

SOUTH DAKOTA BUILDING AUTHORITY

MINUTES OF THE SPECIAL MEETING

November 4, 2014

Pursuant to due notice, the South Dakota Building Authority met on Tuesday, November 4, 2014 at 11:00 a.m., CST via telephone. Tom Graham, Chairman, instructed the Executive Secretary to call the roll.

Present: Mr. Tom Graham
Mr. Doug Hajek
Mr. D. J. Mertens
Mr. Dennis Neugebauer
Mr. James Roby
Mr. Steve Zellmer
Mr. Jim Breckenridge

Absent: None

Other staff and representatives of the Authority present were:

Mr. Donald Templeton, Executive Secretary
Mr. Todd Meierhenry, Meierhenry Sargent LLP
Mr. Dustin Christopherson, South Dakota Health and Educational
Facilities Authority
Mr. Mick Jost, South Dakota Health and Educational Facilities Authority
Mr. Jack Arnold, Dougherty & Company
Mr. Bruce Bonjour, Perkins Coie
Mr. Marc Oberdorff, Perkins Coie
Ms. Ann Koch, BMO Capital Markets
Mr. Neil Pritz, BMO Capital Markets
Mr. Mike Gagnon, BMO Capital Markets

A quorum was declared by the Chairman and the meeting was called to order.

Mr. Don Templeton advised the Authority members that the notice of the meeting had been posted at the entrance of the office of the South Dakota Building Authority on October 29, 2014. A copy of that notice is attached hereto and is an integral part of the minutes (*see Attachment #1*).

The Chairman asked for consideration of the minutes for the September 24, 2014 annual meeting. Mr. Roby moved to approve the minutes of the meeting with a change of Mr. Jim Breckenridge seconding the election of officers instead of D.J. Mertens, seconded by Mr. Hajek. All members present voted aye. Motion carried.

Series 2014 D Tax-Exempt, E Tax-Exempt and F Taxable Bonds

Mr. Templeton reviewed the partial refunding of the Series 2006A bonds and the entire refunding of Series 2007 bonds.

Mr. Templeton and Mr. Neil Pritz reviewed the Sources and Uses of Funds noting that upfront cash savings to the state general fund were projected to be \$1,526,361 as of the October 30, 2014 market conditions.

Mr. Todd Meierhenry and Mr. Bruce Bonjour reviewed that the Series 2007 bonds that were issued on June 5, 2007. Subsequently South Dakota State University entered into a contract with Avera Health in 2008 for the Avera Science Center.

An Internal Revenue Service audit of the Series 2007 bonds determined no change in the tax exempt status of the bonds but the letter contained a determination that private use of the bond finance facilities may result in more than ten percent private use if the same level of private use continues and may result in the Bonds being changed to Private Security Bonds on the date January 11, 2020. Mr. Meierhenry and Mr. Bonjour both thought that the computation of private use was inaccurate, but explained it is important to not let the bonds be considered private activity bonds.

By issuing Series 2014F taxable bonds the private use of the Avera contract should be rectified if South Dakota State University does not add any new private use to the Avera Science Center. Mr. Jack Arnold, the Municipal Advisor commented that this presents a good opportunity to refund the Series 2007 to eliminate future market risks on refunding these bonds before January 11, 2020.

Mr. Todd Meierhenry reviewed the Preliminary Official Statement and the Resolution 03-SDBA-14. (*see Attachment #2*). Mr. Jim Roby moved to approve the Resolution, seconded by Mr. Steve Zellmer and upon roll call, the ayes were: Graham, Hajek, Mertens, Neugebauer, Roby and Zellmer; nays: none; abstain: Breckenridge.

Adjournment

The Chairman stated that there being no further business at this meeting, the meeting would be adjourned at 11:42 a.m. CST.

South Dakota Building Authority

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Pierre, SD 57501

Tel: 605-224-9200

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Date: October 29, 2014

To: Members of the South Dakota Building Authority

From: Don A. Templeton, Executive Secretary

Re: Notice of Special Meeting

You are hereby notified that the Chairman has set Tuesday, November 4, 2014, as the date for the Special Meeting of the South Dakota Building Authority to be held via telephone conference at 11:00 a.m. (CST) 10:00 a.m. (MST).

You may participate in the meeting by dialing 1-877-336-1828 and enter your Participant Access Code, which is 4677196 followed by the # key.

The following members have indicated they will be available for the meeting:

Tom Graham

Doug Hajek

Dennis Neugebauer

Steve Zellmer

Jim Breckenridge

D.J. Mertens

James Roby

An agenda is enclosed and information on the agenda items will be sent via email or Federal Express if a hardcopy is requested.

Cc: Todd Meierhenry, Meierhenry Sargent LLP
Jack Arnold, Dougherty & Co., LLP
Toby Morris, Dougherty & Co. LLP
Bruce Bonjour, Perkins Coie
Neil Pritz, BMO Capital Markets
Ann Koch, BMO Capital Markets

03-SDBA-14

THIRTY-FIFTH SUPPLEMENTAL RESOLUTION

For South Dakota Building Authority Refunding Revenue Bonds, Series 2014D (Tax-Exempt), Refunding Revenue Bonds, Series 2014E (Tax-Exempt) and Refunding Revenue Bonds, Series 2014F (Taxable), and authorizing the Execution, Issue, Sale and Registration of said Bonds and Related Matters.

