

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is made by and between the CITY OF RAPID CITY, 300 Sixth Street, Rapid City, South Dakota 57701 (hereafter "City"), and DESTINATION RAPID CITY, 606 Main Street, Rapid City, South Dakota 57701.

Recitals

WHEREAS, Destination Rapid City desires to place information kiosks in the public right of way in the downtown area and on public property at the Rushmore Plaza Civic Center in Rapid City, South Dakota, as identified on the attached Exhibits "A" through "G"; and

WHEREAS, Destination Rapid City shall provide for all maintenance of the kiosks; and

WHEREAS, Destination Rapid City shall remove or relocate any or all of the kiosks if it becomes necessary to do so; and

WHEREAS, the parties desire to enter into this agreement to set forth their understandings in the event that any of the kiosks come into disrepair or need to be moved to a new location.

NOW, THEREFORE, it is agreed as follows:

Agreement

1. Procurement. The parties hereby agree that Destination Rapid City shall be responsible for the procurement of the kiosks, and shall be responsible for the installation of the kiosks in compliance with any requirements of the Public Works Department. Furthermore, the parties agree to comply with all applicable state laws and municipal ordinances.

2. Maintenance. The parties hereby agree that all maintenance of the kiosks, and any related expenses, shall be the responsibility of Destination Rapid City.

3. Liability. Destination Rapid City agrees to defend, indemnify and hold harmless the City of Rapid City for any personal injury or property damage arising from or related to the placement of the kiosks in the public right-of-way and on public property.

4. Relocation. If the City determines it necessary or desirable to relocate or remove any of the kiosks, the parties agree that the cost and responsibility of doing so will be borne by Destination Rapid City.

5. Consideration. The parties hereby acknowledge and agree that the City allowing the kiosks to be located in the public right-of-way and on public property constitutes good and sufficient consideration for the execution and performance of this Memorandum of Agreement.

President/CEO, being authorized so to do, executed the foregoing Covenant Agreement for the purposes therein contained by signing the name of DESTINATION RAPID CITY by himself as President/CEO.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Margaret Paul
Notary Public, South Dakota

My Commission Expires:

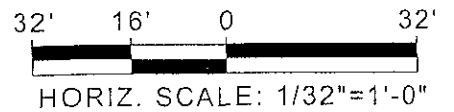
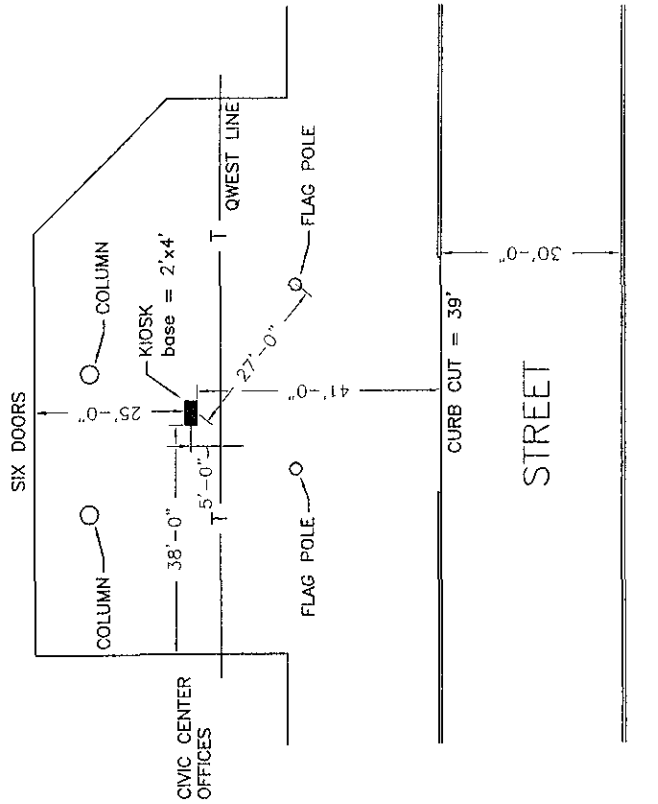
(SEAL) 6/25/2009

EXHIBIT LIST:

- A. Southwest entrance to the Civic Center on Mt. Rushmore Road
- B. Southwest corner of Main Street and Seventh Street
- C. Northeast corner of St. Joseph Street and Seventh Street
- D. Northwest corner of Kansas City Street and Seventh Street
- E. Northwest corner of Main Street and Mt. Rushmore Road
- F. Northeast corner of Main Street and Sixth Street
- G. Southeast corner of St. Joseph Street and Sixth Street

