



DECLARATION OF RESTRICTIVE COVENANT

Phatty McGees, Inc., a South Dakota corporation owner of the following described property, to wit:

South 50 feet of Lots 28 through 32 in Block 63 original town site Rapid City, Pennington County, South Dakota,

hereby makes the following declaration of restrictive covenant for the purpose of creating limitations, restrictions, and uses to which the above-described property may be put, and hereby specifies that such declaration shall constitute a covenant to run with the land, as provided by South Dakota law, and shall be binding on all owners of record and all persons claiming under Phatty McGees, Inc., said restrictive covenant to be for the benefit of and limitation on all future owners of record of the above-described property and so long as such declaration shall remain in effect as hereinafter provided:

That the owner of the above-described property shall retain and maintain at the owner's expense the restored facade on the front of the building located on the above-described property. If the restoration work as completed as of the date of this restrictive covenant is destroyed or not maintained then the owner shall repay the federal portion of the project funds used for the renovation.

Dated this 12 day of November 1999.

PHATTY MCGEES, INC.

By: Robert Fuchs

Its: President

ACKNOWLEDGMENT OF CORPORATION

STATE OF SOUTH DAKOTA)

)SS

COUNTY OF PENNINGTON)

On this the 17th day of November, 1999, before me, mathematical the undersigned officer, personally appeared Robert Fuchs who acknowledged himself to be the President of Phatry of McGees, Inc., a corporation, and that he, as such, President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

In witness whereof, I hereunto set my hand and official seal.

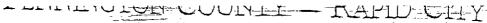
Notary Public

My Commission Expires:

(SEAL)

January 3,2002

Document Prepared By: ChalG D, GROTENHOUSE P.O. Cox 440 Rapid City, SD 57709 (605) 342-7224



PLANNING DEPARTMENT

300 Sixth Street, Rapid City, South Dakota 57701

URBAN DIVISION (605) 394-4120

TRANSPORTATION PLANNING (605) 394-4120

RURAL DIVISION (605) 394-2186

EAX (605) 394-6636

September 18, 1996

Laurie Schultz, P.E.
Department of Transportation
700 E Broadway Avenue
Pierre, SD 57501-2586

Re:

POENH(73)PCEMS4678 - Rapid City Building Facade Restoration Enhancement Project

Dear Laurie:

The following funding clarification is provided with regard to the above project:

\$140,000.00

Funding to be unlized for facade restoration on Crouch Line Depot and

Swander's Grocery properties

\$5,000.00

Funding to be utilized for Downtown Sign project

\$145,000.00

Total ISTEA funding available through DoT

Based on the total dollar volume of the Facade Restoration project, \$201,800.00, the DoT portion of the project will be allocated to the two structures as follows:

\$32,600.00

Crouch Line Depot at 59% of total

<u>\$57.400.00</u>

Swander's Grocery at 41% of total

\$140,000.00

Total funding for Facade Restoration

The property owners are funding the required match as well as the excess cost between the ISTEA grant and total project cost for a total investment by the property owners of \$61,800.00. The initial approval package for this project was forwarded to your office on September 18, 1996.

The Downtown Sign project will be funded on a 50 / 50 match with \$5,600.00 being provided from private donations. The bids for this project are being clarified and will be forward to your office at the earliest possible date for award.

If you require any additional information please contact me at 605-394-4120.

Sincerely,

Sharlene Mitchell

Administrative Assistant







CrouchLine Depot ISTEA Facade Project Project # P OENH(73)PCEMS 4678

;e \$119,000.00	Order#1 \$ 6,229.00	: Order #2	\$130,124.00	\$ 82,600.00	Funding \$ 47,524.00	00 707 007 6
Contract Bid Price	Increase Change Order #1	Increase Change Order #2	Total Contract	ISTEA Funding	Property Owner Funding	

Payment Source Distribution Breakdown Amount	An	nount	ST	ISTEA	Balance	Property	Balance	Total Project
			8	%99 @	Remaining	Owner	Remaining	Balance
						@34%		Remaining
					\$ 82,600.00		\$47,524.00	\$47,524.00 \$130,124.00
Payment Request #1 / 11-27-96 (App 1)	↔	\$ 19,500.00 \$ 12,870.00	↔	12,870.00		\$69,730.00 \$ 6,630.00		\$40,894.00 \$110,624.00
Payment Request #2 / 2-25-97 (App 2)	ᠳ	32,700.00	↔	21,582.00	\$48,148.00	\$11,118.00	\$ 29,776.00	\$ 77,924.00
Payment Request #3 (App 4)	↔	24,988.70	↔	16,492.54	\$31,655.46	\$ 8,496.16	\$21,279.84	\$ 52,935.30
Payment Request #4 / 4-29-97 (App 5)	↔	7,200.00	↔	4,752.00	\$ 26,903.46	\$ 2,448.00	\$18,831.84	\$ 45,735.30
	↔	36,200.00	ઝ	23,892.00	\$ 3,011.46	\$ 12,308.00	\$ 6,523.84	\$ 9,535.30
Payment Request #6 / 6-26-97 (App 7)	↔	9,535.30	↔	3,011.46	\$ (0.00)	\$ 6,523.84	\$ 0.00	\$ 0.00
Payment Request #7 / 8-20/98 (App 8)	₩	(687.00)			\$ (0.00)		\$ 0.00	\$ 687.00