WHEREAS, the South Dakota Building Authority (the "*Authority*"), a body corporate and politic, duly created and organized under the provisions of "An Act to Create the South Dakota Building Authority and to Define its Powers and Duties," approved March 14, 1967, as amended, for the purpose of acquiring property, whether real, personal or mixed, for constructing, completing, remodeling and installing fixed equipment in any and all buildings and facilities as the Legislature of the State of South Dakota, by law, declared to be in the public interest for any officer, department, board, commission or other agency of the State of South Dakota;

WHEREAS, the Authority has heretofore authorized bonds (the "*Series 1984 Bonds*"), in the principal amount of \$21,870,000 pursuant to the resolution of said Authority entitled "RESOLUTION Authorizing and Providing for the Issue of Revenue Refunding Bonds by the South Dakota Building Authority," adopted March 8, 1984 (the "*Original Resolution*");

WHEREAS, the Authority has heretofore authorized bonds (the "*Series 1985 Bonds*"), in the principal amount of \$6,915,000 pursuant to the resolution of said Authority entitled "Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series of April, 1985, and authorizing the Execution, Issue and Registration of said Series of Bonds," adopted July 10, 1985 (the "*First Supplemental Resolution*");

WHEREAS, the Authority has heretofore amended certain of the provisions of the Original Resolution and the First Supplemental Resolution pursuant to the resolution of said Authority entitled "Second Supplemental Bond Resolution to the Resolution of the South Dakota Building Authority entitled Resolution Authorizing and Providing for the Issue of Revenue Refunding Bonds by the South Dakota Building Authority, adopted March 8, 1984, as supplemented," adopted April 21, 1987 (the "*Second Supplemental Resolution*");

WHEREAS, the Authority has heretofore authorized bonds (the "*Series 1987A Bonds*"), in the principal amount of \$5,500,000 pursuant to the resolution of said Authority entitled "Third Supplemental Bond Resolution For South Dakota Building Authority Revenue Bonds, Series 1987A, and authorizing the Execution, Issue and Registration of said Series of Bonds," adopted May 6, 1987 (the "*Third Supplemental Resolution*");

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1987B Bonds*”), in the principal amount of \$12,665,000 pursuant to the resolution of said Authority entitled “Fourth Supplemental Bond Resolution For South Dakota Building Authority Revenue Refunding Bonds, Series 1987B, and Authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted July 28, 1987 (the “*Fourth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1988A Bonds*”), in the principal amount of \$2,947,000 pursuant to the resolution of said Authority entitled “Fifth Supplemental Bond Resolution For South Dakota Building Authority Revenue Bonds, Series 1988A, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted August 8, 1988 (the “*Fifth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1991A Bonds*”), in the principal amount of \$1,200,000 pursuant to the resolution of the Authority entitled “Sixth Supplemental Bond Resolution for South Dakota Building Authority Taxable Revenue Bonds (Custer State Park Project), Series 1991A, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted May 22, 1991 (the “*Sixth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1991B Bonds*”), in the principal amount of \$6,195,000 pursuant to the resolution of the Authority entitled “Seventh Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1991B, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted August 26, 1991 (the “*Seventh Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1992 Bonds*”), in the principal amount of \$34,805,000 pursuant to the resolution of the Authority entitled “Eighth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1992, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted October 28, 1992 (the “*Eighth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1993 Bonds*”), in the principal amount of \$6,800,000 pursuant to the resolution of the Authority entitled “Ninth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1993, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted March 9, 1993 (the “*Ninth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1993B Bonds*”) in the principal amount of \$5,600,000 pursuant to the resolution of the Authority entitled “Tenth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1993B, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted August 26, 1993 (the “*Tenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1994A Bonds*”), in the principal amount of \$7,525,000 pursuant to the resolution of the Authority entitled “Eleventh Supplemental Bond Resolution For South Dakota Building Authority Revenue Bonds,

Series 1994A, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted November 29, 1994 (the “*Eleventh Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1995A Bonds*”), in the principal amount of \$11,950,000 pursuant to the resolution of the Authority entitled “*Twelfth Supplemental Bond Resolution For South Dakota Building Authority Revenue Bonds, Series 1995A, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted August 30, 1995 (the “*Twelfth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1996A and Series 1996B Bonds*”), in the original principal amount of \$132,136,500.60 pursuant to the resolution of the Authority entitled “*Thirteenth Supplemental Bond Resolution For South Dakota Building Authority Revenue Bonds, Series 1996, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted October 15, 1995 (the “*Thirteenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1996C Bonds*”), in the principal amount of \$14,140,000 pursuant to the resolution of the Authority entitled “*Fourteenth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1996C, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted August 8, 1996 (the “*Fourteenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1996D Bonds*”), in the principal amount of \$2,500,000 pursuant to the resolution of the Authority entitled “*Fifteenth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1996D, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted December 17, 1996 (the “*Fifteenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 1999 Bonds*”), in the principal amount of \$9,955,000 pursuant to the resolution of the Authority entitled “*Sixteenth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 1999, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted April 28, 1999 (the “*Sixteenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2000 Bonds*”), in the principal amount of \$6,505,000 pursuant to the resolution of the Authority entitled “*Seventeenth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2000, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted August 1, 2000 (the “*Seventeenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2002 Bonds*”), in the principal amount of \$5,000,000 pursuant to the resolution of the Authority entitled “*Eighteenth Supplemental Bond Resolution for South Dakota Building Authority Refunding Revenue Bonds, Series 2002, and authorizing the Execution, Issue and Registration of said Series of Bonds,*” adopted May 15, 2002 (the “*Eighteenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2003 Bonds*”), in the principal amount of \$15,785,000 pursuant to the resolution of the Authority entitled “Nineteenth Supplemental Bond Resolution of the South Dakota Building Authority Refunding Revenue Bonds, Series 2003, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted January 10, 2003 (the “*Nineteenth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2003A Bonds*”), in the principal amount of \$16,860,000 pursuant to the resolution of the Authority entitled “Twentieth Supplemental Bond Resolution for South Dakota Building Authority Refunding Revenue Bonds, Series 2003, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted May 23, 2003 (the “*Twentieth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2005A Bonds*” and the “*Series 2005B Bonds*”) in the aggregate principal amount of \$12,635,000 pursuant to the Resolution of the Authority entitled “Twenty-First Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2005A and Series 2005B, and Authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted March 22, 2005 (the “*Twenty-First Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2005C Bonds*”) in the principal amount of \$17,125,000 pursuant to the resolution of the Authority entitled “Twenty-Second Supplemental Bond Resolution for South Dakota Building Authority Refunding and Revenue Bonds, Series 2005C, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted July 1, 2005 (the “*Twenty-Second Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2006A Bonds*”) in the principal amount of \$16,265,000 pursuant to the resolution of the Authority entitled “Twenty-Third Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2006A, and authorizing the Execution, Issue and Registration of said Series of Bonds,” adopted May 16, 2006 (the “*Twenty-Third Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized (a) bonds (the “*Series 2006B Bonds*”) in the principal amount of \$24,650,000 and (b) bonds (the “*Series 2006C Bonds*”) in the principal amount of \$1,205,000 (collectively, the Series 2006B Bonds and the Series 2006C Bonds the “*Series 2006B/C Bonds*”) pursuant to the resolution of the Authority entitled “Twenty-Fourth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2006B and Series 2006C, and authorizing the Execution, Issue and Registration of said Series of Bonds and Related Matters,” adopted August 9, 2006 (the “*Twenty-Fourth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2007 Bonds*”) in the principal amount of \$56,240,000 pursuant to the resolution of the Authority entitled “Twenty-Fifth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2007, and authorizing the Execution, Issue and Registration of said Series of