EXHIBIT A

CIVIC CENTER
WEST ENTRY--THEATRE



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RAPID CITY

JOB NUMBER RAPID CITY, SOUTH DAKOTA DATE 01/19/09

SHEET TITLE
SITE 01

SHEET
2

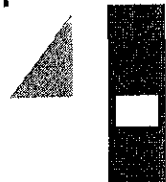
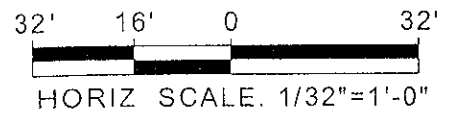
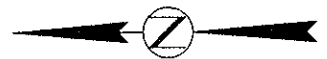
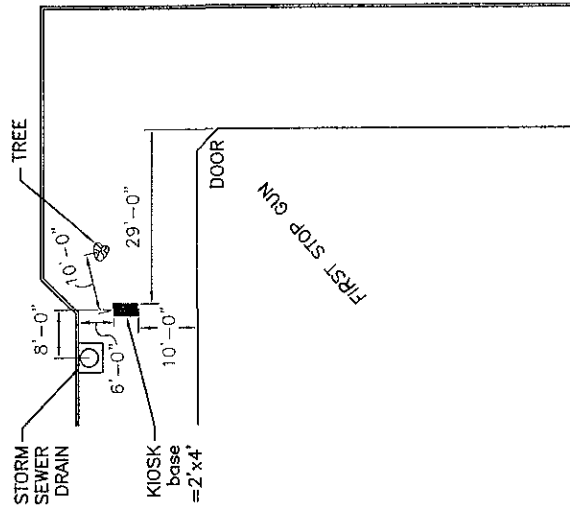
EXHIBIT B

STREET

STREET

SEVENTH

MAIN



FOURFRONT
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DATE 01/19/09

SHEET TITLE

SITE 05

SHEET

6

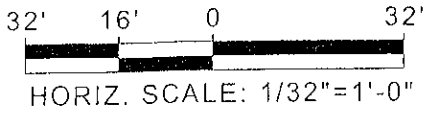
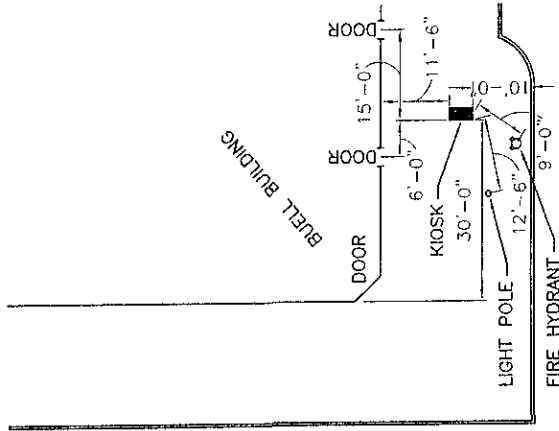


EXHIBIT C

SEVENTH STREET and ST. JOSEPH STREET



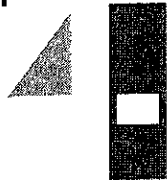
STREET

STREET



SEVENTH

ST. JOSEPH



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RAPID CITY, SOUTH DAKOTA

DATE 01/19/09

SHEET TITLE

SITE 06

SHEET

7

NW CORNER of SEVENTH STREET
and KANSAS CITY STREET

EXHIBIT D

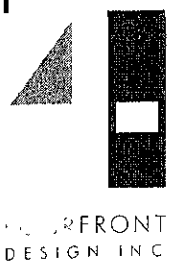
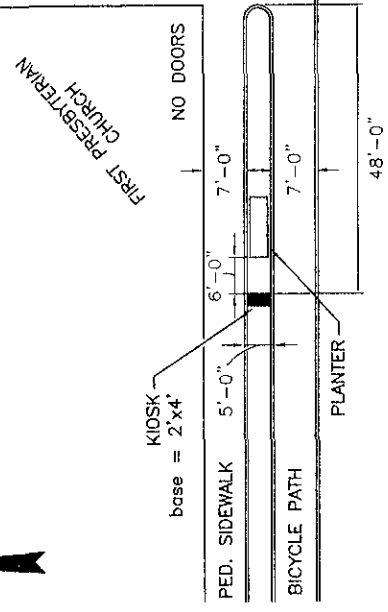
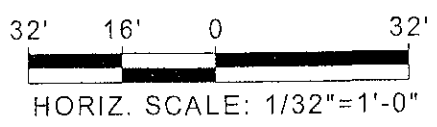
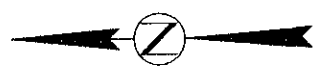
STREET

