

-- FORM OF RESOLUTION --

Member _____ introduced the following resolution and moved its adoption:

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTION OF A
LEASE PURCHASE AGREEMENT THERETO AND RELATED DOCUMENTS
AND CERTIFICATES

BE IT RESOLVED by the Common Council of the City of Rapid City, South Dakota, as follows:

1.) The Lease-Purchase Agreement ("the Agreement") and supplements thereto are hereby approved substantially in the form presented to this board and on file in the office of the Finance Officer.

2.) The Mayor of the City is hereby authorized to execute the Agreement and to execute such other certificates and documents as may be necessary and appropriate to effectuate the transactions contemplated by the Agreement. The Agreement and the related documents may contain such necessary and appropriate variations, omissions and insertions as the Mayor shall determine to be necessary, and the execution thereof by the Mayor shall be conclusive evidence of such determination and its approval by the Common Council.

3.) Lessee reasonably anticipates that it will issue tax-exempt obligations (not including "private activity bonds" as defined in Section 141 of the Internal Revenue Code of 1986, as amended) in an aggregate amount in excess of \$10 million during the calendar year in which the Lease commences. The lease is not designated as a qualified tax-exempt obligation for purposes of Section 265(b)(c) of the Internal Revenue Code of 1986, as amended, relating to deductibility of interest by financial institutions.

The motion for the adoption of the foregoing resolution was duly seconded by Member _____ and upon roll call vote the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution was declared duly passed adopted.

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF PENNINGTON

We, the undersigned, being the fully qualified and acting Mayor and Finance Officer of the City of Rapid City, State of South Dakota, do hereby certify that I have carefully compared the attached and foregoing extract of minutes of a meeting of the City Council held on the ____ day of _____, 2003, with the original thereof on file in the Finance Office, and the same is a full, true and complete transcript insofar as the same relates to the adoption of a resolution approving and authorizing the execution of a governmental lease-purchase master agreement and supplements thereto and related documents and certificates.

CITY OF RAPID CITY

ATTEST:

Jerry Munson, Mayor

James F. Preston
Finance Officer

(SEAL)