Bonds and Related Matters,” adopted May 15, 2007 (the “*Twenty-Fifth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2008 Bonds*”) in the principal amount of \$75,685,000 pursuant to the resolution of the Authority entitled “Twenty-Sixth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2008, and authorizing the Execution, Issue and Registration of said Series of Bonds and Related Matters,” adopted July 2, 2008 (the “*Twenty-Sixth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2009 Bonds*”) in the principal amount of \$13,585,000 pursuant to the resolution of the Authority entitled “Twenty-Seventh Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2009, and authorizing the Execution, Issue and Registration of said Series of Bonds and Related Matters,” adopted June 19, 2009 (the “*Twenty-Seventh Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2010 Bonds*”) in the principal amount of \$30,940,000 pursuant to the resolution of the Authority entitled “Twenty-Eighth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2010, and authorizing the Execution, Issue, Sale and Registration of said Series of Bonds and Related Matters,” adopted August 12, 2010 (the “*Twenty-Eighth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2011 Bonds*”) in the principal amount of \$12,880,000 pursuant to the resolution of the Authority entitled “Twenty-Eighth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2011, and authorizing the Execution, Issue, Sale and Registration of said Series of Bonds and Related Matters,” adopted July 26, 2011 (the “*Twenty-Ninth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2011A Bonds*”) in the principal amount of \$6,925,000 pursuant to the resolution of the Authority entitled “Thirtieth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2011A, and authorizing the Execution, Issue, Sale and Registration of said Series of Bonds and Related Matters,” adopted November 23, 2011 (the “*Thirtieth Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2012A Bonds*”) in the principal amount of \$9,740,000 pursuant to the resolution of the Authority entitled “Thirty-First Supplemental Bond Resolution for South Dakota Building Authority Refunding Revenue Bonds, Series 2012A, and authorizing the Execution, Issue, Sale and Registration of said Series of Bonds and Related Matters,” adopted September 10, 2012 (the “*Thirty-First Supplemental Resolution*”);

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2013 Bonds*”) in the aggregate principal amount of \$81,840,000 pursuant to the resolution of the Authority entitled “Thirty-Second Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2013B (Tax-Exempt), Series 2013C (Taxable) and Series 2013D (Taxable) and authorizing the Execution, Issue, Sale and Registration of said Bonds and Related Matters,” adopted November 8, 2013 (the “*Thirty-Second Supplemental Resolution*”);

WHEREAS, pursuant to a Thirty-Third Supplemental Resolution of the Authority adopted April 14, 2014 (the “*Thirty-Third Supplemental Resolution*”), the Authority provided for the refunding of certain previously issued obligations of the Authority;

WHEREAS, the Authority has heretofore authorized bonds (the “*Series 2014ABC Bonds*”) in the aggregate principal amount of \$48,250,000 pursuant to the resolution of the Authority entitled “Thirty-Fourth Supplemental Bond Resolution for South Dakota Building Authority Revenue Bonds, Series 2014A (Tax-Exempt), Revenue Refunding Bonds, Series 2014B (Tax-Exempt) and Revenue Refunding Series 2014C (Taxable) and authorizing the Execution, Issue, Sale and Registration of said Bonds and Related Matters,” adopted August 5, 2014 (the “*Thirty-Fourth Supplemental Resolution*”);

WHEREAS, pursuant to the provisions of Article III of the Original Resolution and subject to the restrictions and limitations set forth in said Article of the Original Resolution, as supplemented, additional notes or bonds of equal rank with the bonds issued under the Original Resolution may be issued from time to time, having such maturities, providing for the payment of such rates of interest, and having such other characteristics and redemption privileges as shall be determined by the Authority, and set forth in a resolution to be supplemental to the Original Resolution;

WHEREAS, the Authority has determined that it would (i) be economically beneficial to the State, (ii) provide additional flexibility for use of the Projects (herein defined) and (iii) otherwise would be in the best interests of the Authority to provide for the advance refunding of all or a portion of the Authority’s outstanding Series 2006A Bonds and the Series 2007 Bonds (collectively, the “*Refunded Bonds*”);

WHEREAS, the Authority has determined that certain net savings on debt service will be realized from the issuance of the Series 2014 Bonds for the purpose of refunding of the Refunded Bonds and, consistent with past practice, the Authority desires to remit to the State of South Dakota an amount approximately equal to the present value of such savings in order to finance certain capital expenditures of the State (the “*Capital Expenditures*”); and

WHEREAS, the Authority desires to provide for the refunding of the Refunded Bonds (and for the financing of the Capital Expenditures) through the issuance by the Authority (i) of a series of tax-exempt revenue bonds to be issued pursuant to SDCL chapter 5-12 (the “*Series 2014D Bonds*”), corresponding to the outstanding Series 2006A Bonds to be refunded, and (ii) two series of revenue bonds, one tax-exempt (the “*Series 2014E Bonds*”) and the other “taxable” (the “*Series 2014F Bonds*”) to be issued pursuant to SDCL chapter 5-12 corresponding to the outstanding Series 2007 Bonds to be refunded;

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH DAKOTA BUILDING AUTHORITY as follows:

Section 1. General. This Thirty-Fifth Supplemental Resolution is supplemental to and is adopted in accordance with the provisions of Article III of the Original Resolution, as supplemented (such Original Resolution and all supplemental resolutions thereto being the “*Bond Resolution*”). The preambles of this Resolution are hereby incorporated into this text as if set out in full herein.

