

**RESOLUTION OF THE CITY OF RAPID CITY  
APPROVING THE TRANSFER OF CONTROL  
OF  
BLACK HILLS FIBERCOM, L.L.C.,  
A CABLE FRANCHISEE OF THE CITY OF RAPID CITY,  
FROM  
BLACK HILLS CORPORATION  
TO  
PRAIRIEWAVE COMMUNICATIONS, INC.**

**WHEREAS**, Black Hills FiberCom L.L.C. (“Franchisee”) owns, operates, and maintains a cable television system (“System”) in the City of Rapid City (“Franchising Authority”) pursuant to Ordinance No. 3458 adopted January 18, 1999, (the “Franchise”) and Franchisee is the current authorized holder of the Franchise; and

**WHEREAS**, Franchisee is a wholly-owned subsidiary of Black Hills Corporation; and

**WHEREAS**, Black Hills Corporation and PrairieWave Communications, Inc. (“Transferee”) are parties to a Stock Purchase Agreement, pursuant to which the Franchisee will be transferred to Transferee (“Transaction”); and

**WHEREAS**, pursuant to the proposed Transaction, the ownership of the Franchisee and various affiliated entities (the “BH Fibercom Parties”) which own and operate cable television systems will be sold to Transferee such that after the closing of the Transaction, Transferee will own 100% of the BH Fibercom Parties and operate the System; and

**WHEREAS**, Franchisee and Transferee have requested consent by the Franchise Authority to the Transaction in accordance with the requirements of the Franchise and have filed a complete FCC Form 394 with the Franchise Authority; and

**WHEREAS**, the Franchise Authority has investigated the qualifications of Transferee and finds it to be a suitable Transferee;

**NOW THEREFORE , BE IT RESOLVED BY THE CITY OF RAPID CITY AS FOLLOWS:**

**Section 1.** The Franchise Authority consents to the Transaction, and any intermediate assignment of the Franchise to an affiliate of Franchisee as necessary to effect the Transaction, in accordance with the terms of the Franchise.

**Section 2.** The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee, (b) the Franchise is currently in full force and effect subject to options in the Franchise, if any, to extend such term, (c) the Franchise supersedes all other agreements between the Franchise Authority and the Franchisee, (d) the Franchise represents the entire understanding of the Franchise Authority and the Franchisee and Franchisee has no obligations to the Franchise

Authority other than those specifically stated in the Franchise, and (e) Franchisee is materially in compliance with the provisions of the Franchise and to the knowledge of the Franchise Authority, no fact or circumstances exists which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights under the Franchise.

**Section 3.** PrairieWave Communications may transfer and assign the Franchise or control related thereto to any entity, directly or indirectly, owned or controlled by, controlling or under common control by Transferee, upon notice to the Franchising Authority of any such transfer, the Franchising Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System, or assets relating thereto, or the interests in the permitted holder thereof, as collateral for a loan.

**Section 4.** The Franchise Authority hereby waives any right to first refusal which the Authority may have pursuant to the Franchise, or otherwise, to purchase the Franchise or the System serving the Authority with respect to the Transaction.

**Section 5.** This Resolution shall be deemed effective as of the date of its passage.

**Section 6.** This Resolution will have the force of a continuing agreement with Transferee, and Franchise Authority will not amend or otherwise alter this Resolution without the consent of Transferee.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2005.

CITY OF RAPID CITY

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Jim Shaw, Mayor

ATTEST:

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Finance Officer

(SEAL)