

ORDINANCE NO. 6020

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF PARKING REVENUE REFUNDING BONDS AND PLEDGING CERTAIN REVENUES OF THE CITY TO THE PAYMENT OF SAID BONDS; AUTHORIZING OFFICERS OF THE CITY TO APPROVE, EXECUTE AND DELIVER CERTAIN AGREEMENTS AND DOCUMENTS RELATING TO THE BONDS

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

Section 1. Recitals, Authorization and Findings.

1.1. Recitals and Authorization. (a) The City is a political subdivision of the State of South Dakota and a body corporate and politic. Under the laws of the State of South Dakota, the City is possessed of all powers which are necessary, requisite or proper for the government and administration of its local and municipal matters, and all rights and powers that now or hereafter may be granted to municipalities by the laws of the State of South Dakota. The City is authorized to borrow money and issue its revenue bonds under South Dakota Codified Laws, Chapter 9-51 (the Act), in order to defray the cost of acquiring and constructing parking facilities, which bonds are payable solely from the revenue or income derived from the operation of such parking facilities.

(b) The City, which currently operates a municipal parking system (the Parking System) has, pursuant to the Act and Ordinance No. 3399, adopted March 16, 1998, as amended by Ordinance No. 3408, adopted April 20, 1998, as further amended and supplemented by Ordinance No. 3961, adopted August 18, 2003, as further amended and supplemented by Ordinance No. 5387, issued its Parking Revenue Bonds, Series 2008 (the "Series 2008 Bonds") in the original aggregate principal amount of \$2,465,000 for the purpose of financing certain improvements to the Parking System.

(c) As authorized by the Act, the City has determined that it is necessary and desirable to issue parking revenue bonds (the Bonds), in one or more series, the proceeds of which would be used, together with any additional funds of the City which might be required, to refund in advance of maturity and defease the Series 2008 Bonds outstanding in the amount of \$2,020,000 (the Refunded Bonds).

1.2. Findings. It is hereby found, determined and declared to be in the best interest of the City to issue the Bonds to be designated "City of Rapid City, South Dakota, Parking Revenue Refunding Bonds," with such series designation as shall be appropriate, in accordance with the Act and under the terms and conditions of an Indenture of Trust (the Indenture) to be entered into between the City and The First National Bank in Sioux Falls, South Dakota, as trustee (the Trustee).

Section 2. Authorization of Bonds.

2.1. The City hereby authorizes the issuance of the Bonds in accordance with the provisions of the Act, the Indenture and this Ordinance. The Bonds shall be issued in principal amount not to exceed the sum of (a) the amount necessary to refund the Refunded Bonds, (b) the amount necessary to pay costs of issuance of the Bonds, and (c) an amount necessary to finance a reserve fund in an amount equal to 50% of maximum annual debt service for the Bonds, all subject to the limitations of the laws of the State of South Dakota.

2.2. The Bonds shall be issued in such form, mature at the time or times and on such terms, consistent with this Ordinance, as shall be provided in the Indenture and other agreements whose execution and delivery is authorized by Section 5 of this Ordinance.

2.3. The Bonds shall bear interest at the rate or rates per annum provided in the Indenture authorized by Section 5 of this Ordinance, but the average yield of the Bonds shall not exceed 2.95% per annum.

Section 3. Pledge of Revenues. The City shall pledge the Net Revenues derived from the operation of the Parking System to secure the Bonds, as set forth in the Indenture.

Section 4. Retention of Municipal Advisor and Bond Counsel. The City hereby retains Dougherty & Company LLC, in Sioux Falls, South Dakota, as municipal advisor in connection with the Bonds. The City hereby retains the firm of Dorsey & Whitney LLP, Minneapolis, Minnesota, to act as bond counsel with respect to the Bonds.

Section 5. Authorization of Documents. In connection with the authorization, issuance and delivery of the Bonds, the officers of the City designated by Section 6 of this Ordinance shall enter into, execute and deliver the following indenture, agreements and documents:

(A) the Indenture to provide for the issuance of the Bonds and setting forth the terms thereof;

(B) a bond purchase agreement or similar agreement providing for sale of Bonds;

(C) a continuing disclosure agreement or undertaking, if necessary satisfying the requirements of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended; and

(D) such other documents, agreements or instruments as may be necessary to make covenants and recite facts required to demonstrate the validity and enforceability of Bonds under the laws of the State of South Dakota and to effectuate the terms and intent of this Ordinance. The execution and delivery of such indenture, agreements and documents is hereby authorized and directed, the indenture, agreements and documents to be in such form and to

contain such terms, consistent with this Ordinance, as the officers of the City designated herein shall determine to be necessary and desirable.

Section 6. City Officers. The Mayor, Finance Officer and City Attorney of the City are hereby authorized and directed to execute and deliver the Indenture, agreements and documents authorized by Section 5 hereof. Execution and delivery of such items by the Mayor, City Finance Officer and City Attorney shall constitute evidence that such items are consistent with the terms of this Ordinance and the Indenture and have been duly authorized, executed and delivered by the City and are enforceable against the City in accordance with their terms, subject to customary exceptions relating to bankruptcy, reorganization, insolvency and other laws affecting creditors' rights. The Mayor, City Finance Officer and City Attorney are further authorized to take such other actions as may be required to effectuate the terms and intent of this Ordinance. In the event of the absence or disability of the Mayor, City Finance Officer or City Attorney, the Acting President of the City Council, the Deputy Finance Officer or the Assistant City Attorney are hereby authorized to act in the place and stead of the Mayor, City Finance Officer and City Attorney, and to take all actions and execute all documents approved hereby.

Section 7. Sale of Bonds. The Bonds may be privately placed with one or more purchasers or offered for sale by means of an Official Statement or other disclosure document. The Mayor, the City Attorney, and the Finance Officer are authorized, in cooperation with the municipal advisor and Bond Counsel, to prepare any such document to be distributed to prospective purchasers of the Bonds. The Mayor and the Finance Officer are hereby authorized and directed to approve, and, if requested, to execute the final disclosure documents.

Section 8. Amendment. This Ordinance may be amended at any time prior to the issuance of the Bonds.

Section 9. Effective Date; Repeals. This Ordinance shall become effective twenty days following publication and all provisions of ordinances, resolutions and other actions and proceedings of the City which are in any way inconsistent with the terms and provisions of this Ordinance are repealed, amended and rescinded to the full extent necessary to give full force and effect to the provisions of this Ordinance.

Dated this _____ day of _____, 2014.

(SEAL)

Mayor

ATTEST:

Finance Officer

Adopted: _____, 2014.

Published: _____, 2014.

Effective Date: _____, 2014.