Section 2. Prior Resolutions; Definitions. Except as provided herein, all of the terms, covenants and restrictions of the Bond Resolution shall be applicable to the Series 2014D Bonds, the Series 2014E Bonds and the Series 2014F Bonds authorized by this Thirty-Fifth Supplemental Resolution. All of the terms and provisions of this Thirty-Fifth Supplemental Resolution shall be deemed to be a part of the terms and provisions of the Original Resolution, the First Supplemental Resolution, the Second Supplemental Resolution, the Third Supplemental Resolution, the Fourth Supplemental Resolution, the Fifth Supplemental Resolution, the Sixth Supplemental Resolution, the Seventh Supplemental Resolution, the Eighth Supplemental Resolution, the Ninth Supplemental Resolution, the Tenth Supplemental Resolution, the Eleventh Supplemental Resolution, the Twelfth Supplemental Resolution, the Thirteenth Supplemental Resolution, the Fourteenth Supplemental Resolution, the Fifteenth Supplemental Resolution, the Sixteenth Supplemental Resolution, the Seventeenth Supplemental Resolution, the Eighteenth Supplemental Resolution, the Nineteenth Supplemental Resolution, the Twentieth Supplemental Resolution, the Twenty-First Supplemental Resolution, the Twenty-Second Supplemental Resolution, the Twenty-Third Supplemental Resolution, the Twenty-Fourth Supplemental Resolutions, Twenty-Fifth Supplemental Resolution, the Twenty-Sixth Supplemental Resolution, the Twenty-Seventh Supplemental Resolution, the Twenty-Eighth Supplemental Resolution, the Twenty-Ninth Supplemental Resolution, the Thirtieth Supplemental Resolution, the Thirty-First Supplemental Resolution, the Thirty-Second Supplemental Resolution, the Thirty-Third Supplemental Resolution and the Thirty-Fourth Supplemental Resolution (collectively, the “*Prior Resolutions*”) for all purposes and the Prior Resolutions and this Thirty-Fifth Supplemental Resolution shall be read, taken and construed as one and the same instrument.

All words and phrases defined in the Prior Resolutions shall have the same meaning in this Thirty-Fifth Supplemental Resolution, unless otherwise defined herein. The following words and phrases shall have the following meanings:

(A) “*Authorized Officers*” means the Chairman and the Executive Secretary, or in the absence or unavailability of either such officer and a written delegation to such effect, any action to be taken by the Authorized Officers hereunder may be taken by the other officer.

(B) “*Bond Registrar*” means, with respect to each series of the Series 2014 Bonds, The First National Bank in Sioux Falls, Sioux Falls, South Dakota, as Bond Registrar and paying agent under the Bond Resolution with respect to the Series 2014 Bonds, or its successor in such capacity.

(C) “*BOR Lease*” means that certain lease agreement entered into between the Authority and the Board of Regents with respect to the projects financed with a portion of the Refunded Bonds and such other land and improvements as shall hereafter be authorized by law, as amended and supplemented from time to time.

(D) “*Capital Expenditures*” means certain capital expenditures of the State of South Dakota to be funded with proceeds of the Series 2014 Bonds in an amount approximately equal to the net savings on debt service to be realized as a result of the refunding of the Refunded Bonds.

(E) “*Effective Date*” means the date on which the Holders of a majority of the aggregate principal amount of Outstanding Bonds consent or are deemed to have consented to the amendment to the Original Resolution set forth in Section 18 of this Thirty-Fifth Supplemental Resolution.

(F) “*Escrow Agreement*” means an escrow agreement (or agreements) with respect to the Refunded Bonds to provide for the investment of funds in an amount, together with any earnings or accretion in value thereon, sufficient to pay, as and when due, the interest, principal and redemption price on the Refunded Bonds from the date of issuance of the Series 2014 Bonds to the date on which the Refunded Bonds to be Refunded are called for redemption.

(G) “*GFP Lease*” means that certain lease agreement entered into between the Authority and Department with respect to the projects financed with a portion of the Refunded Bonds and such other land and improvements as shall hereafter be authorized by law, as supplemented from time to time.

(H) “*Interest Payment Date*” means (i) with respect to the Series 2014D Bonds, each March 1 and September 1 commencing March 1, 2015, and (ii) with respect to the Series 2014E Bonds and Series 2014F Bonds, each June 1 and December 1 commencing June 1, 2015.

(I) “*Leases*” means the BOR Lease and the GFP Lease.

(I) “*Lessees*” means the Board of Regents and the Department.

(J) “*Projects*” means the projects financed with the Refunded Bonds.

(K) “*Resolution*” or “*Bond Resolution*” means the Original Resolution as it may from time to time be supplemented, modified or amended by any resolution supplemental thereto pursuant to the provisions thereof.

(L) “*Series 2014 Bonds*” means the Authority's (1) Refunding Revenue Bonds, Series 2014D (Tax-Exempt), (2) Refunding Revenue Bonds, Series 2014E Bonds (Tax-Exempt), and (3) Refunding Revenue Bonds, Series 2014F Bonds (Taxable).

Section 3. Determination of Public Interest. The issuance of the Series 2014 Bonds for the purpose of refinancing a portion of the costs of the Projects and of refunding the

Refunded Bonds (and funding the Capital Expenditures with debt service savings from such refunding) is in the public interest and is necessary for the performance of its duties and the exercise of its powers and functions under SDCL Chapter 5-12.

Section 4. Authorization of Series 2014 Bonds. For the purpose of providing the funds necessary for the advance refunding of the Refunded Bonds (and for funding the Capital Expenditures of the State of South Dakota), there is hereby authorized and directed to be executed, authenticated and delivered to the purchaser thereof, in the manner hereinafter set forth, the Series 2014 Bonds, designated as “South Dakota Building Authority Refunding Revenue Bonds, Series 2014D (Tax-Exempt)” in an aggregate principal amount resulting in proceeds not exceeding \$10,100,000, “South Dakota Building Authority Refunding Revenue Bonds, Series 2014E (Tax-Exempt)” in an aggregate principal amount resulting in proceeds not exceeding \$41,500,000 and “South Dakota Building Authority Refunding Revenue Bonds, Series 2014F (Taxable)” in an aggregate principal amount resulting in proceeds not exceeding \$9,000,000. Each such series shall rank on a parity with the Bonds of the Authority heretofore and hereafter issued and outstanding under the Bond Resolution.

