-conferencing environment. In order to honor the Right of Participation and the Right to Know (Article II, Sections 8 and 9 of the Montana Constitution), public participation is welcomed and encouraged as follows:

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- Provide public comments via email. Comments may be sent via email before 5:00 PM on Tuesday, April 7, 2020, to: commission@greatfallsmt.net. Include the agenda item or agenda item number in the subject line, and include the name and address of the commenter. Written communication received by that time will be shared with the City Commission and appropriate City staff for consideration during the agenda item and before final vote on the matter; and will be so noted in the official record of the meeting.
- Call-in. The public may call in during specific public comment periods at [406-761-4786](tel:406-761-4786). All callers will be in a queued system and are asked to remain on hold and be patient. Calls will be taken in the order in which they are received. Callers will be restricted to customary time limits. This is a pilot service to test the feasibility of expanded public participation by phone. We ask for your patience in the event there are technical difficulties.

AGENDA APPROVAL: There were no proposed changes to the agenda by the City Manager or City Commission. The agenda was approved as presented.

CONFLICT DISCLOSURE/EX PARTE COMMUNICATIONS: None.

PROCLAMATIONS: Proclamations for Arbor Day (April 24, 2020) and Public Safety Telecommunicators Week (April 12-18, 2020), were not read/presented during the meeting, but rather delivered or picked up by the proclamation requesters.

PETITIONS AND COMMUNICATIONS/NEIGHBORHOOD COUNCILS/BOARDS AND COMMISSIONS

JOURNAL OF COMMISSION PROCEEDINGS

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1. MISCELLANEOUS REPORTS AND ANNOUNCEMENTS.

Commissioner Robinson provided an update on the 2020 Census. He pointed out that everybody that has an address will get two notices, and people that have a PO Box or a rural address will not have a census delivered to their house as was originally planned. He encouraged those people to go to 2020Census.gov to respond.

2. APPOINTMENTS TO THE PARK AND RECREATION BOARD.

Commissioner Moe moved, seconded by Commissioner Houck, that the City Commission appoint Carol Bradley and Laramie Smovir for partial three-year terms through December 31, 2021, to the Park and Recreation Board.

Mayor Kelly asked if there were any comments from the public. Hearing none, in person or telephonically, Mayor Kelly asked if there was any discussion amongst the Commissioners.

Commissioner Tryon inquired why the recommended appointees in the motion were different than staff's recommendations for appointments to this board.

Commissioner Moe responded that she was disappointed that the recommendations didn't come from the Park Board. She looked at those applications on their merits and was impressed by the things that each of them could bring to the Board. She noted that Mr. Carroll has already served two terms and submitted his application belatedly. She is interested in getting new people engaged in the process of City government.

Commissioner Tryon inquired if the agenda report recommendations were from staff or the Board.

Park and Recreation Director Steve Herrig responded that this Board has struggled with getting a quorum. Applicants Patrick Carroll and Laramie Smovir applied last spring. The other two are new applications. The applications were provided to the Board members for their input to staff.

Commissioner Moe added that her recommendations bring a different mix to the Board.

Commissioner Robinson noted that recommended appointee Laramie Smovir is married to a person that works for the Park and Recreation Department.

City Attorney Sara Sexe commented that it is her opinion that, because there is no direct supervision of Laramie by the staff person, there wouldn't be a conflict.

After further discussion about the appearance of a conflict, Commissioner Moe commented that she would make a new motion.

Mayor Kelly called for the vote.

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Motion failed 0-5.

Commissioner Moe moved, seconded by Commissioner Houck, that the City Commission appoint Patrick Carroll to a partial three-year term through December 31, 2020, and appoint Carol Bradley and Gary Arno for partial three-year terms through December 31, 2021, to the Park and Recreation Board.

Mayor Kelly asked if there were any comments from the public. Hearing none, in person or telephonically, Mayor Kelly asked if there was any further discussion amongst the Commissioners.

Commissioner Moe commented that the Board was rendered powerless to act due to three resignations. She noted a process to deal with that circumstance.

Mayor Kelly called for the vote.

Motion carried 5-0.

CITY MANAGER

3. MISCELLANEOUS REPORTS AND ANNOUNCEMENTS.

City Manager Greg Doyon updated the Commission on the following:

Operational Update

- The Emergency Operations Center (EOC) is operating in a limited manner. Stakeholder briefings are Wednesdays at 11:00 AM, and core EOC members are meeting Monday/Wednesday/Friday.
 - As of yesterday there were no new COVID-19 cases to report in Cascade County
 - 11 cases total
 - Montana 319 cases
 - 27 of which are hospitalized
 - 6 deaths total in the state
- Operationally this is a very different type of emergency event for local governments
 - It is a slow moving, ongoing, emergent event
 - Not like a fire, or flood event
- Amount of information to local government is overwhelming
 - Changing constantly
 - Federal/State guidance not always clear
 - Local officials are making best decision with the information they have
- Governor Bullock Extended Certain Directives through April 24, 2020 this afternoon
 - Stay at Home Directive
 - Directive providing measures to limit foreclosures, evictions, and disconnections from service and all of its terms are extended through April 24, 2020
 - Mandatory quarantine for certain travelers arriving in Montana from another state or country and all of its terms are extended through April 24, 2020

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- Restrictions for on-premises food and beverage businesses, and the accompanying expansions for delivery and takeout services
- All non-residential public schools in Montana are closed through April 24, 2020

CDBG Financial Notes

- The CARES Act made available \$5 billion in Community Development Block Grant Coronavirus (CDBG-CV) funds.
- As an entitlement community Great Falls was allocated \$475,515.
- Funding is designed to meet the unique needs of low-to-moderate income persons related to COVID-19 response
 - Building, improvement, facilities
 - Assistance to businesses and economic development assistance
 - Planning, Capacity, Technical Assistance
- Staff is reviewing guidelines
- With regard to Economic Development and small business concerns, Manager Doyon has been directing businesses to seek assistance with GFDA, Great Falls Area Chamber of Commerce, and Montana Department of Commerce
- With regard to questions about property tax relief
 - The City does not assess property values or collect taxes
 - The Commission and City Manager do not have the authority to adopt property tax deferments under current law
 - The MLCT recommends against it

Staff Organization

- Many offices are closed to the public but staff is available to respond via telephone or email
 - He has heard one access concern from the City Commission so far; he encouraged the Commission to let him know if they hear any more
- Many employees are working alternate shifts, alternating in/out office days, or working remotely, or individually – keeping physical distancing
- His focus has been to keep employees productive, and healthy and available for support if and when needed
- He has not closed the Civic Center and would likely not close it unless there were a significant spike in Cascade County cases
- He is trying to minimize disruption

Executive Orders

Executive Order 2020-1 - City Code suspended with regard to parking and residing in recreational vehicles.

Executive Order 2020-2 - City is not shutting off water/sewer/sanitation for nonpayment until 30 days after the declared emergency is rescinded.

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Executive Order 2020-3 - Order suspending multi-animal permit and multiple animal hobby breeder permit inspections.

These orders are designed to assist residents and businesses during this emergency. It does not relieve residents and business owners of their responsibilities under the City Code. The orders provide temporary enforcement reprieve from certain sections of the City Code.

He will continue to consider other relief measures as the virus works its way through the country, state, and city.

Looking Ahead

- HR has been working with labor groups
 - The longer this is drawn out, management may receive requests beyond current contract language
- Budget development
 - He has indicated that the Commission is likely to see a “default budget”
 - Limit increase for this cycle in the general fund, utilities, assessments
 - Anticipated revenue issues (entitlement share, public retirement, taxable values)
 - Not sure how federal aid will translate locally
 - Minimize taxpayer impact

Department Notes

Housing Authority

- Rent numbers are down slightly
- Eviction moratorium is in place
- GFHA is not charging late fees
- Non-COVID related - GFHA received its Capital Fund allocation today also - \$1,085,680.00

Planning & Community Development

- Department is still operating
- Residents and businesses still need to obtain proper permits, inspections and professional licenses as required
- Public can continue to reach staff by phone and/or email

West Bank Bonds

- The City executed a bond purchase agreement authorizing the issuance of \$3.2 million of bonds for the West Bank Urban Renewal District.
- The issuance was for the refunding of the 2009A West Bank Tax Increment Bonds (\$1,470,000) and the West Bank Landing project (\$1,730,000).

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- The bond issuance was within the parameters approved by the City Commission on February 18, 2020 (Resolution 10331).
- The 2009A Refunding Bonds have a projected Net Present Value Savings of \$144,405.22 or 9.59%.
- A final bond resolution authorizing the sale and terms will be presented at the April 21st City Commission meeting.
- The official closing and delivery of the bond proceeds will be April 28th.

City retained its Aa3 bond rating from Moody's

- Aa3 is considered prime investment grade
- 3rd designation below the top investment grade

Public Works – Mike Judge has been named Interim Public Works Director.

Commissioner Tryon inquired if any of the \$475,515 CDBG funds or federal stimulus money recently approved by congress, or a combination thereof, could be designated to provide some kind of relief for local businesses due to the State order to close or that severely restricted their businesses. He suggested deferring tax payments or similar relief for local businesses such as sanitation and water fees to help defray some of the costs to the businesses and their employees who have been laid off.

Manager Doyon responded that he has not been specifically following all of the small business related assistance coming from the federal government. As noted there are entities focusing on resources for small businesses.

CDBG funding is specific to low-to-moderate income-related activities. Some of those businesses may not be eligible for those types of uses.

He hasn't seen or heard anything about tax deferrals. People would need to contact Cascade County if they are concerned about meeting their property tax obligations.

With regard to utility billing relief, Manager Doyon commented that it would be tough to isolate one section of the business community and not provide relief to other residents. Everybody has been affected by the pandemic to some extent. He suggested that the Commission address it during the budget process.

Commissioner Tryon inquired if the federal stimulus money would be coming directly to municipalities. If so, how much money would Great Falls receive and what could it be used for.

Manager Doyon responded that what he thinks the federal government is saying is that the link to communities will be provided via the apparatus that is already in existence that administer grants. He has not heard about an allocation coming directly to the City of Great Falls for any particular relief. He would be surprised to see that.

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Mayor Kelly added that, based on a phone call last week with the National League of Cities and Towns, the \$2.2 trillion dollar bill that is coming down defines a government unit as a state, tribe or municipality that has over \$500,000 people to qualify for funds coming directly to the city. A billion and a quarter dollars will be sent directly to the governor's office to be disbursed.

Commissioner Robinson suggested that struggling small businesses contact their banks directly to apply for funds that are specifically for small businesses.

Commissioner Moe commented that CDBG funds follow a certain process and priorities. She suggested that when the City receives this additional infusion of funds that the process be followed that is in place or make a conscientious decision to tailor it to this particular circumstance.

Mayor Kelly commented that, based on another recent telephone conference he participated in, the CDBG funds will be tightly restricted and will have to be applied to COVID related items that fall under the guidelines that have already been established. The recommendation was to call the local HUD office for guidance.

Commissioner Houck added that the best source of information for small business is SBA.gov to apply for a payroll protection program or other programs.

CONSENT AGENDA.

4. Minutes, March 17, 2020, City Commission Meeting.
5. Minutes, March 23, 2020, Special City Commission Meeting.
6. Total Expenditures of \$2,971,535 for the period of February 29, 2020 through March 25, 2020, to include claims over \$5000, in the amount of \$2,620,527.
7. Contracts List.
8. Approve Final Payment for the Dewatering Pump Replacement project to MJD Contracting in the amount of \$4,849.73, and \$48.99 to the State Miscellaneous Tax Fund and authorize the City Manager to make the payments. **OF 1731.2**
9. Approve Final Payment for the Public Works Facilities Repairs on Central Garage, Streets and Sanitation Buildings including Siding and Windows to James Talcott Construction, Inc. in the amount of \$41,039.39, and \$414.54 to the State Miscellaneous Tax Fund and authorize the City Manager to make the payments. **OF 1733.5**
10. Approve Final Payment for the Great Falls Public Library Air Handler Replacement in the amount of \$15,472.21 to McKinstry Essention, LLC and \$156.29 to the State Miscellaneous Tax Fund and authorize the City Manager to make the payments. **OF 1621.2**

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11. Set a public hearing for April 21, 2020 to consider a lease agreement of City owned property located in Grande Vista Park with the Westside Little League Association.
12. Set a public hearing for April 21, 2020 to consider a lease agreement of City owned property located at 38th Street North and 10th Ave with the Americans Little League Association.
13. Set a public hearing for April 21, 2020 to consider a lease agreement of City owned property located in Sacajawea Park and Riverside Little League Park with the Riverside Little League Association.
14. Approve the minor subdivision of the First Supplement to Hillside Tract as legally described in the Staff Report, and the accompanying Findings of Fact, subject to the Conditions of Approval being fulfilled by the applicant.
15. Approve the submission of an application for an Assistance to Firefighters Grant to assist in the purchase of a new fire ladder truck.
16. Approve the submission of an application for an Assistance to Firefighters Grant to assist in the purchase of safety and decontamination equipment to remove diesel exhaust from all of the fire station bays and products of combustion for firefighting equipment.
17. Postpone consideration of the pending motion on Resolution 10333, regarding the adoption of an Energy Response Task Force indefinitely.

Commissioner Moe moved, seconded by Commissioners Robinson and Tryon, that the City Commission approve the Consent Agenda as presented.

Mayor Kelly asked if there were any comments from the public or discussion amongst the Commissioners.

City Clerk Lisa Kunz noted that **Jeni Dodd**, 3245 8th Avenue North, submitted written correspondence today pertaining to Agenda Item 17. In summary, Ms. Dodd expressed support of the motion to postpone indefinitely, and she is opposed to Resolution 10333.

Commissioner Moe referred to the March 17, 2020, Commission Meeting Minutes, Item 8 pertaining to the City Manager's report that stated: "Teleconferencing was utilized for this meeting to accommodate some Commission members." She added that the reason some of the Commission members chose not to attend was due to concerns about protecting public health.

With regard to Items 11-13, she requested clarification be presented at the public hearing about the difference in deductibles for each Little League lease agreement, and that she has a concern about pro-rating the fee based upon the current pandemic.

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Commissioner Houck noted her support for the postponement of Item 17, but hoped that it doesn't go away. The intention is to poise the City to be nimble and to be able to respond to climate related changes such as the urban rural interface fires and some flooding to help the City be in a better situation five to 10 years from now if pre-planning is done in the next year or two.

Commissioner Moe again referred to the March 17, 2020, Commission Meeting Minutes, Item 25, pertaining to Commissioner Tryon's suggestion that the public safety town hall format continue at the Neighborhood Council level. She does not want the inference to be drawn that would be the next step because the Commission has promised other entities that it would continue with a community-wide conversation.

Richard Liebert, 289 Boston Coulee Road, phoned in and commented that CCE supports the postponement of Resolution 10333.

There being no one further to address the Commission, Mayor Kelly called for the vote.

Motion carried 5-0.

PUBLIC HEARINGS

18. **ORDINANCE 3211, AMENDING TITLE 17 OF THE OFFICIAL CODE OF THE CITY OF GREAT FALLS (OCCGF): RESERVING CHAPTERS 41 THROUGH 43; AND, REPEALING AND REPLACING CHAPTER 44 PERTAINING TO LANDSCAPING.**

Planning and Community Development Director Craig Raymond reported that this agenda item is a request to conduct a public hearing on Ordinance 3211. Planning and Community Development, Engineering and Environmental Divisions of Public Works have been working on some recommendations for specific code changes that are designed to make development in Great Falls cheaper and easier. We are also recommending changes that will make the code itself better organized and user friendly.

Ordinance 3211 significantly restructures and organizes the layout of the code so that it is easier to navigate and understand code requirements based on the type of use. Whether that be single family residential, multi-family residential, commercial or industrial. Staff was also aggressive in proposing reductions in planting rates for trees and shrubs as well as providing more flexibility for plant types and beautification strategies to include stone and boulder features in addition to art and sculpture placement in lieu of green landscape material. Developers are encouraged to incorporate storm water facilities into the landscape design which will offer cost savings in the development. Staff has presented findings and recommendations to the community and have received favorable comments to this point.

Mayor Kelly asked if the Commissioners had any questions.

