

RESOLUTION NO. _____

**RESOLUTION CONSENTING TO THE AMENDMENT OF DOCUMENTS
NECESSARY TO SECURE THE \$7,620,000 CITY OF RAPID CITY, SOUTH
DAKOTA HEALTH CARE FACILITIES REVENUE BONDS (THE
EVANGELICAL LUTHERAN GOOD SAMARITAN SOCIETY PROJECT)
SERIES 2001 UNDER A MASTER TRUST INDENTURE**

WHEREAS, the City of Rapid City, South Dakota (the "Issuer") has previously issued its \$7,620,000 Health Care Facilities Revenue Bonds (The Evangelical Lutheran Good Samaritan Society Project) Series 2001 (the "Bonds") on behalf of The Evangelical Lutheran Good Samaritan Society (the "Society") pursuant to a Financing Agreement dated as of October 1, 2001 by and among the Issuer, the Society and Wells Fargo Brokerage Services, LLC, , as the lender, registered owner of the bond and servicer (the "Wells Fargo");

WHEREAS, the Society wishes to secure the Bonds under its Master Trust Indenture (the "Master Indenture") dated August 1, 2004 and executed by and among the Society, The Evangelical Lutheran Good Samaritan Foundation (the "Foundation") and Wells Fargo Bank, National Association (the "Master Trustee") and, to that end, the Society and the Master Trustee will enter into a Seventeenth Supplement to Master Trust Indenture;

WHEREAS, the Indenture of Trust for the Bonds authorizes the Issuer and the Wells Fargo for the Bonds to enter into supplemental indentures of trust and other amending documents, provided that such amendments are not materially prejudicial or adverse to the holders of such Bonds;

WHEREAS, Wells Fargo has concluded that the amendments proposed to be made to the documents executed in connection with the Bonds, to secure the Bonds under the Master Indenture, are not materially prejudicial or adverse to the holders of the Bonds.

NOW, THEREFORE the Issuer hereby resolves that the Issuer shall take all action necessary or reasonably required to secure the Bonds under the Master Indenture and, to that end, the Mayor and City Clerk are hereby authorized to execute and deliver amendment to the Financing Agreement for the Bonds, and such other documents as are reasonably required to secure the Bonds under the Master Indenture. The execution of any such documents shall constitute conclusive evidence of the approval by the Issuer of such documents.

Adopted this ____ day of _____, 2004.

Its: _____

Attest: _____

Its: _____