The issuance of each series of the Series 2014 Bonds shall be registered by the State Auditor and delivered and executed under and secured by the Bond Resolution. The First National Bank in Sioux Falls, Sioux Falls, South Dakota, is hereby designated as the Bond Registrar with respect to each series of the Series 2014 Bonds, and all transfers thereof shall comply with Section 2.5 of the Bond Resolution and this Thirty-Fifth Supplemental Resolution. The First National Bank in Sioux Falls, Sioux Falls, South Dakota, is also hereby designated as the Escrow Agent for purposes of the Escrow Agreement with respect to the Refunded Bonds.

The Series 2014 Bonds of each series shall be issued as fully registered bonds, shall be of the denomination of \$5,000 each, and any integral multiple thereof (but no single Bond shall represent principal maturing on more than one date), numbered from one upwards, and shall be in such amount, mature on such dates and bear interest per annum payable on each Interest Payment Date in such years, refund all or a portion of the Series 2006A Bonds and Series 2007 Bonds, and be subject to optional and mandatory redemption as contemplated by the form of Bond included in this Resolution, subject to revision or supplementation, and completion of any blanks, as determined by the Chairman and Executive Secretary following consultation with the financial advisor to the Authority, and agreed to in the Bond Purchase Agreement (defined below) and/or otherwise specified in a bond order or notification of sale (the “*Notification of Sale*”) approved by the Chairman and Executive Secretary and to be filed by the Executive Secretary with the Authority. In addition, the Authorized Officers are authorized to include in the Notification of Sale any covenants or other provisions related to any municipal bond insurance contemplated by the successful bidder. The Notification of Sale shall be deemed automatically incorporated into and shall become part of this Thirty-Fifth Supplemental Bond Resolution.

The Series 2014 Bonds shall be subject to optional and extraordinary redemption, as provided therein.

At least forty-five days prior to the redemption date, the Authority shall designate in writing to the Bond Registrar the principal amount and maturities of Series 2014 Bonds to be redeemed. If less than all of the Series 2014 Bonds of a maturity shall be called for redemption, the particular Series 2014 Bonds to be redeemed shall be selected by the Bond Registrar by lot in the principal amount designated to the Bond Registrar by the Authority; *provided, however*, that the portion of any Series 2014 Bonds to be redeemed shall be in integral multiples of \$5,000, and that, in selecting such Bonds for redemption, the Bond Registrar shall treat each Series 2014 Bond as representing that number of Series 2014 Bonds which is obtained by dividing the principal amount of such Bond by \$5,000 (such amount being hereinafter referred to as an applicable unit of principal amount). If it is determined that one or more, but not all, of the applicable units of principal amount represented by any such Series 2014 Bond is to be called for redemption, then, upon notice of intention to redeem such applicable unit or units, the Owner of such Bond, upon surrender of such Bond to the Bond Registrar for payment to such Owner of the redemption price of the applicable unit or units of principal amount called for redemption, shall be entitled to receive a new Series 2014 Bond or Series 2014 Bonds of the same tenor in the aggregate amount equal to the applicable unit or units of principal amount not called for redemption. Such new Series 2014 Bonds representing the applicable unit or units of principal amount, as the case may be, not called for redemption shall be issued to the Owner thereof, without charge therefor. If the Owner of any such Series 2014 Bond of a denomination greater than the applicable unit or units of principal amount called for redemption shall fail to present such Bond to the Bond Registrar for payment and exchange as aforesaid, such Series 2014 Bond shall, nevertheless, become due and payable on the date fixed for redemption to the extent of the applicable unit or units of principal amount called for redemption (and to that extent only).

The principal amounts of Series 2014 Bonds to be mandatorily redeemed in each year, if any, may be reduced through the earlier optional redemption thereof, with any partial optional redemptions of such Series 2014 Bonds credited against future sinking fund requirements in such order of the sinking fund payment dates with respect to each Series 2014 Bonds as the Authority may determine.

Each Series 2014 Bond shall be dated as of the Interest Payment Date to which interest has been paid or provided for next preceding its date of issue, unless issued on an Interest Payment Date to which interest has been paid or provided for, in which event it shall be dated as of such Interest Payment Date, *provided, however*, that it shall be initially dated as of such date as determined by the Chairman and Executive Secretary as evidenced by the Bond Purchase Agreement or Notification of Sale.

Each Series 2014 Bond shall bear interest from its date until the principal amount of such Bond is paid, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on each Interest Payment Date. The principal of the Series 2014 Bonds shall be payable in lawful money of the United States of America upon presentation and surrender at the principal corporate trust office of the Bond Registrar, or the successor serving as Bond Registrar. Interest on each Series 2014 Bond shall be paid by check or draft of the Bond Registrar, in lawful money of the United States of America, to the person in whose name such Series 2014 Bond is registered as of the close of business on the fifteenth day of the calendar month next preceding the interest payment date (whether or not a business day). If \$500,000 principal

amount or more of the Series 2014 Bonds are registered in the name of a single owner or nominee thereof, the Bond Registrar will, upon written request from such registered owner or its nominee, given by the close of business on the fifteenth day of the calendar month next preceding an interest payment date (whether or not a business day), thereafter until otherwise notified in writing, cause all subsequent payments of interest on the Series 2014 Bonds, registered in the name of such owner or its nominee, to be made to the registered owner or its nominee at such address in the continental United States as shall be specified by such registered owner or its nominee in such written request; such payments of interest shall be by wire transfer in immediately available funds on each such date that interest is due, *provided* that the party to receive such payments of interest has facilities for the receipt of such payments in the manner directed.

The Bond Registrar shall not be required to transfer or exchange the Series 2014 Bonds (i) during the period after the fifteenth day of the month next preceding any interest payment date and ending on such interest payment date, (ii) after notice calling the Series 2014 Bonds for redemption has been mailed or (iii) during a period of fifteen days next preceding mailing of a notice of redemption of the Series 2014 Bonds.