Commissioner Moe inquired if, by approving this Ordinance, the requirement for the number of trees would be reduced. Director Raymond responded in the affirmative.

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Mayor Kelly declared the public hearing open.

No one spoke in person or telephonically, or submitted any written communication in favor of or in opposition to Ordinance 3211.

Mayor Kelly closed the public hearing and asked the will of the Commission.

Commissioner Tryon moved, seconded by Commissioner Robinson, that the City Commission adopt Ordinance 3211.

Mayor Kelly asked if there was any discussion amongst the Commissioners.

Commissioner Moe read, in part, correspondence she received from a resident expressing opposition to reducing the number of trees required, and noted that there is prolific research on the benefits of growing more trees in an urban setting especially at this time of climate uncertainties.

Commissioner Tryon congratulated Director Raymond and staff for all of the hard and necessary work they are doing in this development review process. He commented that adoption of this Ordinance will help development in the City.

Commissioner Houck commented that a developer could choose to plant more trees than the requirement. She expressed concern about lowering the standard, considering how many trees were damaged in the last two years. Based on surveys, the community supports aesthetics in the parks and trees in the community.

Commissioner Moe suggested a better approach would be to reserve the standards that are in place for the beauty and health of the community.

Commissioner Robinson pointed out that adoption of the Ordinance pertains to new development.

There being no further discussion, Mayor Kelly called for the vote.

Motion carried 4-1 (Commissioner Moe dissenting).

19. ORDINANCE 3212, AMENDING TITLE 17 OF THE OFFICIAL CODE OF THE CITY OF GREAT FALLS (OCCGF): REPEALING APPENDIX B PERTAINING TO THE LIST OF REQUIRED TREES FOR BOULEVARD AREAS AND STREET MEDIANS.

Planning and Community Development Director Craig Raymond reported that the requested action is to conduct a public hearing on Ordinance 3212. In keeping with the previous agenda item, staff also reviewed Appendix B which contains the “List of Required Trees for Boulevard Areas and Street Medians”. Throughout the years, discussion has occurred between Planning staff and the City Forester about the types of trees on this list. Several trees on the current codified list are prohibited by the City Forester because of threat of disease and insect infestation. Other trees have been allowed and should be added to the list to create more options for developers and homeowners.

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During the last few years, tree substitutions have also been approved based on availability from local suppliers. Therefore, staff proposes to repeal the Appendix so that these decisions to amend the list can be made at any time, and codification of a new list is not required in the future.

Staff has presented findings and recommendations to the community and have received favorable comments to this point.

Mayor Kelly asked if the Commissioners had any questions. Hearing none, Mayor Kelly declared the public hearing open.

No one spoke in person or telephonically, or submitted any written communication in support of or in opposition to Ordinance 3212.

Mayor Kelly closed the public hearing and asked the will of the Commission.

Commissioner Moe moved, seconded by Commissioner Robinson, that the City Commission adopt Ordinance 3212.

Mayor Kelly asked if there was any discussion amongst the Commissioners. Hearing none, Mayor Kelly called for the vote.

Motion carried 5-0.

20. **C.M. RUSSELL MUSEUM PROPERTY REZONE AND VACATION OF THE RIGHT OF WAY OF 5TH AVENUE NORTH BETWEEN 12TH STREET NORTH AND 13TH STREET NORTH.**

A. Ordinance 3214, Rezoning the properties legally described as the South 85' of Lot 8, Block 180 and Lots 8-14, Block 179 of the Great Falls Water Power and Townsite Company's First Addition from Single-family High Density and Neighborhood Commercial to Public Lands and Institutional.

B. Resolution 10340, Vacating 5th Avenue North between 12th Street North and 13th Street North; and approving a Non-Administrative Plat to aggregate several of the properties.

Planning and Community Development Director Craig Raymond reported that the requested action is to conduct a public hearing on Ordinance 3214, which if approved will rezone certain property legally described as the South 85' of Lot 8, Block 180 and Lots 8-14, Block 179 of the Great Falls Water Power and Townsite Company's First Addition. Also being considered is Resolution 10340 which provides for a right-of-way vacation of a portion of 5th Avenue North. These actions are to accommodate an expansion of the CM Russell Museum.

Over time, the Russell has been acquiring properties adjacent to the museum property to potentially expand their facility. While they continue to go through a master planning process, they already have identified certain steps they would like to take at this time to consolidate the various properties

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and make improvements while keeping an eye towards the future as well. To this end, the museum has demolished the existing structures on the properties they intend to redevelop.

In order to prepare for current and future redevelopment plans, they are asking for Commission approval to rezone these properties to the north of 5th Avenue North from R-3 Residential High Density to Public Lands and Institutional to match the current museum zoning designation.

The applicant is also seeking to vacate that portion of 5th Avenue North between 12th & 13th Streets North to facilitate this consolidation and expansion. The Russell owns both sides of the right-of-way being vacated. While it is anticipated that existing City utilities may have to be relocated to accommodate the eventual expansion, utility easements will have to be granted to protect existing City utility facilities until such time they are abandoned. In the event that utility mains will need to be relocated, the Russell will be responsible for all design and construction costs associated with the project.

Mayor Kelly asked if the Commissioners had any questions.

Commissioner Tryon inquired if the applicant had a timeline that required the Commission to act on this item immediately. Director Raymond responded that is not the case. He added that he is expecting the applicant or a representative of the Russell to be calling in.

Applicant, **Thomas Figarelle**, Executive Director of the C.M. Russell Museum, 400 13th Street North, appeared telephonically. Mr. Figarelle reported that this project has been a long term vision of the Museum. It was in the early 1990's when the Museum began acquiring properties across from 5th Avenue North, between 12th and 13th Street, always with the intent to maximize the visitor experience. The opportunity arose last year when a donor generously offered to provide funding allowing the Museum to acquire the final lot across from the property. The purchase of that property closed last summer. The Museum is in the process of a comprehensive master plan that has multiple phases. If the Commission votes favorably this evening the Museum has the funding necessary to begin the work, both outside and inside the current facility. He explained that the art collection is world class, and that the facility suits the needs but it is not of the same standard that the collection is. They have a bold vision of redeveloping the campus in such a way that it inspires on the same level of many of the art works in the collection. The proposals before the Commission are necessary for the Museum to realize that vision, both on a near term and a long term basis.

Mayor Kelly asked if the Commissioners had any further questions.

Commissioner Tryon inquired if there was an immediate need for action to move forward.

Mr. Figarelle responded that a donor commitment is pending with the funding. If the Museum has the necessary approval, they can begin finalizing bids and going through the process to commence construction activity in the not so distant future.

Mayor Kelly asked Mr. Figarelle to explain the Museum's communications with its neighbors who would be mostly affected by it.

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Mr. Figarelle responded that, after the property was purchased at 1221 5th Avenue North, a memo was distributed to the neighbors within a three block radius of the Museum informing them of the plans to remove the structures on that property and then will be proceeding down a path for the necessary paperwork for these requests. After the structures were removed, a public notice was posted and another memorandum was distributed informing the neighbors that the necessary paperwork was filed and a public hearing was pending. They then had another meeting with residents within a one and one-half block radius of the Museum to discuss broadly what their intentions were with regard to the north side of the campus and to take questions, and to discuss opportunities for the neighborhood about a design that enriches everyone's life and living in Great Falls, whether living in that neighborhood or not. People were invited to be formal members of a task force that was commissioned by the Board of Directors to develop the campus master plan. They also attended one Neighborhood Council meeting in 2019 and one in 2020. There was great dialogue with the neighbors and it seemed to be well received.

Mayor Kelly declared the public hearing open. No one spoke in support of or in opposition to Ordinance 3214 and Resolution 10340.

Jeni Dodd, 3245 8th Avenue North, called in to inquire if an historical evaluation was conducted prior to the three houses being torn down and if a demolition permit was issued.

In response to caller Jeni Dodd, Director Raymond clarified that the contractor did obtain the necessary permits; and that the Historic Preservation Office did review the application and signed off on the permit. The demolished houses were not on the historic register nor were they a collection of properties that were part of an historic district.

Mayor Kelly closed the public hearing and asked the will of the Commission.

Commissioner Tryon expressed concern that enough people have not weighed in. Because of the current circumstances, he suggested that another public hearing be scheduled.

City Attorney Sara Sexe reviewed portions of Rule 8.10 of the City of Great Falls Commission Rules of Conduct and Procedure of Commission Meetings.

Commissioner Tryon moved that the City Commission conduct a second public hearing on this issue at such a time as the Commission is once again in the Commission Chambers and the public has more of a reasonable opportunity to comment and consider this item.

The motion failed for lack of a second.

Commissioner Robinson moved, seconded by Commissioner Houck, that the City Commission adopt Ordinance 3214 and the accompanying Findings of Fact/ Basis of Decision subject to the Conditions of Approval being fulfilled by the applicants.

Mayor Kelly asked if there was any further discussion amongst the Commissioners.

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Commissioner Moe commented that no new relevant information was raised at this meeting for the Commission to set a second public hearing. The information she heard was that it was more time sensitive than she thought. There have been opportunities for the public to comment and she is in support of this project moving forward.

Commissioner Tryon commented that the new information is that the public has been dissuaded to not go out in public due to the stay at home orders in place.

Commissioner Houck applauded the donor and the Russell's efforts in continuing to talk with its neighbors. Ironically, it is a good time to get something done. The Museum brings in a lot of tourism into the community.

Mayor Kelly commented that there has been a lot of publicity about this project, and the public was provided extra opportunity to participate by a phone call and email.

Commissioner Robinson provided historical information pertaining to preserving the studio of Charlie Russell after his death, and commented that he is a proponent of outside monies coming into the community due to its art events. If this item is approved it will create jobs in Great Falls.

There being no further discussion, Mayor Kelly called for the vote.

Motion carried 5-0.

Commissioner Robinson moved, seconded by Commissioner Moe, that the City Commission adopt Resolution 10340 vacating 5th Avenue North between 12th Street and 13th Street North.

Mayor Kelly asked if there was any further discussion amongst the Commissioners. Hearing none, Mayor Kelly called for the vote.

Motion carried 5-0.

Commissioner Moe moved, seconded by Commissioner Houck, that the City Commission approve the amended plat aggregating the parcels as legally described in the staff report, and the accompanying Findings of Fact/Basis of Decision, subject to the Conditions of Approval being fulfilled by the applicants.

Mayor Kelly asked if there was any further discussion amongst the Commissioners. Hearing none, Mayor Kelly called for the vote.

Motion carried 5-0.

OLD BUSINESS

NEW BUSINESS

ORDINANCES/RESOLUTIONS

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CITY COMMISSION

21. MISCELLANEOUS REPORTS AND ANNOUNCEMENTS.

Mayor Kelly announced that there will be a week-long community food drive to supply food to the Rescue Mission, Center for Mental Health, Juvenile Detention Center, as well as to try to restock our local school pantries beginning Monday, April 13th through Saturday, April 18th.

Commissioner Moe thanked IT staff for making the Zoom meeting possible, and expressed appreciation to the City Manager. She announced that The Goodwill would prefer that people hold off on making clothing donations until the business is reopened, and she encouraged blood donations for the Red Cross.

Commissioner Houck warned people about the many scams going on during this time.

Mayor Kelly expressed appreciation to IT and Clerk's Office staff for making these meetings work, and to the public for its patience during this unprecedented time.

ADJOURNMENT

There being no further business to come before the Commission, **Commissioner Robinson moved, seconded by Commissioner Moe, to adjourn the regular meeting of April 7, 2020, at 9:13 p.m.**

Motion carried 5-0.

Mayor Kelly

City Clerk Lisa Kunz

Minutes Approved: April 21, 2020



ITEM: \$5,000 Report
 Invoices and Claims in Excess of \$5,000

PRESENTED BY: Finance Director

ACTION REQUESTED: Approval with Consent Agenda

LISTING OF ALL ACCOUNTS PAYABLE CHECKS ISSUED AVAILABLE ONLINE AT
<http://greatfallsmt.net/finance/checkregister>

TOTAL CHECKS ISSUED AND WIRE TRANSFERS MADE ARE NOTED BELOW WITH AN ITEMIZED LISTING OF ALL TRANSACTIONS GREATER THAN \$5000:

ACCOUNTS PAYABLE CHECK RUNS FROM MARCH 26, 2020 - APRIL 8, 2020	1,197,278.15
MUNICIPAL COURT ACCOUNT CHECK RUN FOR MARCH 15, 2020 -MARCH 31, 2020	3,002.00
TOTAL: \$	<u>1,200,280.15</u>

GENERAL FUND

POLICE

PACIFIC SCIENTIFIC ENERGTIC MATERIALS CO LLC	NIGHTHAWK LAUNCH STICKS (SPLIT AMONG FUNDS)	560.00
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FIRE

STRYKER SALES CORPORATION	LIFEPAK DEFIB LEASE PMT 4 OF 5	27,365.44
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SPECIAL REVENUE FUND

POLICE SPECIAL REVENUE

PACIFIC SCIENTIFIC ENERGTIC MATERIALS CO LLC	NIGHTHAWK LAUNCH STICKS (SPLIT AMONG FUNDS)	6,504.00
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HIDTA SPECIAL REVENUE

AMELINE	RELEASE OF SEIZED PROPERTY	12,924.00
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PLANNING & COMMUNITY DEVELOPMENT

TYLER TECHNOLOGIES INC	COMPUTER SOFTWARE IMPLEMENTATION (SPLIT AMONG FUNDS)	8,465.63
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PARK DISTRICT

WADSWORTH BUILDERS COMPANY INC	OF 1737.1 GIBSON PARK RESTROOM	5,465.95
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FEDERAL BLOCK GRANTS

NEIGHBORWORKS GREAT FALLS	CDBG HOUSING GRANT FOR FEB 2020	5,681.70
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PERMITS

TYLER TECHNOLOGIES INC	COMPUTER SOFTWARE IMPLEMENTATION (SPLIT AMONG FUNDS)	8,465.63
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ENTERPRISE FUNDS

WATER

THATCHER CO OF MONTANA	CHEMICALS	5,492.59
A + ELECTRIC MOTOR INC	EXTRA FOR HS 2 MOTOR INSTALL	8,925.00
CORE & MAIN LP	OF 1637.1 WTP FILTRATION IMPROVENTS	19,136.00
ADVANCED ENGINEERING & ENVIRONMENTAL SERVICES	I & C MAINTIENCE	6,950.80
ADVANCED ENGINEERING & ENVIRONMENTAL SERVICES	OF 1671.1 WTP FILTRATION IMPROVEMENT	41,378.54

911 DISPATCH CENTER

CENTURYLINK	MARCH 2020 CHARGES	5,844.58
CENTRALSQUARE TECHNOLOGIES LLC	DISPATCH CPE REPLACEMENT	47,114.53

INTERNAL SERVICES FUND

HUMAN RESOURCES

NEGOV	SUBSCRIPTION FEE	15,842.40
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INSURANCE & SAFETY

MONTANA MUNICIPAL INTERLOCAL AUTHORITY	MONTHLY DEDUCTBLE RECOVERY PAYMENT	30,700.93
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INFORMATION TECHNOLOGY

CENTURYLINK	METRO ETHERNET CIRCUITS	6,276.98
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CENTRAL GARAGE

MOUNTAIN VIEW CO-OP	FUEL	6,842.50
NORTHWEST FUEL SYSTEMS	OF 1455.9 PW UNDERGROUND STORAGE TANK REMOVAL	23,940.18
BISON MOTOR CO	FIRE DPEARTMENT SUV	36,347.70
BISON MOTOR CO	2 - STANDARD POLICE CARS	72,974.00

TRUST AND AGENCY

PAYROLL CLEARING

STATE TREASURER	MONTANA TAXES	19,387.00
ICMA RETIREMENT TRUST	EMPLOYEE CONTRIBUTIONS	
FIREFIGHTER RETIREMENT	FIREFIGHTER RETIREMENT EMPLOYEE & EMPLOYER CONTRIBUTIONS	23,150.30
STATEWIDE POLICE RESERVE FUND	POLICE RETIREMENT EMPLOYEE & EMPLOYER CONTRIBUTIONS	29,495.68
PUBLIC EMPLOYEE RETIREMENT	PUBLIC EMPLOYEE RETIREMENT EMPLOYEE & EMPLOYER CONTRIBUTIONS	60,173.26
POLICE SAVINGS & LOAN	EMPLOYEE CONTRIBUTIONS	
US BANK	FEDERAL TAXES, FICA & MEDICARE	85,345.47
MONTANA MUNICIPAL INTERLOCAL AUTHORITY	1ST QUARTER WORKER'S COMPENSATION	276,150.61

UTILITY BILLS

ENERGY WEST RESOURCES
NORTHWESTERN ENERGY

MARCH 2020 CHARGES
MARCH 2020 SLD CHARGES

24,456.86
73,517.61

CLAIMS OVER \$5000 TOTAL:

\$ 994,875.87

COMMUNICATION TO THE CITY COMMISSION

DATE: April 21, 2020

ITEM: CONTRACTS LIST
 Itemizing contracts not otherwise approved or ratified by City Commission Action
 (Listed contracts are available for inspection in the City Clerk’s Office.)

