

-- FORM OF RESOLUTION --

Member _____ introduced the following resolution and moved its adoption:

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

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

1.) The Lease Agreement (the "Agreement") Supplement and Escrow Agreement are hereby approved substantially in the form presented to this board and on file in the office of the Secretary/Clerk.

2.) The Mayor or Council President is hereby authorized to execute the Agreement, Supplement, and Escrow Agreement 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. The Agreement, Supplement and the related documents may contain such necessary and appropriate variations, omissions and insertions as the Mayor or Council President shall determine to be necessary, and the execution thereof by the Mayor or Council President shall be conclusive evidence of such determination and its approval by the 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

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 _____, 2008, 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 agreement, supplement, escrow and related documents and certificates.

WITNESS MY HAND officially as such Secretary/Clerk this ____ day of _____, 2008.

Clerk