Section 5. Registration. Each Series 2014 Bond of each series initially will be issued in the form of a separate single fully registered Series 2014 Bond, as applicable, for each of the maturities of each such Series 2014 Bonds authorized by this Thirty-Fifth Supplemental Resolution, and the ownership of each such Series 2014 Bond shall be registered in the Bond Register in the name of Cede & Co., or any successor thereto ("*Cede*"), as nominee of The Depository Trust Company, New York, New York, and its successors and assigns ("*DTC*"). All of the outstanding Series 2014 Bonds shall be registered in the Bond Register in the name of Cede, as nominee of DTC, except as hereinafter provided. The Executive Secretary is authorized to execute and deliver on behalf of the Authority such letters to or agreements with DTC and the Bond Registrar as shall be necessary to effectuate such book-entry system (any such letter or agreement being referred to herein as the "*Representation Letter*").

With respect to Series 2014 Bonds registered in the Bond Register in the name of Cede, as nominee of DTC, the Authority and the Bond Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which DTC holds Series 2014 Bonds from time to time as securities depository (each such broker-dealer, bank or other financial institution being referred to herein as a "*DTC Participant*") or to any person on behalf of whom such a DTC Participant holds an interest in the Series 2014 Bonds. Without limiting the immediately preceding sentence, the Authority and the Bond Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any DTC Participant with respect to any ownership interest in the Series 2014 Bonds, (ii) the delivery to any DTC Participant or any other person, other than a registered owner of a Series 2014 Bond as shown in the Bond Register, of any notice with respect to the Series 2014 Bonds, or (iii) the payment to any DTC Participant or any other person, other than a registered owner of a Series 2014 Bond as shown in the Bond Register, of any amount with respect to principal of, premium, if any, or interest on the Series 2014 Bonds. The Authority and the Bond Registrar may treat and consider the person in whose name each Series 2014 Bond is registered in the Bond Register as the holder and absolute owner of such Series 2014 Bond for the purpose of payment of principal,

premium, if any, and interest with respect to such Series 2014 Bond, for the purpose of giving notices of any matters with respect to such Series 2014 Bond, for the purpose of registering transfers with respect to such Series 2014 Bond, and for all other purposes whatsoever. The Bond Registrar shall pay all principal of, premium, if any, and interest on the Series 2014 Bonds only to or upon the order of the respective registered owners of the Series 2014 Bonds, as shown in the Bond Register, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Authority's obligations with respect to payment of principal of, premium, if any, and interest on the Series 2014 Bonds to the extent of the sum or sums so paid. No person other than a registered owner of a Series 2014 Bond as shown in the Bond Register, shall receive a Series 2014 Bond certificate evidencing the obligation of the Authority to make payments of principal, premium and interest with respect to any Series 2014 Bond. Upon delivery by DTC to the Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the provisions hereof with respect to the payment of interest by the mailing of checks or drafts to the registered owners of Series 2014 Bonds at the close of business on the 15th day of the month next preceding the applicable interest payment date, the name "Cede" in this Thirty-Fifth Supplemental Resolution shall refer to such new nominee of DTC.

In the event that (i) the Authority determines that DTC is incapable of discharging its responsibilities described herein and in the Representation Letter, (ii) the agreement among the Authority, the Bond Registrar and DTC evidenced by the Representation Letter shall be terminated for any reason or (iii) the Authority determines that it is in the best interests of the beneficial owners of the Series 2014 Bonds that they be able to obtain certificated Series 2014 Bonds, the Authority shall notify DTC and DTC Participants of the availability through DTC of such Series 2014 Bond certificates and the Series 2014 Bonds shall no longer be restricted to being registered in the Bond Register in the name of Cede, as nominee of DTC. At that time, the Authority may determine that such Series 2014 Bonds shall be registered in the name of and deposited with such other depository operating a universal book-entry system, as may be acceptable to the Authority, or such depository's agent or designee, and if the Authority does not select such alternate universal book-entry system, then such Series 2014 Bonds may be registered in whatever name or names registered owners of such Series 2014 Bonds transferring or exchanging such Series 2014 Bonds shall designate, in accordance with the provisions hereof.

Notwithstanding any other provision of this Thirty-Fifth Supplemental Resolution to the contrary, so long as any Series 2014 Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Series 2014 Bond and all notices with respect to such Series 2014 Bond shall be made and given, respectively, in the manner provided in the Representation Letter.

Section 6. Form of Bonds. Each series of the Series 2014 Bonds shall be prepared in substantially the following form, with such insertions and revisions as an Authorized Officer may determine to be necessary or appropriate:

(FORM OF BOND)

NO. R- ____

REGISTERED
\$ _____

UNITED STATES OF AMERICA

STATE OF SOUTH DAKOTA

SOUTH DAKOTA BUILDING AUTHORITY

REVENUE [REFUNDING] BONDS, [SERIES 2014__] [(TAX-EXEMPT) // (TAXABLE)]

INTEREST MATURITY DATED
RATE: ____% DATE: _____ 1, ____ DATE: _____ CUSIP: 83755-__

Registered Owner:

Principal Amount:

[1] The South Dakota Building Authority (hereinafter called the "Authority"), a body politic and corporate duly created and existing under and by virtue of the laws of the State of South Dakota, for value received hereby promises to pay to the Registered Owner identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above, the Principal Amount identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on such Principal Amount from the Dated Date of this Bond at the Interest Rate per annum set forth above on each [March 1 and September 1] [December 1 and June 1], commencing [March 1, 2015][June 1, 2015], until said Principal Amount is paid. Principal of this Bond is payable in lawful money of the United States of America upon presentation and surrender at the principal corporate trust office of The First National Bank in Sioux Falls, Sioux Falls, South Dakota, as bond registrar and paying agent (the "Bond Registrar"), or its successor as bond registrar and paying agent. Payment of the installments of interest shall be made to the Registered Owner hereof as shown on the registration books of the Authority maintained by the Bond Registrar as of the close of business on the fifteenth day of the month next preceding the interest payment date (whether or not a business day) and shall be paid by check or draft of the Bond Registrar, in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar *provided* that, so long as \$500,000 principal amount of the [Series 2014__] Bonds is registered in the name of the Registered Owner or its nominee, the payment of installments of interest on all [Series 2014__] Bonds registered in the name of the Registered Owner or its nominee may, upon written request to the Bond Registrar, be paid by wire transfer on the due date as provided in the hereinafter described Bond Resolution.