PRESENTED BY: Darcy Dea, Deputy City Clerk

ACTION REQUESTED: Ratification of Contracts through the Consent Agenda

MAYOR’S SIGNATURE: _____

CONTRACTS LIST

	DEPARTMENT	OTHER PARTY (PERSON OR ENTITY)	PERIOD	AMOUNT	PURPOSE
A	Public Works/ Traffic Division	Montana Lines, Inc.	04/21/2020- 09/30/2021	\$6,300	Agreement to reset the downed luminaire pole near the Fairgrounds on 6 th Street NW and for repairs in the round-a-bout on Division & Smelter Avenue NW
B	Public Works/ Environmental	CDM Smith	04/21/2020- 06/30/2021	\$19,844	Professional Services Agreement Amendment to extend the term and increase the fee amount for project management, domestic and commercial sampling, and associated travel and lodging associated with local limits, and I U Permits for Wastewater Pretreatment Program OF 1735.0 (CR 120418.7A)

C	Public Works	Grass Whackers LLC	04/21/2020-10/31/2020	\$40/hr + \$2.50 gas service charge (Estimate \$5,000-\$10,000)	Nuisance Grass/Weeds Cutting & Removal 2020 Agreement cutting non-compliant private properties as assigned
D	Great Falls Public Library	TD&H Engineering	04/21/2020	\$11,475	Agreement for Engineering Services to perform a topographic survey, civil design and construction services for Roof Drain Improvements OF 1762.0
E	Park and Recreation	Gregoire Construction	04/21/2020-06/30/2020	\$43,465	Public Works Construction Agreement to construct finished concrete slab for fitness equipment in Gibson Park and install Americans with Disabilities Act (ADA) compliant sidewalk OF 1737.3



Item: Postpone Public Hearing Riverside, Westside, American Little League Lease Agreements to May 5, 2020 Commission Meeting.

From: Park and Recreation

Initiated By: Steve Herrig

Presented By: Steve Herrig

Action Requested: Postpone Public Hearing for Riverside, Westside, American Little League Lease Agreements to May 5, 2020 Commission Meeting.

Suggested Motion:

1. Commissioner moves:

“I move that the City Commission (postpone/not postpone) the Public Hearing for Riverside, Westside, and American Little League Leases to the May 5, 2020 Commission Meeting.”

2. Mayor requests a second to the motion, public comment, Commission discussion, and calls for the vote.

Staff Recommendation: Staff recommends that the City Commission postpone the Public Hearing for Riverside, Westside, and American Little League Leases to the May 5, 2020 Commission Meeting.

Summary: At the April 7, 2020 meeting, the City Commission set a Public Hearing on the lease of City property for the Riverside, Westside, and American Little League Associations. Per OCCGF 3.4.030, the lease of City property requires at least 15 days notice of the time and place of the public hearing to be published in the paper. In order to provide proper notification of the Public Hearing, the Public Hearing will need to be rescheduled to the May 5, 2020 Commission Meeting.

Fiscal Impact: The annual lease payments will go to the General Fund.

Alternatives: The Commission could choose to cancel the Public Hearing scheduled for the April 21, 2020 Commission Meeting and require the groups to find other options to conduct their activities.



Item: Approval of a Community Development Block Grant (CDBG) Funding Agreement for the purchase of a replacement fire engine pumper truck to serve Fire Station #1

From: Planning and Community Development

Initiated By: Fire Rescue Department

Presented By: Craig Raymond, Planning and Community Development Director

Action Requested: Approval of CDBG Funding Agreement in the amount of up to \$498,927

Suggested Motion:

1. Commissioner moves:

“I move that the City Commission (approve/not approve) the CDBG Funding Agreement in the amount of up to \$498,927 to the Fire Rescue Department for the purchase of a replacement fire engine pumper truck to serve Fire Station #1.”

2. Mayor requests a second to the motion, public comment, Commission discussion, and calls for the vote.

Staff Recommendation: Staff recommends approval of the requested CDBG Funding Agreement for an amount of up to \$498,927.

Summary: The Fire Rescue Department has submitted a grant request for \$498,927 of CDBG funds to replace its current fire engine pumper truck which provides emergency response for Fire Station #1. The impetus of this request occurred in late January of this year after CDBG staff attended a national training conference. At this conference, staff observed that other communities were utilizing CDBG Public Improvement grant category funds to assist with local fire department needs.

In response, CDBG staff met with Fire Rescue staff to discuss equipment needs that cannot be easily addressed through other sources of funding. During the discussion, Fire Rescue staff noted that a replacement fire engine pumper truck that would serve Fire Station #1 is one of the department’s highest priority needs. The current pumper engine truck is a 2004 model that no longer meets the National Fire Protection Association (NFPA) standard.

The majority of CDBG funding agreements presented to City Commission are for allocations less than the current request of \$498,927. However, on February 2 of this fiscal year, the CDBG Program received notice from U.S. Housing and Urban Development (HUD) that it was carrying an excessive balance of program funds. This condition, known as “Timeliness”, has happened to the program before and requires the City to carry no greater than 1.5 times its annual allocation of funds. At this point, the

City is carrying excess funds in the amount of roughly \$391,000. The submitted funding agreement will allow the City to achieve two important objectives: 1) meet a critical need for its Fire Rescue Department, and 2) expend its Timeliness fund allocation.

The proposed project was evaluated by CDBG Program staff for funding eligibility as well as evaluated by the City Staff Grant Committee. Additionally, because the City has not funded Fire Department needs through CDBG, staff took the step of having the HUD Denver office review the proposal. The proposal meets HUD guidelines because the service area for Fire Station #1 also corresponds with a significant Low to Moderate Income (LMI) population according to Census Block analysis.

The original submitted bid provided to the Fire Rescue Department was for \$498,927 and includes a factory discount that could result in a reduction in the purchase price. On April 10, 2020, the Fire Rescue Department received a revised bid reducing the amount to \$494,335. In the likely event this discount is secured, the difference in cost will stay in the City's general CDBG fund for a future eligible project.

Fiscal Impact: The entire cost of the fire engine pumper truck will be covered through CDBG funding. No local match is required for the project to be eligible. This alleviates a significant future capital equipment expense for the Fire Rescue Department.

Alternatives: If the Commission were to reject the proposed funding agreement, the current fire engine pumper truck would continue to serve Fire Station #1.

Concurrences: Staff from Planning and Community Development have coordinated extensively with Fire Rescue staff and HUD staff out of the Denver office to ensure the eligibility of this request.

Attachments/Exhibits:

2019/2020 Community Development Block Grant Funding Agreement

**2019/2020 COMMUNITY DEVELOPMENT BLOCK GRANT AGREEMENT
BY AND BETWEEN
THE PLANNING AND COMMUNITY DEVELOPMENT DEPARTMENT AND GREAT
FALLS FIRE RESCUE**

Great Falls Fire Rescue, hereinafter referred to as the "Grantee," hereby enters into this Agreement with the Planning and Community Development Department, hereinafter referred to as the "City" on this 7th day of April, 2020. Both entities are departments of the City of Great Falls, a municipal Corporation of the State of Montana

SECTION 1 – PROJECT DESCRIPTION

The Grantee has approved of, and hereby agrees to, the following project description, program budget and tentative activity schedule:

- A. The Grantee (Grantee City ID #CD722006) has been awarded as a subrecipient of the City with the United States Department of Housing and Urban Development (HUD) Community Development Block Grant (CDBG) (Federal Entity ID #B-19-MC-30-002) in the amount of \$498,927. The FY19 CDBG was awarded to the City of Great Falls by HUD on August 7, 2019.

- B. Personnel assigned to scope of work includes: Jeremy Jones
Contact Information: P.O. Box 5021 Great Falls, MT 59403
406-899-1502
jjones@greatfallsmt.net

- C. The project grant will fund the purchase of one Fire Engine Pumper Truck to be stationed and utilized at Fire Station #1. This fire station fields the highest volume of service calls within the community and also serves the highest number of LMI residents of the City's four fire stations. The current Fire Engine Pumper Truck is a 2004 model and no longer meets the National Fire Protection Association (NFPA) standard. The Fire Engine replacement falls into an eligible grant category as determined by both the City's Consolidated Plan and Annual Action Plan - Public Improvements. It is also a necessity to carry out lifesaving and safety calls within the Fire Station #1 service area. The improvement/purchase will be implemented during the time period of April 7, 2020 to June 30, 2020.

- D. Grantee is responsible for any costs and for expenses incurred in excess of the grant amount. Private non-profit agencies will not be funded for staff salaries, benefits, office consumables, and rent payments for agency office space or utility costs. All grant funds will need to be expended by the Grantee prior to June 30, 2020. Any remaining unspent funds will revert back to the City after that date.

by the City for convenience. These conditions are fully described below in 2 CFR 200.338 and 2 CFR 200.339.

1. 2 CFR 200.338 Remedies for Noncompliance

- a. If a non-Federal entity fails to comply with Federal statutes, regulations or the terms and conditions of a Federal award, the Federal awarding agency or pass-through entity may impose additional conditions, as described in § 200.207 Specific conditions. If the Federal awarding agency or pass-through entity determines that noncompliance cannot be remedied by imposing additional conditions, the Federal awarding agency or pass-through entity may take one or more of the following actions, as appropriate in the circumstances:
 - i. Temporarily withhold cash payments pending correction of the deficiency by the non-Federal entity or more severe enforcement action by the Federal awarding agency or pass-through entity.
 - ii. Disallow (that is, deny both use of funds and any applicable matching credit for) all or part of the cost of the activity or action not in compliance.
 - iii. Wholly or partly suspend or terminate the Federal award.
 - iv. Initiate suspension or debarment proceedings as authorized under 2 CFR part 180 and Federal awarding agency regulations (or in the case of a pass-through entity, recommend such a proceeding be initiated by a Federal awarding agency).
 - v. Withhold further Federal awards for the project or program.
 - vi. Take other remedies that may be legally available.

2. 2 CFR 200.339 Termination

- a. The Federal award may be terminated in whole or in part as follows:
 1. By the Federal awarding agency or pass-through entity, if a non-Federal entity fails to comply with the terms and conditions of a Federal award;
 2. By the Federal awarding agency or pass-through entity for cause;
 3. By the Federal awarding agency or pass-through entity with the consent of the non-Federal entity, in which case the two parties must agree upon the termination conditions, including the effective date

3. Federal awarding agencies, shall not post any information that will be made publicly available in the non-public segment of designated integrity and performance system that is covered by a disclosure exemption under the Freedom of Information Act. If the non-Federal entity asserts within seven calendar days to the Federal awarding agency who posted the information, that some of the information made publicly available is covered by a disclosure exemption under the Freedom of Information Act, the Federal awarding agency who posted the information must remove the posting within seven calendar days of receiving the assertion. Prior to reposting the releasable information, the Federal agency must resolve the issue in accordance with the agency's Freedom of Information Act procedures.
- c. When a Federal award is terminated or partially terminated, both the Federal awarding agency or pass-through entity and the non-Federal entity remain responsible for compliance with the requirements in §§ 200.343 Closeout and 200.344 Post-closeout adjustments and continuing responsibilities.

D. REVERSION OF ASSETS:

1. Upon final payment by the City, the Grantee agrees that any unspent funds shall no longer be obligated by the City to the Grantee.
2. The Grantee agrees to the following:
 - a. It will strive to deliver the kinds of services to the types of beneficiaries that will enable it to always meet at least one of the national objectives of the CDBG program referred to in 24 CFR 570.208. This stipulation is in effect for five years from the date of issuance of the final payment by the City for this activity;
 - b. If at any time during these five years the Grantee is no longer conducting a program or programs that are CDBG eligible, the Grantee agrees to return all furnishings, equipment, or personal property that was paid for by CDBG funds, or reimburse the City in the amount that is equal to the value;
 - c. This agreement shall comply with the requirements specified in 24 CFR 570.503(b)(7); and
 - d. If any furnishings, equipment or personal property (under the above the criteria) are no longer in control or possession of the Grantee, said Grantee agrees to reimburse the City in the amount that is equal to the furnishing, equipment, or personal property value at the time

B. DOCUMENTATION AND RECORD-KEEPING:

1. The Grantee agrees to maintain all records required by the Federal regulation specified in *24 CFR Part 570.506*, which are pertinent to the activities to be funded under this Agreement. Such records shall include but are not limited to:
 - a. Records providing a full description of each activity undertaken;
 - b. Records demonstrating that each activity undertaken meets one of the National Objectives of the CDBG program;
 - c. Records documenting compliance with the fair housing and equal opportunity components of the CDBG program;
 - d. Financial records as required by *24 CFR Part 570.502*, and *2 CFR Part 200*; and
 - e. Other records necessary to document compliance with Subpart K of *24 CFR 570*.
2. The Grantee shall retain all records pertinent to expenditures incurred under this contract for period of five (5) years after the termination of all activities funded under this Agreement.
3. The Grantee shall maintain grant beneficiary information, as requested by the City which will include client eligibility for services, and client ethnicity. The Grantee agrees to provide the City all non-duplicated information required. This report is due, upon request of funds or, if not applicable, on or before July 31, 2020, and will cover the period from May 7, 2019 through June 30, 2020 unless otherwise specified by the City.
4. The Grantee understands that certain client information collected under this contract is private and use or disclosure of such information, when not directly connected with the administration of the City's or Grantee's responsibilities with respect to services provided under this contract, is prohibited. Client information that might be utilized for identity theft including Social Security numbers, bank account numbers, and other personal information shall be kept under lock and key by the Grantee.
5. The Grantee shall maintain real property inventory records which clearly identify properties purchased, improved, or sold. Properties retained shall continue to meet eligibility criteria and shall confirm with the "changes in use" restrictions specified in *24 CFR Parts 570.503 (b)(7)*, as applicable.
6. All Grantee records with respect to any matters covered by this Agreement shall be made available to the City or HUD, at any time during normal business hours, as often as the City or HUD deems necessary, to audit, examine, and make excerpts or transcripts of all relevant data. Any deficiencies noted in audit reports must be fully cleared by the Grantee

2. Compliance

The Grantee agrees to comply with current City policy concerning the purchase of equipment and shall maintain inventory records of all non-expendable personal property as defined by such policy as may be procured with funds provided therein. All program assets (unexpended program income, property, equipment, etc.) shall revert to the City upon termination of this contract.

E. OTHER PROGRAM REQUIREMENTS:

1. The Grantee shall carry out the activities under this contract in compliance with all Federal laws and regulations as described in 24 CFR 570 Subpart K:

- (1) 570.600, General;
- (2) 570.601, Public Law 88-352 and Public Law 90-284; affirmatively furthering fair housing; Executive Order 11063; 99;
- (3) 570.602, Section 109 of the Act;
- (4) 570.603, Labor Standards;
- (5) 570.604, Environmental Standards;
- (6) 570.605, National Flood Insurance Program;
- (7) 570.606, Displacement, Relocation, Acquisition, and Replacement of Housing;
- (8) 570.607, Employment and Contracting Opportunities;
- (9) 570.608, Lead-Based Paint;
- (10) 570.609, Use of Debarred, Suspended or Ineligible Contractors or Subrecipients;
- (11) 570.610, Uniform Administrative Requirements and Cost Principles;
- (12) 570.611, Conflict of Interest;
- (13) 570.612, Executive Order 12372; and
- (14) 570.613, Eligibility Restrictions for Certain Resident Aliens;
- (15) 570.614, Architectural Barriers Act and the Americans with Disabilities Act; and except that:
 - (i) The Grantee does not assume the City's environmental responsibilities described in 570.604; and
 - (ii) The Grantee does not assume the City's responsibility for initiating the review process under the provisions of 24 CFR Part 52.

