

Member \_\_\_\_\_ introduced the following resolution and moved its adoption:

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

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

1.) The Lease-Purchase Agreement (the "Agreement" or the "Lease") and the Supplement or Supplements thereto and the Escrow Agreement, if any, are hereby approved substantially in the form presented to this council and on file in the office of the Secretary/Clerk.

2.) The Mayor and Finance Officer of the City are hereby authorized to execute the Agreement and any Supplement or Supplements thereto on behalf of the City, and to execute such other certificates and documents as may be necessary and appropriate to effectuate the transactions contemplated by the Agreement and said Supplement or Supplements. The Agreement, the Supplement or Supplements and the related documents may contain such necessary and appropriate variations, omissions and insertions as the City shall determine to be necessary, and the execution thereof by the Mayor and Finance Officer shall be conclusive evidence of such determination and its approval by the Council.

3.) Lessee reasonably anticipates that it will not 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 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

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COUNTY OF PENNINGTON

I, the undersigned, being the fully qualified and acting Secretary/Clerk 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 \_\_\_\_\_, 2006, with the original thereof on file in my 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 lease-purchase agreement and supplements thereto and related documents and certificates.

WITNESS MY HAND officially as such Secretary/Clerk this \_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Clerk