[2] The Bond Registrar shall not be required to transfer or exchange the [Series 2014__] Bonds (i) during the period after the 15th day of the month next preceding any interest payment date and ending on such interest payment date, (ii) after notice calling the [Series 2014__] Bonds for redemption has been mailed until the redemption date or (iii) during a period of fifteen days next preceding mailing of a notice of redemption of the [Series 2014__] Bonds.

[3] This [Series 2014__] Bonds is one of an authorized issue of _____ Dollars (\$_____) South Dakota Building Authority Revenue Bonds, [Series 2014__] [(Tax-Exempt) // (Taxable)] (the “[Series 2014__]Bonds”), which constitute an issue of “Bonds” issued pursuant to the resolution of the South Dakota Building Authority, duly adopted on the 8th day of March, 1984 (the “*Original Resolution*”), as supplemented by supplemental resolutions of the Authority duly adopted July 10, 1985, April 21, 1987, May 6, 1987, July 28, 1987, August 8, 1988, May 22, 1991, August 26, 1991, October 28, 1992, March 9, 1993, August 26, 1993, November 29, 1994, August 30, 1995, October 15, 1995, August 8, 1996, December 17, 1996, April 28, 1999, August 1, 2000, May 15, 2002, January 10, 2003, May 23, 2003, March 22, 2005, July 1, 2005, May 16, 2006, August 9, 2006, May 15, 2007, July 2, 2008, June 19, 2009, August 12, 2010, July 26, 2011, November 23, 2011, September 10, 2012, November 8, 2013, April 14, 2014, August 5, 2014 and _____, 2014 (such Original Resolution and such supplemental resolutions being referred to collectively as the “*Bond Resolution*”), and is issued under and pursuant to said Bond Resolution, and an Act of the Legislature of the State of South Dakota, entitled “An Act to create the South Dakota Building Authority and to define its powers and duties,” approved March 14, 1967, as amended (hereinafter called the “*Act*”), for the purpose of providing funds for financing various projects for the South Dakota Board of Regents, as more fully provided in the Bond Resolution. Said Bond Resolution among other things provides for the issuance of additional bonds and notes pursuant thereto in the manner and upon the terms and conditions more fully set forth therein.

[4] [The [Series 2014__] Bonds maturing on or after _____ 1, 20__ are subject to redemption at the option of the Authority prior to maturity in whole or in part in any order of maturity designated by the Authority, in Authorized Denominations, on any business day on or after _____ 1, 20__, at a redemption price of par plus accrued interest to the redemption date.]

[5] The [Series 2014__] Bonds may be redeemed in the event of damage to or destruction of the Facilities (as defined in the Bond Resolution) or any part thereof or condemnation of such Facilities or any part thereof as provided in the Bond Resolution. When called for redemption as a result of any such event, such [Series 2014__] Bonds shall be subject to redemption by the Authority, in whole or in part, in inverse order of maturity and by lot within a maturity, at a redemption price of 100% of the principal amount thereof plus accrued interest to the redemption date and without premium, on any interest payment date.

[6] Notice of any such redemption shall be sent by first class mail not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption to the registered owner of each [Series 2014__] Bond to be redeemed at the address shown on the registration books of the Authority maintained by the Bond Registrar or at such other address as is furnished in writing by such registered owner to the Bond Registrar; *provided*, that the failure to mail any such notice or any defect therein as to any Bond shall not affect the validity of the proceedings

for the redemption of any other [Series 2014__] Bond. When so called for redemption, this [Series 2014__] Bond will cease to bear interest on the specified redemption date, provided funds for redemption are on deposit at the place of payment at that time, and shall not be deemed to be outstanding.

[7] This Bond is transferable by the registered holder hereof in person or by his attorney duly authorized in writing at the principal corporate trust office of the Bond Registrar in Sioux Falls, South Dakota, but only in the manner, subject to the limitations and upon payment of the charges provided herein and in the Bond Resolution and upon surrender and cancellation of this Bond. Upon such transfer a new [Series 2014__] Bond or [Series 2014__] Bonds of Authorized Denominations of the same interest rate, maturity and Series designation and for the same aggregate principal amount will be issued to the transferee in exchange therefor.

[8] The [Series 2014__] Bonds are issued in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof (herein, "*Authorized Denominations*"). This Bond may be exchanged at the principal corporate trust office of the Bond Registrar for a like aggregate principal amount of [Series 2014__] Bonds of the same interest rate, maturity and Series designation of other Authorized Denominations, upon the terms set forth in the Bond Resolution.

[9] The Authority and the Bond Registrar may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes and neither the Authority nor the Bond Registrar shall be affected by any notice to the contrary.

[10] The principal of and interest on this Bond and all other Bonds of the Series of which this Bond forms a part, together with all other bonds on a parity therewith heretofore or hereafter issued and outstanding under said Bond Resolution, are payable solely from the rents, revenues and receipts to be derived by the Authority from the leasing of the Facilities, subject and subordinate to the rights of the holders of the outstanding Original Refunded Bonds and the Refunded Bonds, as described in the Bond Resolution, to a prior claim thereon pending the final payment of said Original Refunded Bonds and said Refunded Bonds from the obligations and moneys escrowed for that purpose in an amount adequate therefor at or prior to the delivery of this Bond, all as more fully described in said Bond Resolution.

[11] The Authority covenants and has covenanted in the Bond Resolution that it will fix and charge rentals for the use of said Facilities at a rate sufficient to provide a fund at all times sufficient to pay the cost of operating, maintaining, insuring and repairing the Facilities (unless such costs are otherwise provided for) and to pay the principal of and interest on the Bonds and parity bonds issued and outstanding under the said Bond Resolution in accordance with its terms, a proportion of the administrative expenses of the Authority as provided for by such leases, and maintain such reserves, all as may be provided in the Bond Resolution, and that such rents and all of the revenues and receipts from the said Facilities will be deposited with the Treasurer of the State of South Dakota, ex officio Treasurer of the South Dakota Building Authority, in accordance with the provisions of the Act. This Bond shall not constitute an obligation of the State of South Dakota within the meaning of any provisions of the Constitution

or Statutes of the State of South Dakota, nor is the credit of the State of South Dakota pledged for the payment of this Bond, the interest hereon, any redemption premium, or any part thereof.