SECTION 4 – PERSONNEL & PARTICIPANT CONDITIONS

A. CIVIL RIGHTS :

1. Compliance

The Grantee agrees to comply with all local and state civil right ordinances and with Title VI of the Civil Rights Act of 1964 as amended, Title VIII of the

The Grantee agrees to comply with the requirements of the Secretary of Labor in accordance with the Davis-Bacon Act as amended, the provisions of Contract Work Hours and Safety Standards Act, the Copeland "Anti-Kickback" Act, and all other applicable federal, state and local laws and regulations pertaining to labor standards insofar as those acts apply to the performance of this contract.

- a. This requirement applies for all contractors engaged under contracts in excess of \$2,000 and shall apply to residential properties only if such property contains no less than 8 units; for construction, renovation, or repair work financed in whole or in part with assistance provided under this contract. The Grantee shall maintain and obtain documentation which demonstrates compliance with hour and wage requirements of this part. Such documentation shall be made available to the City for review upon request. The Grantee shall cause or require to be inserted in full, in all such contracts subject to such regulations, provisions meeting the requirements of the paragraph.

2. Section 3 Clause

The Grantee affirms that to the maximum extent possible it will employ local (Section 3) contractors on any projects using CDBG funds (under the provisions of 24 CFR 135).

All Section 3 covered contracts shall include the following terms (referred to as the Section 3 clause):

- a. The work to be performed under this contract is subject to the requirements of section 3 of the Housing and Urban Development Act of 1968, as amended, 12 U.S.C. 1701u (section 3). The purpose of section 3, is to ensure that employment and other economic opportunities generated by HUD assistance or HUD-assisted projects covered by section 3, shall, to the greatest extent feasible, be directed to low- and very low-income persons, particularly persons who are recipients of HUD assistance for housing.
- b. The parties to this contract agree to comply with HUD's regulations in 24 CFR part 135, which implement section 3. As evidenced by their execution of this contract, the parties to this contract certify that they are under no contractual or other impediment that would prevent them from complying with the part 135 regulations.
- c. The contractor agrees to send to each labor organization or representative of workers with which the contractor has a collective bargaining agreement or other understanding, if any, a notice advising the labor organization or workers' representative of the

The Grantee shall not assign this contract or any of the payments that become due without the written consent of the City.

2. Subcontracts

The Grantee shall not enter into any subcontracts with any agency or individual in the performance of this contract without the written consent of the City prior to the execution of such an agreement.

- a. The City will monitor all subcontracted services to assure contract compliance.
- b. The Grantee shall cause all of the provisions of this contract in its entirety to be included in and made a part of any subcontract executed in the performance of this Agreement.
- c. The Grantee shall undertake procedures to ensure that all contracts and subcontracts let in the performance of this Agreement shall be awarded on a fair and open competition basis. Executed copies of contracts and subcontracts shall be forwarded to the City along with documentation concerning the selection process.

3. Conflict of Interest

Except for approved administrative and/or personnel costs, no person having responsibilities dealing with CDBG assisted activities may obtain a personal or financial interest or benefit from the activity, or have an interest in any contract, subcontract or agreement, either for themselves or their family, during their tenure or for one year thereafter. In its entirety:

24 CFR §570.611 Conflict of interest.

(a) *Applicability.*

(1) In the procurement of supplies, equipment, construction, and services by recipients and by subrecipients, the conflict of interest provisions in 2 CFR 200.317 and 200.318, shall apply.

(2) In all cases not governed by 2 CFR 200.317 and 200.318, the provisions of this section shall apply. Such cases include the acquisition and disposition of real property and the provision of assistance by the recipient or by its subrecipients to individuals, businesses, and other private entities under eligible activities that authorize such assistance (e.g., rehabilitation, preservation, and other improvements of private properties or facilities pursuant to §570.202; or grants, loans, and other assistance to businesses, individuals, and other private entities pursuant to §570.203, 570.204, 570.455, or 570.703(i)).

(i) Whether the exception would provide a significant cost benefit or an essential degree of expertise to the program or project that would otherwise not be available;

(ii) Whether an opportunity was provided for open competitive bidding or negotiation;

(iii) Whether the person affected is a member of a group or class of low- or moderate-income persons intended to be the beneficiaries of the assisted activity, and the exception will permit such person to receive generally the same interests or benefits as are being made available or provided to the group or class;

(iv) Whether the affected person has withdrawn from his or her functions or responsibilities, or the decision making process with respect to the specific assisted activity in question;

(v) Whether the interest or benefit was present before the affected person was in a position as described in paragraph (b) of this section;

(vi) Whether undue hardship will result either to the recipient or the person affected when weighed against the public interest served by avoiding the prohibited conflict; and

(vii) Any other relevant considerations.

4. Religious Organization

The Grantee agrees that funds provided under this contract will not be utilized for religious activities, to promote religious interests, or for the benefit of a religious organization in accordance with the federal regulations specified in *24 CFR 570.200(j)*. The Grantee hereby certifies that none of the beneficiaries of its activities or services are based upon any religious preference.

5. Political Activities and Lobbying

The Grantee agrees that under *24 CFR 507.207*, the following activities will not be assisted with CDBG funds:

- a. Buildings or portions thereof, used for the general conduct of government as defined at § 570.3(d);
- b. General government expenses; and
- c. Political activities.

ATTEST:
(Seal of the City)

Lisa Kunz, City Clerk

APPROVED FOR LEGAL CONTENT:

Sara R. Sexe, City Attorney*

* By law, the City Attorney may only advise or approve contract or legal document language on behalf of the City of Great Falls, and not on behalf of other parties. Review and approval of this document was conducted solely from the legal perspective, and for the benefit, of the City of Great Falls. Other parties should not rely on this approval and should seek review and approval by their own respective counsel.

APPROVED BY: Great Falls Fire Rescue


Jeremy Jones, Assistant Fire Chief



Item: One 2019 Enforcer Pumper Fire Apparatus
From: Jeremy Jones
Initiated By: Great Falls Fire Rescue
Presented By: Steve Hester, Fire Chief
Action Requested: Approve Purchase

Suggested Motion:

1. Commissioner moves:

“I move that the City Commission (approve/reject) the purchase of one 2019 Pierce Enforcer Fire Apparatus from Hughes Fire Equipment of Spokane, Washington, through H-GAC (Houston-Galveston Area Council) for \$494,335.”

2. Mayor requests a second to the motion, public comment, Commission discussion, and calls for the vote.

Staff Recommendation: Staff recommends that the City Commission approve the purchase of one 2019 Enforcer Pumper Fire Apparatus from Hughes Fire Equipment of Spokane, Washington for a total of \$494,335.

Summary: Great Falls Fire Rescue applied for a Community Development Block Grant (CDBG to purchase a New Pierce Fire Apparatus to serve the area of Fire District #1. It will be stationed at Fire Station #1. This fire station fields the highest volume of service calls within the community and also serves the highest number of Low to Moderate Income (LMI) residents of the City’s four fire stations.

Currently the department is utilizing a 2004 Pierce Fire Pumper as a front line apparatus. This New Fire Pumper apparatus would replace the older unit as a front line apparatus and allow for the older unit to be utilized in a reserve status or sold.

The original quote provided by the vendor was in the amount of \$498,927. This amount was used to apply for the CDBG funds. The City Commission is also being asked to consider the approval CDBG grant funding during this same meeting. This purchase is contingent on that approval.

The Fire Department received a revised proposal on April 10, 2020 providing additional discounts. The total purchase price would be \$494,335.

Background:

Evaluation and Selection Process

On November 3, 2015 the City Commission approved a Cooperative Purchasing Agreement with H-GAC. The H-GAC Cooperative Purchasing Group is over 30 years old and has over 58 members in the Pacific Northwest alone. The group has significant group purchasing capability to negotiate favorable pricing. The H-GAC Cooperative utilizes a competitive bidding process that meets Montana State MCA section 7-5-2301 procurement standards and requirements. Participation in the program allows the City to get the best price on equipment based on the buying power of H-GAC. The purchasing group is better able to negotiate lower prices than any single member based on economies of scale and up front pricing discounts. The City also receives the exact equipment as specified from a manufacturer of their choice. Utilizing this Program reduces the workload of City staff in the time and effort associated with the bid/proposal process.

Conclusion

The bid specifications from H-GAC meet specifications for the pumper fire apparatus.

Fiscal Impact: The 2019 Enforcer 1250 GPM Engine is a company demonstrator model. Great Falls Fire Rescue applied for a CDBG grant for the entire purchasing price. No fiscal impact will result to the General Fund or Central Garage.

Alternatives: The City Commission could vote to reject the purchase of the 2019 Enforcer Pumper Fire Apparatus and continue to utilize a 2004 Fire Pumper.

Concurrences: Great Falls Planning and Community Development Department assisted with the CDBG granting and Central Garage worked with the vendor to secure the proposal.

Attachments/Exhibits:

Bid Proposal from Hughes Fire Equipment
Fire Department Apparatus List



April 9, 2020

Great Falls Fire Rescue, MT
One (1) Enforcer Pumper Stock 33952 AS776
Build Location: Appleton, WI

Proposal Price	498,607.00
Less payment upon completion @ factory discount	(4,272.00)
Total including all pre-pay discounts	494,335.00

Terms:

This unit is currently in the field and would be available for delivery within 45 to 120 days of contract execution. Upon contract execution the unit will be transported to Pierce facility for a pre-delivery inspection and customer inspection. This time does not include any possible delays that may be caused by the COVID-19 pandemic. If additional time is needed to manufacture apparatus due to issues stemming from the pandemic, notification of the delay will be sent.

This stock unit is available on a first come / first serve basis.

This stock unit is sold on an As is basis with a Pierce (1) year bumper to bumper warranty and any remaining vendor warranties.

The above quote is subject to change.

If payment discount options are not elected standard payment terms will apply: Final payment will be due 30 days after the unit leaves the factory for delivery. If payment is not made at that time a late fee will be applicable.

The Purchasing Documents will be between Hughes Fire Equipment and the customer.

A performance bond is not included in the above pricing.

The proposal price is based on the unit being purchased through HGAC. This pricing is only valid for an HGAC purchase on contract FS12-19. It is the purchaser's responsibility to determine if the use of consortiums meets their purchasing requirements.

There are no customer factory inspection trips in the above pricing.

Transportation of the unit to be driven from the factory to the customer's location is included in the pricing. However, if we are unable to obtain necessary permits, due to the weight of the unit, and the unit must be transported on a flat bed, additional transportation charges will be the responsibility of the purchaser. We will provide pricing at that time if necessary. If customer elects to drive the unit from the factory, \$5,000.00 may be deducted from the purchase price. If this option is elected payment in full and proof of insurance must be provided prior to leaving the factory and the customer is responsible for compliance with all state, local and federal DOT requirements including the driver possessing a valid CDL license.

Station	Make	Year	Purchase Year	Status
<u>Station #1</u>				
E-1	Pierce	2016	2017	
Water Tender	Freightliner	2000	1999	
E-11	Pierce	2004	2003	Reserve
E-12	Pierce	2004	2003	Reserve
<u>Station #2</u>				
Tower-2	Pierce	2010	2010	
E-2	Peterbuilt	2015	2016	
<u>Station #3</u>				
E-3	Peterbuilt	2015	2016	
Ladder-3	Smeal	1996	1996	Applied for the Assistance to Firefighters Grant to replace this apparatus. Still awaiting award status.
<u>Station #4</u>				
E-4	Pierce	2004	2003	
Rescue-4	Ford	2016	2017	
<u>Support Apparatus</u>				
HM-4	Freightliner	2011	2011	
Brush Truck	Ford	2016	2015	
Battalion 1	Chevrolet	2013	2012	
Battalion 2	Chevrolet	2001	2002	
Rehab Trailer	City rehab	2003	2003	
HM Trailer	state trailer	2004	2004	
Boat 1	Hewescraft	2011	2010	
SCBA Trailer	homemade	1984	1984	



Item: Resolution 10343, Resolution relating to \$3,200,000 Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020; Authorizing the sale and prescribing the forms and terms thereof and the security therefor

From: Melissa Kinzler, Fiscal Service (Finance) Director

Initiated By: West Bank, LLC Development Agreement

Presented By: Melissa Kinzler, Fiscal Service (Finance) Director

Action Requested: Adopt Resolution 10343

Suggested Motion:

1. Commissioner moves:

“I move that the City Commission (adopt/ deny) Resolution 10343.”

2. Mayor requests a second to the motion, public comment, Commission discussion, and calls for the vote.

Staff Recommendation: Staff recommends that the City Commission adopt Resolution No. 10343.

Background:

The West Bank Landing Project. The City designated and approved the West Bank Landing Project as an urban renewal project, consisting of a 12.5 acre, multi-phase, mixed-use commercial development in the District, including construction of a four story 127-room hotel and future sites for restaurants, office buildings, retail shops and residential condominiums, to be located at the West Bank Landing generally on the east side of 3rd Street NW, along and to the northeast of 4th Avenue NW (the “West Bank Landing Project”). The City authorized the use of Tax Increment in an amount not to exceed \$2,642,614 to pay or reimburse West Bank LLC (the “Developer”) for the costs of certain qualified improvements associated with the West Bank Landing Project, consisting of environmental remediation, removal of existing buildings, design, engineering and relocation of overhead power and telecom utilities, and design, engineering, construction and installation and extension of water, sanitary sewer and storm sewer utilities.

The City and the Developer entered into a Development Agreement, dated as of August 2, 2016, as amended and supplemented by Amendment No. 1 to Development Agreement dated as of October 1, 2018, and Amendment No. 2 to Development Agreement dated as of October 15, 2019 pursuant to

which the City agreed to issue Bonds payable from Tax Increment in a principal amount sufficient to pay or reimburse the Developer for \$1,592,614 of costs of the Infrastructure Improvements. The City through the Amendments in the Development Agreements has already paid \$1,050,000 of the original \$2,642,614. The Developer has represented to the City that it has satisfied all preconditions to the issuance of such Bonds as set forth in the Development Agreement.

Refunding of the Series 2009A Bonds. The City issued \$2,000,000 Tax Increment Revenue Bonds, Series 2009A (Federal Courthouse/4th Avenue NW Project) (the “Series 2009A Bonds”), payable from Tax Increment, of which \$1,540,000 aggregate principal amount remains outstanding. Proceeds of the Series 2009A Bonds were used to undertake a survey of the historical and cultural resources in the District to assure preservation and enhancements in the redevelopment of the District; various improvements to the City’s West Bank Park including improved access, parking lot, fire protection, landscaping, and rehabilitation of facilities; the 4th Avenue NW Reconstruction Project consisting of a track crossing and rail signals, realignment and reconstruction of 4th Avenue NW, including land acquisition; improvements to the intersection with 3rd Street NW; the extension and looping of the City’s water main to connect 3rd Street NW to Central Avenue West and the Federal Courthouse; relocation of existing utilities; and cleanup as necessary of contaminated soils.

The Series 2009A Bonds with stated maturities on or after July 1, 2021 (the “Refunded Bonds”) are subject to redemption on and after July 1, 2020. For the purposes of reducing the interest cost on the Bonds, it is in the best interest of the City to issue its Series 2020 Bonds in order to refund the Bonds.

Resolution 10331. On February 18th, the City Commission adopted Resolution 10331, establishing the terms, conditions and documentation for a private, negotiated sale of up to \$3,700,000 in Tax Increment Bonds to D.A. Davidson & Company.

The City Manager and Finance Director along with Dorsey & Whitney, LLP, the City’s bond counsel, worked to establish the appropriate terms, conditions, and documentation for the sale of the Refunding Bonds established in Resolution 10331. The purchase price, redemption features, and interest rate on the Bonds were subjected to the following conditions and limitations:

- (1) the aggregate principal amount of the Bonds shall not exceed \$3,700,000.
- (2) the maximum true interest cost on the Series 2020 Bonds shall not exceed 4%
- (3) the purchase price of the Series 2020 Bonds shall not be less than 99% of the principal amount thereof, exclusive of original issue premium or discount; and
- (4) the final maturity of the Series 2020 Bonds shall not be later than 21 years from their date of issuance.