STREET

SEVENTH

KANSAS CITY

DAHL CENTER



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JOB NUMBER RAPID CITY SOUTH DAKOTA DATE 01/19/09

SHEET TITLE
SITE 07

SHEET
8

NW CORNER of MAIN STREET
and MT. RUSHMORE ROAD

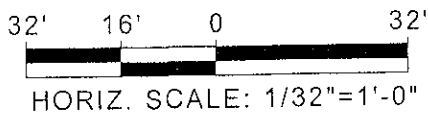
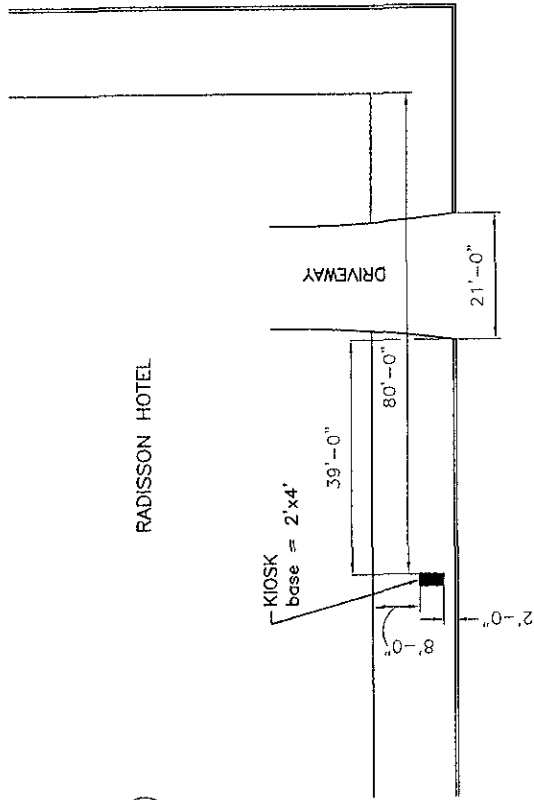
EXHIBIT E

STREET

ROAD

MT. RUSHMORE

MAIN



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JOB NUMBER

RAPID CITY, SOUTH DAKOTA

DATE 01/19/09

SHEET TITLE.

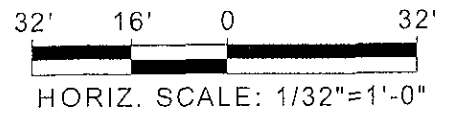
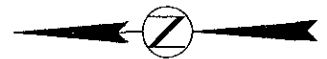
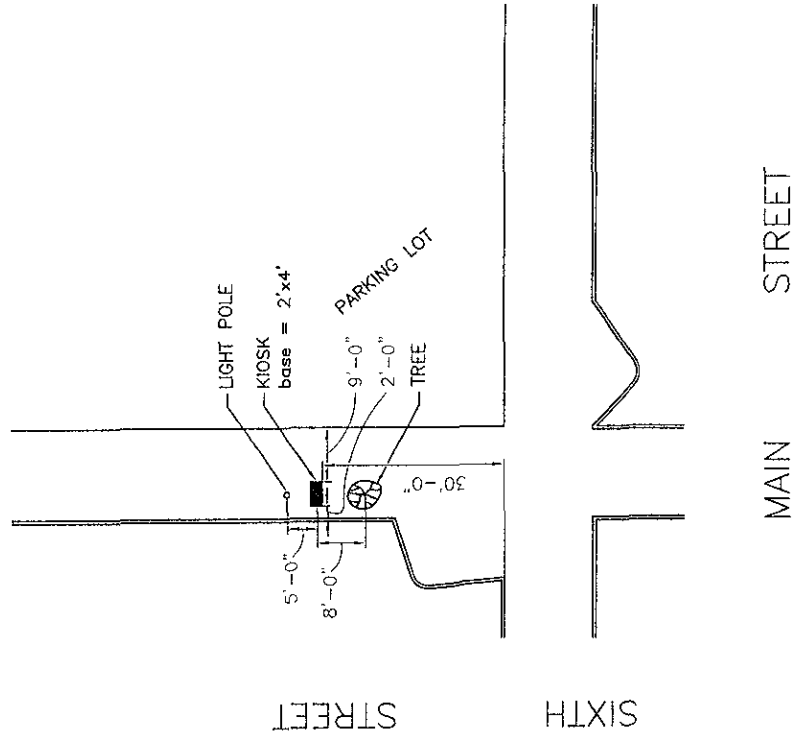
SITE 02