Resolution 10343 will determine the form and details, authorizing the sale and delivery for the payment for a private, negotiated sale of \$3,200,000 Tax Increment Urban Renewal and Refunding Bonds, Series 2020 to D.A. Davidson & Co.

On April 7, 2020 D.A. Davidson & Company and the City entered into a Bond Purchase Agreement, regarding the purchase and sale of the renewal and refunding bonds in the aggregate principal amount of \$3,200,000 at an aggregate purchase price of \$3,247,685.10. The net present value of debt service savings is \$144,405 or 9.59% of the principal amount of the Refunding Bonds. This is a considerable savings. The True Interest Cost of the bonds are 3.84%, which meets the condition set forth in

Resolution 10331 to not exceed 4%. The closing and delivery of the funds will take place April 28, 2020.

Fiscal Impact: The projected net present value savings for the Refunding of the Series 2009A Bonds is \$144,405. This will reduce the tax increment needed to pay the interest on the bonds. The issuance of the 2020 bonds will extend the West Bank Tax Increment District an additional six years, and the Development Agreement with West Bank, LLC will be satisfied.

Alternatives: The City Commission could choose not to approve Resolution 10343. The 2009A Bonds would not be refunded and the Development Agreement with West Bank, LLC would not be completed.

Concurrences: Representatives from Fiscal Services have been working with Bond Counsel and D.A. Davidson Company throughout the entire process.

Attachments/Exhibits: Resolution No. 10343

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Great Falls, Montana (the "City"), hereby certify that the attached resolution is a true copy of Resolution No. 10343, entitled: "RESOLUTION RELATING TO \$3,200,000 TAX INCREMENT URBAN RENEWAL REVENUE AND REFUNDING BONDS (WEST BANK URBAN RENEWAL DISTRICT), SERIES 2020; AUTHORIZING THE SALE AND PRESCRIBING THE FORMS AND TERMS THEREOF AND THE SECURITY THEREFOR" (the "Resolution"), on file in the original records of the City in my legal custody; that the Resolution was duly adopted by the City Commission of the City at a regular meeting on April 21, 2020, and that the meeting was duly held by the City Commission 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 Commission Members voted in favor thereof: _____; voted against the same: _____; abstained from voting thereon: _____; or were absent: _____.

WITNESS my hand officially this ____ day of April, 2020.

(SEAL)

City Clerk

RESOLUTION NO. 10343

RESOLUTION RELATING TO \$3,200,000 TAX INCREMENT
URBAN RENEWAL REVENUE AND REFUNDING BONDS
(WEST BANK URBAN RENEWAL DISTRICT), SERIES 2020;
AUTHORIZING THE SALE AND PRESCRIBING THE FORMS
AND TERMS THEREOF AND THE SECURITY THEREFOR

BE IT RESOLVED by the City Commission (the “Commission”) of the City of Great Falls, Montana (the “City”), as follows:

Section 1. Authorizations and Recitals.

1.01. Authorization. Under the provisions of Montana Code Annotated, Title 7, Chapter 15, Parts 42 and 43, as amended (the “Act”), the City is authorized to create urban renewal areas, prepare and adopt an urban renewal plan therefor and amendments thereto, undertake urban renewal projects therein, provide for the segregation and collection of tax increment with respect to property taxes collected in such areas, issue its bonds to pay the costs of such projects and to refund bonds previously issued under the Act and pledge to the repayment of the bonds the tax increment and other revenues derived from projects undertaken within the urban renewal area.

1.02. The District and the Urban Renewal Plan. Pursuant to the Act and Ordinance No. 2967 adopted on March 20, 2007, as amended by Ordinance No. 3027 adopted on December 16, 2008, Ordinance No. 3145 adopted on August 2, 2016 and Ordinance No. 3209 adopted on November 5, 2019 (the “Ordinance”), the City created the City of Great Falls West Bank Urban Renewal District (the “District”) as an urban renewal area and approved the West Bank Urban Renewal Plan for the District (the “Urban Renewal Plan”). The Urban Renewal Plan provides for the segregation and collection of tax increment with respect to the District. The District and the Urban Renewal Plan have been duly and validly created and adopted in accordance with the Act and are in full force and effect.

1.03. The West Bank Landing Project. Pursuant to the Act and the Ordinance, the City (i) designated and approved the West Bank Landing Project as an urban renewal project, consisting of a 12.5 acre, multi-phase, mixed-use commercial development in the District, including construction of a four story 127-room hotel and future sites for restaurants, office buildings, retail shops and residential condominiums, to be located at the West Bank Landing generally on the east side of 3rd Street NW, along and to the northeast of 4th Avenue NW (the “West Bank Landing Project”) and (ii) authorized the use of Tax Increment to pay or reimburse West Bank LLC (the “West Bank Developer”) for the costs of certain qualified improvements associated with the West Bank Landing Project, consisting of environmental remediation, removal of existing buildings, design, engineering and relocation of overhead power and telecom utilities, and design, engineering, construction and installation and extension of water, sanitary sewer and storm sewer utilities (collectively, the “Infrastructure Improvements”).

The City and the West Bank Developer entered into a Development Agreement, dated as of August 2, 2016, as amended and supplemented by Amendment No. 1 to Development Agreement dated as of October 1, 2018, Amendment No. 2 to Development Agreement dated as

of October 15, 2019, and Amendment No. 3 to the Development Agreement dated as of February 19, 2020 (collectively, the “West Bank Landing Development Agreement”), with respect to the West Bank Landing Project and the Infrastructure Improvements. The West Bank Developer has represented to the City that it has satisfied all preconditions for payment by the City of the costs of the Infrastructure Improvements. The City has heretofore paid the West Bank Developer for a portion of the costs of the Infrastructure Improvements out of Tax Increment funds on hand. The City Commission has determined that it is in the best interests of the City to finance the remaining portion of the costs of the Infrastructure Improvements in the amount of \$1,592,614.

1.04. Refunding of the Series 2009A Bonds. Pursuant to the Act and Resolution No. 9815 adopted by the Commission on October 20, 2009 (the “Original Resolution”), the City issued its \$2,000,000 Tax Increment Revenue Bonds, Series 2009A (Federal Courthouse/4th Avenue NW Project) (the “Series 2009A Bonds”), payable from Tax Increment, of which \$1,505,000 aggregate principal amount remains outstanding. Proceeds of the Series 2009A Bonds were used to undertake a survey of the historical and cultural resources in the District to assure preservation and enhancements in the redevelopment of the District; various improvements to the City’s West Bank Park including improved access, parking lot, fire protection, landscaping, and rehabilitation of facilities; the 4th Avenue NW Reconstruction Project consisting of a track crossing and rail signals, realignment and reconstruction of 4th Avenue NW, including land acquisition; improvements to the intersection with 3rd Street NW; the extension and looping of the City’s water main to connect 3rd Street NW to Central Avenue West and the Federal Courthouse; relocation of existing utilities; and cleanup as necessary of contaminated soils (collectively, the “2009 Project”). The Series 2009A Bonds with stated maturities on or after July 1, 2021 (the “Refunded Bonds”) are subject to redemption on and after July 1, 2020. The City Commission has determined that it is in the best interests of the City to refund the Series 2009A Bonds in order to achieve debt service savings with respect to the 2009 Project.

1.05. Authorization and Sale of Series 2020 Bonds. Pursuant to Resolution No. 10331 adopted February 18, 2020 (the “Parameters Resolution”), this Commission determined that it is in the best interests of the City to issue its Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020 (the “Series 2020 Bonds”), as authorized by Section 7-15-4301(1)(a) of the Act and the Resolution, for the purpose of financing the remaining costs of the Infrastructure Improvements, refunding the Refunded Bonds, funding a deposit to the Reserve Account and paying costs of issuance of the Series 2020 Bonds. The City has reserved the right under Sections 4.01, 4.02 and 4.03 of the Original Resolution to issue Additional Bonds for the purpose of providing funds to pay the costs of one or more Projects and refunding outstanding Bonds, which Additional Bonds shall be payable and secured ratably and equally and on a parity with Outstanding Bonds, upon compliance with the provisions of Section 4.01, 4.02 and 4.03 of the Original Resolution, as applicable.

Pursuant to the Parameters Resolution, this Commission authorized the negotiated sale of the Series 2020 Bonds to D.A. Davidson & Co., Great Falls, Montana (the “Original Purchaser”) and authorized the City Manager and the Fiscal Services Director to enter into the Bond Purchase Agreement, dated as of April 7, 2020, with the Original Purchaser (the “Bond Purchase Agreement”), pursuant to which the Original Purchaser agreed to purchase the Series 2020 Bonds at the aggregate purchase price of \$3,215,685.10 (representing the par amount of the

Series 2020 Bonds, less underwriter’s compensation of \$32,000.00 and plus a net original issue premium of \$47,685.10), in each case, subject to the terms and conditions of the Bond Purchase Agreement and the Resolution. The true interest cost of the Series 2020 Bonds is 3.838800%. The sale of the Series 2020 Bonds to the Original Purchaser is hereby ratified and confirmed.

1.06. Application of Series 2020 Bond Proceeds. Proceeds of the Series 2020 Bonds will be applied as follows:

Costs of Infrastructure Improvements	\$1,592,614.00
Escrow Account to Redeem Series 2009A Bonds	1,355,375.00
Deposit to Reserve Account	204,290.00
Costs of Issuance	63,406.10
Underwriter’s Discount	32,000.00
<hr/>	<hr/>
Total:	\$3,247,685.10

1.07. Estimate of Available Tax Increment. In 2012, the City issued its Tax Increment Urban Renewal Refunding Revenue Bonds, Series 2012 (West Bank Urban Renewal District) (the “Series 2012 Bonds”) in the aggregate principal amount of \$855,000. Upon the issuance of the Series 2020 Bonds, the payment to the West Bank Developer of the remaining costs of the Infrastructure Improvements and the refunding of the Series 2009A Bonds, there are no other obligations of the City in respect of the Tax Increment, other than the Series 2012 Bonds, the Series 2020 Bonds and amounts due pursuant to the Buffalo Crossing Development Agreement described below. Based on Tax Increment of \$574,686 received in Fiscal Year 2019 and projected Tax Increment of \$778,818 in Fiscal Year 2020, the City estimates that the Tax Increment to be received from the District will be at least \$780,000 per year. Accordingly, the estimated Tax Increment to be received from the District is expected to be sufficient to pay the maximum aggregate annual debt service on the Series 2012 Bonds, the Series 2020 Bonds and amounts due pursuant to the Buffalo Crossing Development Agreement.

Exhibit A hereto reflects the debt service payments on the Series 2012 Bonds and Series 2020 Bonds. The maximum aggregate annual debt service on the Series 2012 Bonds and the Series 2020 Bonds is \$263,925. Accordingly, the Tax Increment received in 2019 (\$574,686) was equal to at least 140% of the maximum Principal and Interest Requirements for any future calendar year (\$369,495) with respect to the Series 2012 Bonds and the Series 2020 Bonds.

The Tax Increment received by the City in Fiscal Year 2019 (\$574,686) and the Tax Increment estimated to be received in the next succeeding three Fiscal Years (\$780,000), is estimated to be equal to at least 140% of the maximum Principal and Interest Requirements for any future calendar year with respect to the Series 2012 Bonds and the Series 2020 Bonds. In estimating the Tax Increment to be received from the District in any future Fiscal Year, the City has assumed that, in accordance with the requirements of the Original Resolution: (1) 90% of the Taxes levied in the District will be collected in any Fiscal Year, (2) no Taxes delinquent in a prior Fiscal Year will be collected in any subsequent Fiscal Year, and (3) there will be no increase in the Tax Increment to be received in any future Fiscal Year resulting from projected inflation in property values or projected increases in Taxes.

On the date hereof, \$59,635 is on hand in the Reserve Account with respect to the Series 2012 Bonds. On the closing date, \$204,290 in proceeds of the Series 2020 Bonds will be deposited in the Reserve Account with respect to the Series 2020 Bonds. Following such deposit, the amount on hand in the Reserve Account (\$263,925) will be equal to the Reserve Requirement, taking into account the refunding of the Refunded Bonds and the issuance of the Series 2020 Bonds, as required by Section 4.01 of the Original Resolution.

Pursuant to a Development Agreement (the “Buffalo Crossing Development Agreement”) between the City and Ken Holman and Paula Gundermann, doing business as Holman Grain (“Holman Grain”), the City has agreed to reimburse Holman Grain for the costs of certain public improvements in connection with the development of a 3.19 acre mixed-use commercial development in the District. Such reimbursement obligation is payable in two phases and in an aggregate amount not to exceed \$350,600. Based on conversations with Holman Grain and pursuant to the Buffalo Crossing Development Agreement, the City expects to reimburse Holman Grain \$242,000 during Fiscal Year 2020 and \$108,600 during Fiscal Year 2021, in each case on a subordinate basis to the Series 2012 Bonds and Series 2020 Bonds.

1.08. Findings and Determinations. It is hereby found, determined and declared by this Commission as follows:

- (a) no persons were displaced from their housing by the 2009 Project or the Infrastructure Improvements;
- (b) the Plan, the 2009 Project and the Infrastructure Improvements conform to the comprehensive plan or parts thereof of the City as a whole;
- (c) the Plan, the 2009 Project and the Infrastructure Improvements afford maximum opportunity, consistent with the needs of the City as a whole, for the rehabilitation or redevelopment in the District by private enterprise;
- (d) a sound and adequate financial program exists for the financing of the Infrastructure Improvements and the refinancing of the Series 2009A Bonds, which program includes the City’s use of the proceeds of the Series 2020 Bonds;
- (e) the financing of the Infrastructure Improvements and the refinancing of the Series 2009A Bonds are in the best interests of the City;
- (f) the 2009 Project and the Infrastructure Improvements are authorized under the Plan and constitute and urban renewal projects within the meaning of the Act;
- (g) the estimated Tax Increment to be received by the City, as set forth in Section 1.07, and pledged to the payment of the Series 2020 Bonds will be sufficient to pay when due the Principal and Interest Requirements thereon and amounts due pursuant to the Buffalo Crossing Development Agreement;
- (h) it is in the best interests of the City to issue and sell the Series 2020 Bonds to finance the remaining costs of the Infrastructure Improvements and refinance the Series 2009A Bonds as provided in the Resolution; and

(i) the findings and determinations made by this Commission in the Ordinance are hereby ratified and confirmed.

All acts, conditions and things required by the Constitution and laws of the State, including the Act, in order to pledge the Tax Increment to the payment of the Series 2020 Bonds, to make the Series 2020 Bonds valid and binding special, limited obligations of the City in accordance with their terms and in accordance with the terms of the Resolution have been done, do exist, have happened and have been performed in regular and due form, time and manner as so required.

1.09. Defined Terms. Capitalized terms used herein but not otherwise defined shall have the meanings set forth in the Original Resolution. The Original Resolution, as amended and supplemented by Resolution No. 9843 adopted by the Commission on October 20, 2009, Resolution No. 9960 adopted by the Commission on February 21, 2012 and this Supplemental Resolution, are together referred to herein as the “Resolution.”

Section 2. Bond Terms, Execution and Delivery.

2.01. Term of Series 2020 Bonds. The Series 2020 Bonds are issued under Sections 4.01, 4.02 and 4.03 of the Original Resolution and shall be designated “Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020.” The Series 2020 Bonds shall be in denominations of \$5,000 or any integral multiple thereof of single maturities. The Series 2020 Bonds shall mature, subject to redemption as hereinafter provided, on July 1 in the years and amounts listed below, and the Series 2020 Bonds maturing in such years and amounts shall bear interest from date of original issue until paid or duly called for redemption (including mandatory sinking fund redemption as to the term bonds maturing in 2035 and 2040) at the rates shown opposite such years and amounts, as follows:

Year	Amount	Interest Rate	Year	Amount	Interest Rate
2020	\$180,000	3.000%	2027	\$ 110,000	3.000%
2021	85,000	3.000	2028	110,000	4.000
2022	90,000	3.000	2029	115,000	3.750
2023	95,000	3.000	2030	115,000	3.750
2024	95,000	3.000	2035*	840,000	4.000
2025	100,000	3.000	2040*	1,160,000	4.000
2026	105,000	3.000			

*Term Bonds subject to mandatory sinking fund redemption as set forth in Section 2.07 below.