SHEET

3

EXHIBIT F

NE CORNER of SIXTH STREET
and MAIN STREET



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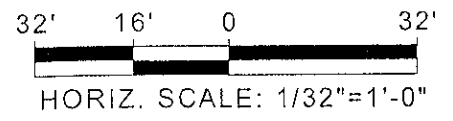
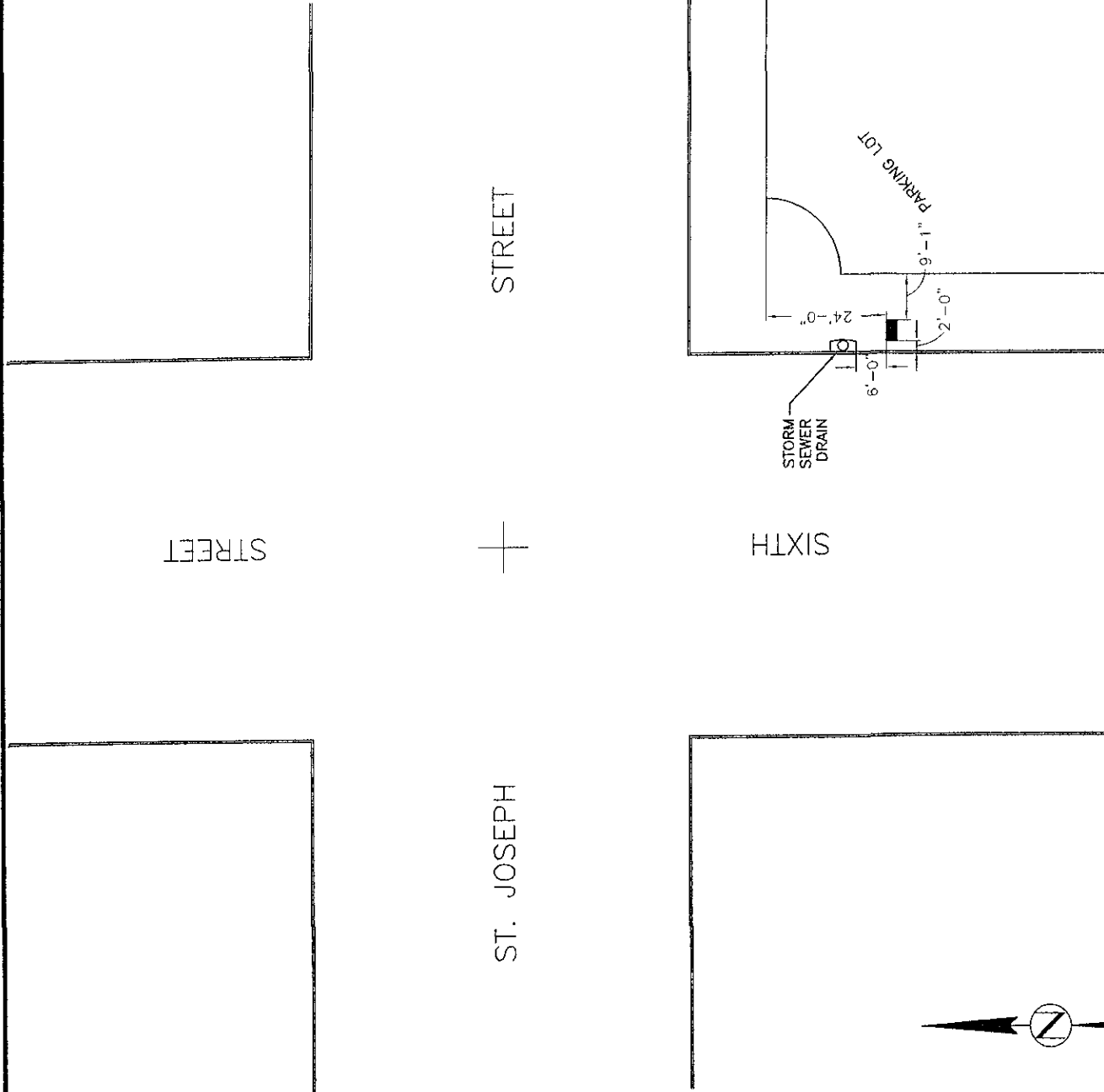
DESTINATION
RAPID CITY

JOB NUMBER RAPID CITY, SOUTH DAKOTA DATE 01/19/09

SHEET TITLE
SITE 03

SHEET
4

EXHIBIT G



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DESTINATION
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DATE 01/19/09

SHEET TITLE

SITE 04

SHEET

5