Interest shall be calculated on the basis of a 360-day year composed of twelve 30-day months.

2.02. Registered Form, Interest Payment Dates. The Series 2020 Bonds shall be issuable only in fully registered form, and the ownership of the Series 2020 Bonds shall be transferred

only upon the Bond Register. The interest on the Series 2020 Bonds shall be payable on January 1 and July 1 in each year, commencing July 1, 2020. Interest on the Series 2020 Bonds shall be payable to the Owners thereof as of the close of business on the 15th day of the month immediately preceding each Interest Payment Date, whether or not such day is a Business Day. Interest on and, upon presentation and surrender thereof, principal of each Series 2020 Bond shall be payable by check or draft issued by the Registrar described herein.

2.03. Dated Date. Each Series 2020 Bond shall be dated, as originally issued, as of April 28, 2020, and upon authentication of any Series 2020 Bond the Registrar shall indicate thereon the date of such authentication.

2.04. Registration. The City shall appoint, and shall maintain, a bond registrar, transfer agent and paying agent (the “Registrar”). This Section 2.04 shall establish a system of registration for the Series 2020 Bonds as defined in the Model Public Obligations Registration Act of Montana. The effect of registration and the rights and duties of the City and the Registrar with respect thereto shall be as follows:

(a) Bond Register. The Registrar shall keep at its principal office a Bond Register in which the Registrar shall provide for the registration of ownership of Series 2020 Bonds and the registration of transfers and exchanges of Series 2020 Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Series 2020 Bonds. Upon surrender to the Registrar for transfer of any Series 2020 Bond duly endorsed by the Owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the Owner thereof or by an attorney duly authorized by the Owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Series 2020 Bonds of the same series and a like aggregate principal amount, interest rate and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of transfer of any Series 2020 Bond or portion thereof selected or called for redemption.

(c) Exchange of Series 2020 Bonds. Whenever any Series 2020 Bond is surrendered by the Owner for exchange, the Registrar shall authenticate and deliver one or more new Series 2020 Bonds of the same series and a like aggregate principal amount, interest rate and maturity, as requested by the Owner or the Owner’s attorney in writing.

(d) Cancellation. All Series 2020 Bonds surrendered upon any transfer or exchange shall be promptly cancelled by the Registrar and thereafter disposed of as directed by the City.

(e) Improper or Unauthorized Transfer. When any Series 2020 Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Series 2020 Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The City and the Registrar may treat the Person in whose name any Series 2020 Bond is at any time registered in the Bond Register as the absolute

owner of such Series 2020 Bond, whether such Series 2020 Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of, premium, if any, and interest on such Series 2020 Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability of the City upon such Series 2020 Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Series 2020 Bonds (except for an exchange upon a partial redemption of a Series 2020 Bond), the Registrar may impose a charge upon the Owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Series 2020 Bonds. In case any Series 2020 Bond shall become mutilated or be lost, stolen or destroyed, the Registrar shall deliver a new Series 2020 Bond of the same series and a like aggregate principal amount, interest rate and maturity in exchange and substitution for and upon cancellation of any such mutilated Series 2020 Bond or in lieu of and in substitution for any such Series 2020 Bond lost, stolen or destroyed, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Series 2020 Bond lost, stolen or destroyed, upon filing with the Registrar of evidence satisfactory to it that such Series 2020 Bond was lost, stolen or destroyed, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the City and the Registrar shall be named as obligees. All Series 2020 Bonds so surrendered to the Registrar shall be cancelled by it and evidence of such cancellation shall be given to the City. If the mutilated, lost, stolen or destroyed Series 2020 Bond has already matured or such Series 2020 Bond has been called for redemption in accordance with its terms, it shall not be necessary to issue a new Series 2020 Bond prior to payment.

2.05. Appointment of Initial Registrar. The City hereby appoints U.S. Bank National Association, of Salt Lake City, Utah, to act as the Registrar. The City reserves the right to appoint a successor Registrar, but the City agrees to pay the reasonable and customary charges of the Registrar for the services performed. Upon merger or consolidation of a bank or trust company that is acting as the Registrar, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The City reserves the right to remove any Registrar upon 30 days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Series 2020 Bonds in its possession as Registrar to the successor Registrar and shall deliver the Bond Register to the successor Registrar.

2.06. Redemption.

(a) Optional Redemption. The Series 2020 Bonds with Stated Maturities in the years 2020 through 2030 are not subject to redemption prior to their Stated Maturities. The Series 2020 Bonds with Stated Maturities on or after July 1, 2035 are subject to redemption on July 1, 2030 and any date thereafter, at the option of the City, in whole or in part, and if in part from such Stated Maturities and in such principal amounts as the City may designate in writing to the Registrar (or, if no designation is made, in inverse order of maturities) and within a maturity in \$5,000 principal amounts selected by the Registrar by lot or other manner as directed by the City,

at a Redemption Price equal to the principal amount thereof and interest accrued to the Redemption Date, without premium.

The Redemption Date and the principal amount of the Series 2020 Bonds to be redeemed pursuant to this Section 2.07 shall be fixed by the Fiscal Services Director who shall give notice thereof to the Registrar at least 35 days prior to the Redemption Date or such lesser period as the Registrar accepts. The Registrar, at least 30 days prior to the designated Redemption Date, shall cause notice of redemption to be given, by first class mail or by other means required by the securities depository, to the Owners of each Series 2020 Bond to be redeemed at their addresses as they appear on the Bond Register, but no defect in or failure to give such notice shall affect the validity of proceedings for the redemption of any Series 2020 Bond not affected by such defect or failure. The notice of redemption shall specify the Redemption Date, Redemption Price, the numbers, interest rates, CUSIP numbers and maturity dates of the Series 2020 Bonds to be redeemed and the place at which the Series 2020 Bonds are to be surrendered for payment, which is the principal office of the Registrar. Official notice of redemption having been given as aforesaid, the Series 2020 Bonds or portions thereof to be redeemed shall, on the Redemption Date, become due and payable at the Redemption Price therein specified and, from and after such date (unless the City shall default in the payment of the Redemption Price), such Series 2020 Bonds or portions thereof shall cease to bear interest.

2.07. Mandatory Sinking Fund Redemption. The Series 2020 Bonds having Stated Maturities in 2035 and 2040 are subject to mandatory sinking fund redemption on July 1 in the respective years and the respective principal amounts set forth below in \$5,000 principal amounts selected by the Registrar, by lot or other manner it deems fair, at a Redemption Price equal to the principal amount thereof to be redeemed plus interest accrued to the Redemption Date:

2035 Term Bond		2040 Term Bond	
	Sinking Fund Payment		Sinking Fund Payment
July 1	Amount	July 1	Amount
2031	\$120,000	2036	\$215,000
2032	125,000	2037	225,000
2033	190,000	2038	230,000
2034	200,000	2039	240,000
2035*	205,000	2040*	250,000

*Stated Maturity.

If the Term Bonds having Stated Maturities in 2035 and 2040 are not previously purchased by the City in the open market or prepaid, \$205,000 in principal amount of such Term Bonds would remain to mature in 2035 and \$250,000 in principal amount of such Term Bonds would remain to mature in 2040, respectively. The principal amount of such Term Bonds required to be redeemed on the above Sinking Fund Payment Dates shall be reduced by the principal amount of such Term Bonds theretofore redeemed at the option of the City and as to which the City has not previously applied amounts to reduce the principal amount of such Term Bonds on a Sinking Fund Payment Date.

2.08. Execution and Delivery. The Series 2020 Bonds shall be forthwith prepared for execution under the direction of the City Manager and the Fiscal Services Director and shall be executed on behalf of the City by the signatures of the Mayor, the City Manager, the Fiscal Services Director and the City Clerk, provided that said signatures may be printed, engraved or lithographed facsimiles thereof. The seal of the City need not be imprinted on or affixed to any Series 2020 Bond. In case any officer whose signature or a facsimile of whose signature shall appear on the Series 2020 Bonds shall cease to be such officer before the delivery thereof, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Series 2020 Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under the Resolution unless and until a certificate of authentication on such Series 2020 Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Series 2020 Bonds need not be signed by the same representative. The executed certificate of authentication on each Series 2020 Bond shall be conclusive evidence that it has been authenticated and delivered under the Resolution. When the Series 2020 Bonds have been fully executed and authenticated, they shall be delivered by the Registrar to the Original Purchaser upon payment of the purchase price in accordance with the Bond Purchase Agreement, and the Original Purchaser shall not be obligated to see to the application of the purchase price.

2.09. Securities Depository for the Series 2020 Bonds.

(a) For purposes of this Section 2.09, the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Series 2020 Bond of which DTC (as hereinafter defined) or its nominee is the Owner, the Person (or subrogee of the Person) recorded as the beneficial owner of such Series 2020 Bond on the records of the Participant (as hereinafter defined) in whose name DTC holds such Series 2020 Bond.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Series 2020 Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Series 2020 Bonds as securities depository.

“Representation Letter” shall mean the Blanket Issuer Letter of Representations pursuant to which the City agrees to comply with DTC’s Operational Arrangements.

(b) The Series 2020 Bonds shall be initially issued as separately authenticated fully registered Series 2020 Bonds, and one Series 2020 Bond shall be issued in the principal amount of each Stated Maturity of the Series 2020 Bonds. Upon initial issuance, the ownership of all Series 2020 Bonds shall be registered in the Bond Register in the name of Cede & Co., as nominee of DTC. The Registrar and the City may treat DTC (or its nominee) as the sole and exclusive Owner of the Series 2020 Bonds registered in its name for the purposes of payment of

the principal of or interest on the Series 2020 Bonds, selecting the Series 2020 Bonds or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to Owners of Series 2020 Bonds under the Resolution, registering the transfer of Series 2020 Bonds, and for all other purposes whatsoever; and neither the Registrar nor the City shall be affected by any notice to the contrary. Neither the Registrar nor the City shall have any responsibility or obligation to any Participant, any Person claiming a beneficial ownership interest in the Series 2020 Bonds under or through DTC or any Participant, or any other Person which is not shown on the Bond Register as being an Owner, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Series 2020 Bonds, with respect to any notice which is permitted or required to be given to Owners under the Resolution, with respect to the selection by DTC or any Participant of any Person to receive payment in the event of a partial redemption of the Series 2020 Bonds, or with respect to any consent given or other action taken by DTC as Owner of the Series 2020 Bonds. So long as any Series 2020 Bond is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Series 2020 Bond, and shall give all notices with respect to such Series 2020 Bond, only to Cede & Co. in accordance with the Representation Letter, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to the principal of and interest on the Series 2020 Bonds to the extent of the sum or sums so paid. Unless the services of DTC as securities depository with respect to the Series 2020 Bonds are terminated as provided in subsection (c) hereof, no Person other than DTC shall receive an authenticated Series 2020 Bond for each separate stated maturity evidencing the obligation of the City to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Series 2020 Bonds will be transferable to such new nominee in accordance with subsection (e) hereof.

(c) In the event the City determines to discontinue the book-entry-only system for the Series 2020 Bonds, the City may notify DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Series 2020 Bonds in the form of certificates. In such event, the Series 2020 Bonds will be transferable in accordance with subsection (e) hereof. DTC may determine to discontinue providing its services with respect to the Series 2020 Bonds at any time by giving notice to the City and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Series 2020 Bonds will be transferable in accordance with subsection (e) hereof.

(d) The Representation Letter sets forth certain matters with respect to, among other things, notices, consents and approvals by Owners and Beneficial Owners and payments on the Series 2020 Bonds. The Registrar shall have the same rights with respect to its actions thereunder as it has with respect to its actions under the Resolution.

(e) In the event that any transfer or exchange of Series 2020 Bonds is permitted under subsection (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the Series 2020 Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of the Resolution. In the event Series 2020 Bonds in the form of certificates are issued to Owners other than Cede & Co., its successor as nominee for DTC as Owner of all the Series 2020 Bonds, or another securities

depository as Owner of all the Series 2020 Bonds, the provisions of the Resolution shall also apply to all matters relating thereto, including, without limitation, the preparation of such Series 2020 Bonds in the form of Series 2020 Bond certificates and the method of payment of principal of and interest on such Series 2020 Bonds in the form of Series 2020 Bond certificates.

2.10. Form of Series 2020 Bonds. The Series 2020 Bonds shall be prepared in substantially the form set forth in Exhibit B attached hereto and by this reference made a part hereof.

2.11. Application of Proceeds of Series 2020 Bonds. Simultaneously with the delivery of the Series 2020 Bonds, the Fiscal Services Director shall cause the proceeds of the Series 2020 Bonds to be deposited as follows:

(i) Deposit \$1,355,375.00 in the Escrow Account for the redemption and prepayment of the Refunded Bonds as set forth in the Escrow Agreement;

(ii) Deposit \$204,290.00 in the Reserve Account in order to cause the balance therein to equal the Reserve Requirement giving effect to the issuance of the Series 2020 Bonds. As described in Section 1.07 hereof, on the closing date, the amount on deposit in the Reserve Account will equal the Reserve Requirement with respect to the Series 2020 Bonds and the outstanding Series 2012 Bonds; and

(iii) Deposit \$1,656,020.10 in the Construction Account to be used to pay the remaining costs of the Infrastructure Improvements (\$1,592,614.00) and costs of issuance of the Series 2020 Bonds (\$63,406.10).

2.12. Redemption of the Refunded Bonds. Simultaneously with the delivery of the Series 2020 Bonds, the Fiscal Services Director shall cause to be deposited in the Escrow Account established with the Escrow Agent under the Escrow Agreement, \$1,546,905.00 (representing a sum equal to amounts on hand in the City's debt service account for the Series 2009A Bonds (\$35,000.00), amounts on hand in the City's debt service reserve account for the Series 2009A Bonds (\$156,530.00) and proceeds of the Series 2020 Bonds (\$1,355,375.00)), for the redemption and prepayment of the Refunded Bonds, all as set forth in the Escrow Agreement between the City and U.S. Bank National Association (the "Escrow Agreement"). The Fiscal Services Director shall cause the amount so deposited to be invested in general obligations of the United States or securities of United States agencies which are authorized by law to be so deposited, maturing on the dates and bearing interest at the rates required to provide funds together with the beginning cash balance sufficient to refund the Refunded Bonds. The Escrow Account and all investments thereof shall be held in safekeeping by said Escrow Agent, and said account and all income therefrom are irrevocably appropriated for the purposes stated in this Section 2.13. The City Manager and the Fiscal Services Director are hereby authorized to enter into the Escrow Agreement substantially in the form which has been presented to this Commission attached hereto as Exhibit C, with such additions thereto or deletions therefrom as are necessary or appropriate. The Refunded Bonds are hereby called for redemption on July 1, 2020.

Section 3. Continuing Disclosure. The Commission hereby approves the Continuing Disclosure Undertaking of the City substantially in the form of the attached Exhibit D and authorizes the City Manager and the Fiscal Services Director, or in the absence or unavailability of either, the Deputy City Manager, to execute and deliver on behalf of the City contemporaneously with the date of issuance and delivery of the Series 2020 Bonds the Continuing Disclosure Undertaking, with such changes as may be necessary or appropriate. The signatures of any two authorized officials of the City are adequate to cause the Continuing Disclosure Undertaking to be binding and enforceable on the City.

Section 4. Tax Covenants and Certifications.

4.01. Use of 2009 Project and Infrastructure Improvements. The City shall not enter into any lease, use or other agreement or arrangement with any non-governmental Person relating to the use of the 2009 Project or the Infrastructure Improvements or security for the payment of the Series 2020 Bonds which might cause the Series 2020 Bonds to be considered “private activity bonds” or “private loan bonds” within the meaning of Section 141 the Code. No “impermissible agreement” as defined in Section 1.141-4(e)(4)(ii) of the Regulations, has been or will be entered into by the City in respect of the Tax Increment or otherwise to secure the Series 2020 Bonds.

4.02. General Covenant. The City covenants and agrees with the Owners from time to time of the Series 2020 Bonds that it will not take or permit to be taken by any of its officers, employees or agents any action which would cause the interest on the Series 2020 Bonds to become includable in gross income for federal income tax purposes under the Code and applicable Regulations, and covenants to take any and all actions within its powers to ensure that the interest on the Series 2020 Bonds will not become includable in gross income for federal income tax purposes under the Code and the Regulations.

4.03. Arbitrage Certification. The Mayor, City Manager, Fiscal Services Director and City Clerk, being the officers of the City charged with the responsibility for issuing the Series 2020 Bonds pursuant to the Resolution, are authorized and directed to execute and deliver to the Original Purchaser a certificate in accordance with the provisions of Section 148 of the Code, and Section 1.148-2(b) of the Regulations, stating that on the basis of facts, estimates and circumstances in existence on the date of issue and delivery of the Series 2020 Bonds, it is reasonably expected that the proceeds of the Series 2020 Bonds will not be used in a manner that would cause the Series 2020 Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code and the Regulations.

4.04. Arbitrage Rebate. The City acknowledges that the Series 2020 Bonds are subject to the rebate requirements of Section 148(f) of the Code. The City covenants and agrees to retain such records, make such determinations, file such reports and documents and pay such amounts at such times as are required under said Section 148(f) and applicable Regulations to preserve the exclusion of interest on the Series 2020 Bonds from gross income for federal income tax purposes, unless the Series 2020 Bonds qualify for the exception from the rebate requirement under Section 148(f)(4)(B) of the Code and no “gross proceeds” of the Series 2020 Bonds (other than amounts constituting a “bona fide debt service fund”) arise during or after the expenditure of the original proceeds thereof. In furtherance of the foregoing, the Fiscal Services Director is hereby authorized and directed to execute a Rebate Certificate, substantially in the form to be

prepared by Bond Counsel, and the City hereby covenants and agrees to observe and perform the covenants and agreements contained therein, unless amended or terminated in accordance with the provisions thereof.

4.05. Information Reporting. The City shall file with the Secretary of the Treasury, not later than August 15, 2020, a statement concerning the Series 2020 Bonds containing the information required by Section 149(e) of the Code.

4.06. “Qualified Tax-Exempt Obligations.” Pursuant to Section 265(b)(3)(B)(ii) of the Code, the City hereby designates the Series 2020 Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code. The City has not designated any obligations in 2020, other than the Series 2020 Bonds, under Section 265(b)(3). The City hereby represents that it does not anticipate that obligations bearing interest not includable in gross income for purposes of federal income taxation under Section 103 of the Code (including refunding obligations as provided in Section 265(b)(3) of the Code and including “qualified 501(c)(3) bonds” but excluding other “private activity bonds,” as defined in Sections 141(a) and 145(a) of the Code) will be issued by or on behalf of the City and all “subordinate entities” of the City in 2020 in an amount greater than \$10,000,000.

Section 5. Repeals and Effective Date.

5.01. Repeal. All provisions of other resolutions and other actions and proceedings of the City and this Commission that are in any way inconsistent with the terms and provisions of the Resolution are repealed, amended and rescinded to the full extent necessary to give full force and effect to the provisions of the Resolution.

5.02. Effective Date. This Resolution shall take effect immediately upon its passage and adoption by this Commission.

PASSED AND ADOPTED by the City Commission of the City of Great Falls, Montana,
this 21st day of April, 2020.

Bob Kelly, Mayor

Attest:

Lisa Kunz, City Clerk

APPROVED FOR LEGAL CONTENT:

Sara R. Sexe, City Attorney

EXHIBIT A

Aggregate Debt Service Schedule

AGGREGATE DEBT SERVICE

**CITY OF GREAT FALLS, MONTANA
TAX INCREMENT URBAN RENEWAL REVENUE AND REFUNDING BONDS, SERIES 2020
(WEST BANK URBAN RENEWAL DISTRICT)
Current Refunding of Outstanding 2009A Bonds & New Money
Assumes Non-Rated, BQ, 2040 Maturity, 7/1/30 Par Call
FINAL PRICING**

Period Ending	2009A Current Refunding	New Money	2012 Bonds	Aggregate Debt Service
07/01/2020	89,550.63	111,243.75	62,355.00	263,149.38
07/01/2021	92,175.00	106,250.00	61,235.00	259,660.00
07/01/2022	95,975.00	104,900.00	60,035.00	260,910.00
07/01/2023	94,625.00	108,550.00	58,755.00	261,930.00
07/01/2024	93,275.00	107,050.00	62,415.00	262,740.00
07/01/2025	91,925.00	110,550.00	60,862.50	263,337.50
07/01/2026	90,575.00	113,900.00	59,265.00	263,740.00
07/01/2027	94,225.00	112,100.00	57,600.00	263,925.00
07/01/2028	92,725.00	110,300.00	60,800.00	263,825.00
07/01/2029	95,725.00	107,900.00	58,800.00	262,425.00
07/01/2030	93,662.50	105,650.00	61,800.00	261,112.50
07/01/2031	91,600.00	108,400.00	59,600.00	259,600.00
07/01/2032	89,400.00	110,800.00	62,400.00	262,600.00
07/01/2033	122,200.00	138,000.00		260,200.00
07/01/2034	118,600.00	144,000.00		262,600.00
07/01/2035	120,000.00	139,600.00		259,600.00
07/01/2036	121,200.00	140,200.00		261,400.00
07/01/2037	117,200.00	145,600.00		262,800.00
07/01/2038	118,200.00	140,600.00		258,800.00
07/01/2039	119,000.00	140,600.00		259,600.00
07/01/2040	119,600.00	140,400.00		260,000.00
	2,161,438.13	2,546,593.75	785,922.50	5,493,954.38

EXHIBIT B

[Form of Series 2020 Bond]

UNITED STATES OF AMERICA
STATE OF MONTANA
COUNTY OF CASCADE

CITY OF GREAT FALLS, MONTANA

TAX INCREMENT URBAN RENEWAL REVENUE AND REFUNDING BONDS
(WEST BANK URBAN RENEWAL DISTRICT), SERIES 2020

No. _____ \$ _____

<u>Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
%	July 1,	April 28, 2020	390466

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: DOLLARS AND NO/100

FOR VALUE RECEIVED, THE CITY OF GREAT FALLS, CASCADE COUNTY, STATE OF MONTANA (the "City"), acknowledges itself to be specially indebted and hereby promises to pay to the registered owner named above or registered assigns the principal amount specified above on the maturity date specified above or, if this Bond is prepayable as stated below, on an earlier date on which this Bond shall have been duly called for redemption, with interest hereon from the date of original issue hereof, or such later date to which interest hereon has been paid or duly provided for, until the principal amount is paid or until this Bond, if redeemable, has been duly called for redemption, at the annual rate specified above. Principal of this Bond is payable upon presentation and surrender hereof to U.S. Bank National Association, Salt Lake City, Utah, as registrar, transfer agent and paying agent (the "Registrar") at its operations center in St. Paul, Minnesota. The interest on this Bond shall be payable on January 1 and July 1 in each year, commencing July 1, 2020. Interest on the Series 2020 Bonds shall be payable to the owners of record thereof as such appear on the Bond Register as of the close of business on the 15th day of the month immediately preceding each interest payment date, whether or not such day is a Business Day. Interest on, and upon presentation and surrender thereof, the principal of each Bond shall be payable by check or draft issued by the Registrar.

The principal of and interest on this Bond are payable in lawful money of the United States of America. Interest shall be calculated on the basis of a 360-day year composed of twelve 30-day months.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the City.

This Bond is one of a duly authorized issue of Bonds of the City designated as “Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020” (collectively, the “Bonds”), issued and to be issued in one or more series under, and all equally and ratably secured by Resolution No. 9815, adopted by the Commission on October 20, 2009 (the “Original Resolution”), as amended by Resolution Nos. 9843, 9960 and 10343, adopted by the Commission on October 20, 2009, February 21, 2012 and April 21, 2020, respectively (as amended or supplemented in accordance with the provisions thereof, the “Resolution”), to which Resolution, copies of which are on file with the City, reference is hereby made for a description of the nature and extent of the security, the respective rights thereunder of the Owners of the Bonds and the City and the terms upon which the Bonds are to be issued and delivered. This Bond is one of the series specified in its title, issued in the aggregate principal amount of \$3,200,000 (the “Series 2020 Bonds”), all of like date of original issue and tenor except as to serial number, denomination, date, interest rate, maturity date and redemption privilege. The Series 2020 Bonds are issued by the City to (i) finance a portion of the costs of an urban renewal project (as defined in the Act) within the City’s West Bank Urban Renewal District (the “District”), (ii) refund the Tax Increment Urban Renewal Revenue Bonds, Series 2009A maturing on and after July 1, 2020, (iii) fund a deposit to the Reserve Account for the Series 2020 Bonds and (iv) pay costs of issuance of the Series 2020 Bonds. The Series 2020 Bonds are payable and secured ratably and equally and on a parity with the City’s Tax Increment Urban Renewal Refunding Revenue Bonds, Series 2012 (West Bank Urban Renewal District) (the “Series 2012 Bonds”) and any Additional Bonds hereafter issued pursuant to the Resolution. Capitalized terms used herein but not otherwise defined shall have the respective meanings given such terms in the Resolution.

The Series 2020 Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State of Montana, particularly Montana Code Annotated, Title 7, Chapter 15, Parts 42 and 43, as amended (the “Act”), and pursuant to the Resolution. The Bonds are payable solely and ratably from Tax Increment received by the City resulting from the extension of ad valorem taxes levied by certain Taxing Bodies against the incremental taxable value of taxable property within the District pursuant to the Act, except that under certain conditions as described in the Resolution, the Bonds may be payable from replacement revenues, if any, provided in the event of the abolition or substantial elimination of property taxation in Montana.

The Bonds are not general obligations of the City and the City’s general credit and taxing powers are not pledged to the payment of the Bonds or the interest thereon. The Bonds shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory limitations.

The Series 2020 Bonds with Stated Maturities in the years 2020 through 2030 are not subject to redemption prior to their Stated Maturities. The Series 2020 Bonds with Stated Maturities in 2035 and thereafter are subject to redemption on July 1, 2030 and any date thereafter,

at the option of the City, in whole or in part, and if in part from such Stated Maturities and in such principal amounts as the City may designate in writing to the Registrar (or, if no designation is made, in inverse order of maturities and within a maturity in \$5,000 principal amounts selected by the Registrar by lot or other manner it deems fair), at a Redemption Price equal to the principal amount thereof and interest accrued to the Redemption Date, without premium.

The Series 2020 Bonds having Stated Maturities in 2035 and 2040 are subject to mandatory sinking fund redemption on July 1 in the respective years and the respective principal amounts set forth below in \$5,000 principal amounts selected by the Registrar, by lot or other manner it deems fair, at a Redemption Price equal to the principal amount thereof to be redeemed plus interest accrued to the Redemption Date:

2035 Term Bond		2040 Term Bond	
July 1	Sinking Fund Payment Amount	July 1	Sinking Fund Payment Amount
2031	\$120,000	2036	\$215,000
2032	125,000	2037	225,000
2033	190,000	2038	230,000
2034	200,000	2039	240,000
2035*	205,000	2040*	250,000

*Stated Maturity.

If the Term Bonds having Stated Maturities in 2035 and 2040 are not previously purchased by the City in the open market or prepaid, \$205,000 in principal amount of such Term Bonds would remain to mature in 2035 and \$250,000 in principal amount of such Term Bonds would remain to mature in 2040, respectively. The principal amount of such Term Bonds required to be redeemed on the above Sinking Fund Payment Dates shall be reduced by the principal amount of such Term Bonds theretofore redeemed at the option of the City and as to which the City has not previously applied amounts to reduce the principal amount of such Term Bonds on a Sinking Fund Payment Date.

As provided in the Resolution and subject to certain limitations set forth therein, this Series 2020 Bond is transferable upon the books of the City at the principal office of the Registrar, by the registered owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his attorney; and may also be surrendered in exchange for Series 2020 Bonds of other authorized denominations. Upon any such transfer or exchange, the City will cause a new Series 2020 Bond or Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The City and the Registrar may deem and treat the Person in whose name this Bond is registered as the absolute owner hereof, whether this Bond is overdue or not, for the purpose of

receiving payment and for all other purposes, and neither the City nor the Registrar shall be affected by any notice to the contrary.

The Series 2020 Bonds have been designated by City as “qualified tax-exempt obligations” pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required by the Constitution and laws of the State of Montana and ordinances and resolutions of the City to be done, to exist, to happen and to be performed in order to make this Series 2020 Bond a valid and binding special, limited obligation of the City in accordance with its terms have been done, do exist, have happened and have been performed as so required; that this Series 2020 Bond has been issued by the City in connection with an urban renewal project (as defined in the Act); that the City, in and by the Resolution, has validly made and entered into covenants and agreements with and for the benefit of the Owners from time to time of all Bonds issued thereunder, including covenants that it will pledge, appropriate and credit the Tax Increment to the Tax Increment Debt Service Account of the City; that Additional Bonds may be issued and made payable from the Tax Increment Debt Service Account on a parity with the Series 2012 Bonds and the Series 2020 Bonds upon certain conditions set forth in the Resolution, but no obligation will be otherwise incurred and made payable from the Tax Increment, unless the lien thereof shall be expressly made subordinate to the lien of the Series 2012 Bonds and the Series 2020 Bonds on the Tax Increment; that all provisions for the security of the Owners of the Bonds as set forth in the Resolution will be punctually and faithfully performed as therein stipulated; and that the issuance of the Series 2020 Bonds does not cause the obligations of the City to exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been executed by the Registrar by the manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Great Falls, Montana, by its City Commission, has caused this Bond to be executed by the facsimile signatures of the Mayor, the City Manager, the Fiscal Services Director and the City Clerk, and by a printed facsimile of the official seal of the City.

CITY OF GREAT FALLS, MONTANA

(Facsimile Signature)
MAYOR

(Facsimile Signature)
CITY MANAGER

(Facsimile Seal)

(Facsimile Signature)
FISCAL SERVICES DIRECTOR

(Facsimile Signature)
CITY CLERK

Dated:

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds delivered pursuant to the Resolution mentioned herein.

U.S. BANK NATIONAL ASSOCIATION,
as Registrar, Transfer Agent, and
Paying Agent

By _____
Authorized Signature

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants
in common

UTMA.....Custodian.....
(Cust) (Minor)

TEN ENT -- as tenants
by the entireties

under Uniform Gifts to

JT TEN -- as joint tenants
with right of
survivorship and
not as tenants in
common

Minor Act.....
(State)

_____ abbreviations may also be used.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

PLEASE INSERT SOCIAL SECURITY
OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE:

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration, enlargement or any change whatsoever.

SIGNATURE GUARANTEED

Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Registrar, which requirements include membership or participation in STAMP or such other "signature guaranty program" as may be determined by the Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

EXHIBIT C

FORM OF ESCROW AGREEMENT

THIS ESCROW AGREEMENT (this “Agreement”) is made and executed between the City of Great Falls, Montana (the “City”), and U.S. Bank National Association, in Salt Lake City, Utah (the “Agent”). The parties hereto recite and, in consideration of the mutual covenants and payments referred to and contained herein, covenant and agree as follows:

1. The City, in accordance with a resolution of its City Commission adopted on April 21, 2020 (the “Bond Resolution”), sold its Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020, dated, as originally issued, as of the date hereof, in the aggregate principal amount of \$3,200,000 (the “Series 2020 Bonds”) and has directed that (\$1,355,375 of the net proceeds of the Series 2020 Bonds be deposited in the Escrow Account for the purpose of providing funds for the refunding, paying and redeeming of the City’s Tax Increment Urban Renewal Revenue Bonds, Series 2009A (West Bank Urban Renewal District), dated, as originally issued, as of July 30, 2009 (the “Series 2009A Bonds”), with stated maturities in 2021 and thereafter, and outstanding in the aggregate principal amount of \$1,505,000 (the “Refunded Bonds”). In addition, the City has appropriated \$35,000 of the funds in the debt service account for the Series 2009A Bonds and \$156,530 of the funds in the debt service reserve account for the Series 2009A Bonds for deposit to the Escrow Account.

2. The Agent acknowledges receipt of the cash described in Section 1 hereof and agrees that it will invest such cash in certificates of deposit meeting the requirements of Section 1.148-5(d)(6)(ii) of the Treasury Regulations (*i.e.*, such certificates of deposit will have a fixed interest rate, a fixed payment schedule, and a substantial penalty for early withdrawal, and the yield on such certificates of deposit will not be less than the yield on reasonably comparable direct obligations of the United States and will not be less than the highest yield that is published or posted by the provider to be currently available from the provider on reasonably comparable certificates of deposit offered to the public) and maturing no later than June 30, 2020. Such cash and certificates of deposit shall be held in a special segregated escrow account in the name of the City (the “Escrow Account”). The Escrow Agent will collect and receive on behalf of the City all payments of principal and interest on certificates of deposit and will remit from the Escrow Account to the paying agent of the Series 2009 Bonds the funds required for the payment of principal of and interest on the Refunded Bonds as shown on the attached Exhibit A (which is hereby incorporated herein and made a part hereof).

The Agent shall, not less than 30 days prior to July 1, 2020, provide notice of the redemption of the Refunded Bonds with stated maturities in the year 2021 and thereafter (in the form of Exhibit B hereto (which is incorporated herein and made a part hereof)), by first class mail, or by other means required by The Depository Trust Company, of New York, New York (“DTC”), to the registered owners of such Refunded Bonds at their addresses as they appear on the Bond Register.

After provision for payment of all Refunded Bonds with interest accrued thereon, the Agent will remit any remaining funds in the Escrow Account to the City, which will hold said cash in the Tax Increment Debt Service Account for the Series 2020 Bonds.

3. The City represents, based on a certification from D.A. Davidson & Co., the underwriter for the Series 2020 Bonds, that the amount to be deposited by the City pursuant to this Agreement into the Escrow Account (i.e., \$1,546,905), is sufficient to pay the redemption price of the Refunded Bonds on July 1, 2020, as described in Exhibit A hereto, including all interest accrued thereon.

4. The City acknowledges that regulations of the Comptroller of the Currency grant the City the right to receive brokerage confirmations of the security transactions as they occur. The City specifically waives such notification to the extent permitted by law and will receive periodic cash transaction statements from the Agent which will detail all investment transactions.

5. In order to ensure continuing compliance with Section 148 of the Code and applicable Treasury Regulations, the Agent agrees that it will not reinvest any cash received upon maturity of the certificates of deposit held in the Escrow Account without the City's prior written consent following consultation with bond counsel.

6. The Agent also acknowledges receipt of a sum described in a letter agreement between the City and the Agent, as and for full compensation for all services to be performed by it as Agent under this Agreement, and the Agent expressly waives any lien upon or claim against the moneys and investments in the Escrow Account.

7. If at any time it shall appear to the Agent that the money in the Escrow Account will not be sufficient to make any payment due to the owners of any of the Refunded Bonds, the Agent shall immediately notify the City. Upon receipt of such notice, the City shall forthwith transmit to the Agent for deposit in the Escrow Account from moneys on hand and legally available therefor, such additional moneys as may be required to make any such payment.

8. On August 1, 2020, the Agent shall submit to the City a report covering all money it shall have received and all payments it shall have made or caused to be made hereunder. Such report shall also list the amount of money existing in the Escrow Account, if any, on such date.

9. It is recognized that title to the certificates of deposit and moneys held in the Escrow Account from time to time shall remain vested in the City but subject always to the prior charge and lien thereon of this Agreement and the use thereof required to be made by the provisions of this Agreement. The Agent shall hold all such certificates of deposit and moneys in the Escrow Account as a special trust fund and account separate and wholly segregated from all other funds and investments of the Agent on deposit therein and shall never commingle such certificates of deposits and moneys with other money or investments. It is understood and agreed that the responsibility of the Agent under this Agreement is limited to the safekeeping and segregation of the certificates of deposit and moneys deposited with it in the Escrow Account and the collection of and accounting for the principal and interest payable with respect thereto.

10. This Agreement is made by the City for the benefit of the owners of the Refunded Bonds and is not revocable by the City, and the initial funds deposited in the Escrow Account by the City have been irrevocably appropriated for the payment and redemption of the Refunded Bonds and interest thereon, in accordance with this Agreement.

11. This Agreement shall be binding upon and shall inure to the benefit of the City and the Agent and their respective successors and assigns. In addition, this Agreement shall constitute a third-party beneficiary contract for the benefit of the owners of the Refunded Bonds. Said third-party beneficiaries shall be entitled to enforce performance and observance by the City and the Agent of the respective agreements and covenants herein contained as fully and completely as if said third-party beneficiaries were parties hereto. Any bank or trust company into which the Agent may be merged or with which it may be consolidated or any bank or trust company resulting from any merger or consolidation to which it shall be a party or any bank or trust company to which it may sell or transfer all or substantially all of its corporate trust business shall, if the City approves, be the successor agent hereunder without the execution of any additional document or the performance of any further act.

12. This Agreement may not be amended except to sever any clause herein deemed to be illegal or cure any ambiguity or correct or supplement any provision herein which may be inconsistent with any other provision; provided that the Agent shall determine that any such amendment shall not adversely affect the owners of the Refunded Bonds.

IN WITNESS WHEREOF the parties hereto have caused this Escrow Agreement to be duly executed by their duly authorized officers, as of the 28th day of April, 2020.

CITY OF GREAT FALLS, MONTANA

City Manager

Fiscal Services Director

U.S. BANK NATIONAL ASSOCIATION,
as Escrow Agent

By _____
Its Vice President

(Signature page to Escrow Agreement, dated April 28, 2020,
with the City of Great Falls, Montana)

EXHIBIT A

\$3,200,000
Tax Increment Urban Renewal Revenue and Refunding Bonds
(West Bank Urban Renewal District), Series 2020
City of Great Falls, Montana

DEBT SERVICE SCHEDULE FOR
REFUNDED SERIES 2009A BONDS

<u>Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
07/01/2020	\$1,505,000.00	\$41,905.00	\$1,546,905.00

EXHIBIT B

NOTICE OF REDEMPTION

Tax Increment Urban Renewal Revenue Bonds, Series 2009A
(West Bank Urban Renewal District)
City of Great Falls, Montana

NOTICE IS HEREBY GIVEN that the City of Great Falls, Montana (the “City”), has called for redemption all of its Tax Increment Urban Renewal Revenue Bonds, Series 2009A (West Bank Urban Renewal District), dated, as originally issued, as of July 30, 2009, maturing on July 1 in the years and amounts and bearing interest and CUSIP numbers as set forth below:

<u>Maturity (July 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP Number</u>
2024*	\$310,000	5.20%	390466EF3
2029*	480,000	5.55	390466EL0
2034*	645,000	5.80	390466ER7

* *Term Bonds.*

Such bonds have been called for redemption on July 1, 2020, and interest thereon will cease to accrue from and after said date. The redemption price is equal to the principal amount of the bonds plus interest accrued to the redemption date, without premium.

Holders of such bonds maturing in said years should surrender their bonds for payment to U.S. Bank National Association, of Salt Lake City, Utah, as paying agent, for payment on July 1, 2020 at its operations center at 60 Livingston Avenue - Bond Drop Window, St. Paul, Minnesota 55107 or if by mail to P.O. Box 64111, St. Paul, Minnesota 55164-0111.

Important Notice:

We are required by law to withhold an applicable portion of the principal amount of your holdings redeemed unless we are provided with your social security number or federal employer identification number, properly certified. Accordingly, you are instructed to submit at the time of surrender of your bonds a W-9 Form which may be obtained at a bank or other financial institution.

Under the Jobs and Growth Tax Relief Reconciliation Act of 2003, federal backup withholding tax will be withheld at the applicable backup withholding rate in effect at the time the payment is made if the tax identification number is not properly certified.

The paying agent shall not be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness indicated in the Redemption Notice. It is included solely for the convenience of the holders.

Interest on the bonds shall cease to accrue on July 1, 2020 and the holders thereof shall have no further rights with respect thereto except to receive the redemption price so deposited.

Dated: April 28, 2020.

BY ORDER OF THE CITY COMMISSION
OF THE CITY OF GREAT FALLS,
MONTANA

/s/Melissa Kinzler
City Fiscal Services Director

U.S. BANK NATIONAL ASSOCIATION

By _____
Its _____

EXHIBIT D

FORM OF CONTINUING DISCLOSURE UNDERTAKING

This CONTINUING DISCLOSURE UNDERTAKING is made by the CITY OF GREAT FALLS, MONTANA (the “City”) in connection with the issuance and delivery by the City of its \$3,200,000 Tax Increment Urban Renewal Revenue and Refunding Bonds (West Bank Urban Renewal District), Series 2020 (the “Series 2020 Bonds”), as of this 28th day of April, 2020.

(a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Series 2020 Bonds and the security therefor and to permit the Original Purchaser and other participating underwriters in the primary offering of the Series 2020 Bonds to comply with paragraph (b)(5) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the “Rule”), the City hereby makes the following covenants and agrees, for the benefit of the Owners (as hereinafter defined) from time to time of the outstanding Series 2020 Bonds, to provide annual reports of specified information and notice of the occurrence of certain events to the Municipal Securities Rulemaking Board (“MSRB”) through its Electronic Municipal Market Access system website (“EMMA”), as hereinafter described. The City is the only “obligated person” in respect of the Series 2020 Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made.

If the City fails to comply with this Continuing Disclosure Undertaking, any Person aggrieved thereby, including the Owners of the outstanding Series 2020 Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of the Continuing Disclosure Undertaking, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder. Notwithstanding anything to the contrary contained in this Continuing Disclosure Undertaking, in no event shall a default under this Continuing Disclosure Undertaking constitute a default under the Series 2020 Bonds or under any other provision of the Resolution.

As used in this Continuing Disclosure Undertaking, “Owner” means, in respect of a Series 2020 Bond, the registered owner or owners thereof appearing in the Bond Register or any Beneficial Owner (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used in this Continuing Disclosure Undertaking, “Beneficial Owner” means, in respect of a Series 2020 Bond, any Person that (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Series 2020 Bond (including Persons holding Series 2020 Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of the Series 2020 Bond for federal income tax purposes.

(b) Information To Be Disclosed. The City will provide, in the manner set forth in paragraph (c) hereof, either directly or indirectly through an agent designated by the City, the following information at the following times:

(i) On or before 270 days after the end of each fiscal year of the City, commencing with the fiscal year ending June 30, 2020, the following financial information and operating data in respect of the City (the “Disclosure Information”):

(A) audited financial statements of the City for the then most recent completed fiscal year or, if unavailable by the date specified, the City shall provide on or before such date unaudited financial statements as part of the Disclosure Information and, within 10 days after the receipt of thereof, the City shall provide the audited financial statements. The audited financial statements are to be prepared in accordance with generally accepted accounting principles or as otherwise provided under State law, as such principles may be changed from time to time as permitted by State law. If and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles for reasons beyond the reasonable control of the City, the discrepancies will be noted; and

(B) updated information for the City for the then most recent completed fiscal year compiled by the City and publicly available under applicable data privacy or other law to include:

(1) Principal amount of Bonds outstanding in the District;

(2) Information of the District similar to what is presented in the table in the Official Statement under the heading “WEST BANK URBAN RENEWAL DISTRICT—Trends in Value and Tax Increment,” to include:

a. Base Value;

b. Incremental Value;

c. Total Taxable Value;

d. Tax Increment Revenue;

e. Entitlement Share Revenue; and

f. Total Tax Increment; and

(3) Debt service coverage for the then most recent completed fiscal year.

The Disclosure Information will be provided to the MSRB and may be provided in a single document or multiple documents, and may be incorporated by specific reference to documents available to the public on the internet website of the MSRB or filed with the SEC. Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been filed with the SEC or have

been made available to the public on EMMA. The City shall clearly identify in the Disclosure Information each document so incorporated by reference.

If any part of the Disclosure Information can no longer be generated because the operations of the City have materially changed or been discontinued, such Disclosure Information need no longer be provided if the City includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other City operations in respect of which data is not included in the Disclosure Information and the City determines that certain specified data regarding such replacement operations would be material (as hereinafter defined), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations.

If the Disclosure Information is changed or the Continuing Disclosure Undertaking is amended as permitted by paragraph (d) hereof, then the City shall include in the next Disclosure Information to be delivered pursuant to this Continuing Disclosure Undertaking, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(ii) In a timely manner not in excess of ten (10) business days, the City will provide notice of the occurrence of any of the following events:

- (A) principal and interest payment delinquencies;
- (B) non-payment related defaults, if material;
- (C) unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) substitution of credit or liquidity providers, or their failure to perform;
- (F) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Series 2020 Bonds or other material events affecting the tax status of the Series 2020 Bonds;
- (G) modifications to rights of holders of the Series 2020 Bonds, if material;
- (H) bond calls, if material, and tender offers;
- (I) defeasances;

(J) release, substitution or sale of property securing repayment of the Series 2020 Bonds, if material;

(K) rating changes;

(L) bankruptcy, insolvency, receivership, or similar event of the City;

(M) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(N) appointment of a successor or additional trustee or the change of name of a trustee, if material;

(O) incurrence of a financial obligation of the City or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the City or obligated person, any of which affect security holders, if material; and

(P) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the City or obligated person, any of which reflect financial difficulties.

As used herein, for those events that must be reported if material, an event is “material” if it is an event as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Series 2020 Bond or, if not disclosed, would materially alter the total mix of information otherwise available to an investor from the Official Statement or information generally available to the public. Notwithstanding the foregoing sentence, an event is also “material” if it is an event that would be deemed material for purposes of the purchase, holding or sale of a Series 2020 Bond within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

For purposes of paragraphs (O) and (P) above, the term “financial obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of either (i) or (ii). A “financial obligation” does not include municipal securities for which a final official statement has been provided to the MSRB consistent with the Rule.

(iii) In a timely manner, the City will provide notice of the occurrence of any of the following events or conditions:

(A) the failure of the City to provide the Disclosure Information described under paragraph (b)(i) hereof at the time specified thereunder;

(B) the amendment or supplementing of the Continuing Disclosure Undertaking pursuant to paragraph (d) hereof, together with a copy of such amendment or supplement and any explanation provided by the City; and

(C) any change in the fiscal year of the City.

(c) Manner of Disclosure. The City agrees to make available the information described in paragraph (b) hereof:

(i) to the MSRB through EMMA in an electronic format as prescribed by the MSRB;

(ii) to any rating agency then maintaining a rating of the 2020 Bonds and, at the expense of such Bondowner, to any Bondowner who requests in writing such information at the time of the transmission under clause (i) above as the case may be, or, if such information is transmitted with a subsequent time of release, at the time such information is to be release; and

(iii) all documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

(d) Term; Amendments; Interpretation.

(i) The Continuing Disclosure Undertaking shall remain in effect until all Series 2020 Bonds have been paid or defeased under the Resolution.

(ii) Notwithstanding paragraph (d)(i) hereof, the Continuing Disclosure Undertaking (and the form and requirements of the Disclosure Information) may be amended or supplemented by the City from time to time, without notice to (except as provided under paragraph (b)(iii) hereof), or the consent of the Owners of any Series 2020 Bonds, by a resolution or ordinance of the City filed in the office of the recording officer of the City accompanied by an opinion of Bond Counsel, who may rely on certificates of the City and others and the opinion may be subject to customary qualifications, to the effect that such amendment or supplement (a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the City or the type of operations conducted by the City, or (b) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule, assuming that such provisions apply to the 2020 Bonds. If the Continuing Disclosure Undertaking (and the form and requirements of the Disclosure Information) are so amended, the City agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(iii) The Continuing Disclosure Undertaking is entered into as a continuing disclosure undertaking to provide continuing disclosure identical to that required by the continuing disclosure provisions of the Rule and should be construed so the Continuing

Disclosure Undertaking would satisfy the requirements of paragraph (b)(5) of the Rule, assuming it was otherwise applicable to the Series 2020 Bonds.

(e) Further Limitation of Liability of City. None of the agreements or obligations of the City contained in this Continuing Disclosure Undertaking shall be construed to constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions whatsoever or constitute a pledge of the general credit or taxing powers of the City.

CITY OF GREAT FALLS, MONTANA

By _____
City Manager

By _____
Fiscal Services Director