[12] The rights and obligations of the Authority and of the holders of the Bonds authorized and outstanding under the Bond Resolution may be modified or amended at any time, as more fully set forth in the Bond Resolution. On November 8, 2013, the Authority approved certain amendments to the Bond Resolution which any purchaser or holder of this Bond is deemed to have consented to and which will take effect on the date on which the Holders of a majority of the aggregate principal amount of Outstanding Bonds consent or are deemed to have consented to such amendments. Such amendments will permit the Authority from time to time and at any time, subject to the conditions and restrictions provided for in such amendments to supplement or amend the Bond Resolution as may or shall by it be deemed necessary or desirable by the Authority without the consent of any Holder for various purposes listed therein.

[13] The Authority covenants and warrants that all requirements of the Act have been fully complied with in the organization of the Authority, in the proceedings of the Authority taken preliminary to the authorization of this Bond and all other Bonds of the series of which this Bond is a part; that all acts, conditions, and things required to be done precedent to and in the issuance of this Bond and its execution and delivery have been done, have happened, do exist and have been performed in accordance with the Act; and that the outstanding indebtedness and obligations of the Authority, including this Bond and all other Bonds issued under the Bond Resolution, do not exceed any constitutional or statutory restrictions or limitations.

[14] This Bond shall not be valid or obligatory for any purpose or entitled to any benefit under the Bond Resolution until this Bond shall have been registered by the State Auditor of the State of South Dakota, and until the certificate of authentication hereon shall have been signed by the Bond Registrar.

IN WITNESS WHEREOF, the South Dakota Building Authority has caused this [Series 2014__] Bonds to be executed in its name by its Chairman by his facsimile signature, a facsimile of its corporate seal to be imprinted hereon and attested by facsimile signature of the Executive Secretary, and countersigned by the facsimile signature of the Authority Attorney, all as of the Dated Date identified above.

SOUTH DAKOTA BUILDING AUTHORITY

By

Chairman

(SEAL)

ATTEST:

Executive Secretary

COUNTERSIGNED:

Authority Attorney

Date of Authentication: _____, _____

CERTIFICATE OF AUTHENTICATION

This Bond is described in the within mentioned Bond Resolution and is the Taxable Revenue [Refunding] Bond, [Series 2014__] [(Tax-Exempt // (Taxable))] of the South Dakota Building Authority.

THE FIRST NATIONAL BANK IN SIOUX FALLS,
SIOUX FALLS, SOUTH DAKOTA, as Bond
Registrar

By: (Manual Signature) _____
Authorized Signature

(ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned sells, assigns, and transfers unto _____

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint _____

attorney to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Signature guaranteed: _____

NOTICE: The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Section 7. Use of Proceeds. The Series 2014 Bonds are issued pursuant to Article III of the Original Resolution, as supplemented, for the purpose of refunding the Refunded Bonds and of financing the Capital Expenditures of the State of South Dakota. The proceeds from the sale of such Series 2014 Bonds shall be disbursed as provided in Sections 4.2 and 4.3 of the Original Resolution to refund the Refunded Bonds and finance the Capital Expenditures. The portion of the proceeds that will be used to refund the Refunded Bonds shall be deposited in the Escrow Account and used as provided in the applicable Escrow Agreement. The portion of the proceeds identified in the Notification of Sale to be used for the Capital Expenditures shall be remitted to the State of South Dakota to pay or reimburse costs in connection with such Capital Expenditures.

In addition, funds from proceeds of the Series 2014 Bonds may be retained in an expense fund and used for the purpose of paying expenses incurred in connection with the issuance of the Series 2014 Bonds.

Section 8. Execution and Delivery. The Series 2014 Bonds shall be executed as herein provided and delivered to the purchaser thereof, upon receipt of the purchase price therefor.

Section 9. Covenant Regarding Leases and Appropriation. The Authority covenants that it will in due time, and at the appropriate time, submit a request for appropriations for the payment of rents to each of its Lessees and to the Legislative Assembly of the State of South Dakota until all rentals under the Leases have been paid in full.

Section 10. Temporary Bonds. Pending preparation of definitive Series 2014 Bonds, or by agreement with the purchasers of all Series 2014 Bonds, the Authority may issue in lieu of definitive Series 2014 Bonds, one or more temporary printed or typewritten Series 2014 Bonds of substantially the tenor recited above. If temporary Series 2014 Bonds are issued, the Authority will cause definitive Series 2014 Bonds to be prepared without unreasonable delay. Until so exchanged, temporary Series 2014 Bonds shall have the same rights, remedies and security hereunder as definitive Series 2014 Bonds. The Authority shall pay any cost in connection with the preparation or printing or engraving of definitive Series 2014 Bonds.

Section 11. Investments. All moneys or funds held under the provisions of the Bond Resolution shall be invested in “permitted investments” as defined in the Act.

Section 12. Tax Covenants. The Authority covenants that it will take no action in the investment of the proceeds of said Series 2014D Bonds or Series 2014E Bonds which would result in any of the Series 2014D Bonds or Series 2014E Bonds being classified as “arbitrage bonds” within the meaning of Section 148 of the Code. Further, the Authority covenants that it will take such actions as may be necessary in order to ensure that the interest on any Series 2014D Bonds and Series 2014E Bonds remains excluded from the gross income of the holders thereof for federal income tax purposes under Section 103 of the Code.

Section 13. Continuing Disclosure. The Executive Secretary of the Authority is hereby authorized empowered and directed to execute and deliver a Continuing Disclosure Undertaking (the “*Continuing Disclosure Undertaking*”) in such form as he shall approve, his execution thereof to constitute conclusive evidence of this Authority’s approval thereof. When the Continuing Disclosure Undertaking is executed and delivered on behalf of the Authority as herein provided, the Continuing Disclosure Undertaking will be binding on the Authority and the officers, employees and agents of the Authority, and the officers, employees and agents of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Undertaking as executed. Notwithstanding any other provision of the Bond Resolution, the sole remedies for failure to comply with the Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Series 2014 Bonds to seek mandamus or specific performance by court order, to cause the Authority to comply with its obligations under the Continuing Disclosure Undertaking.

Section 14. Official Statement. The Authority does hereby authorize the preparation and distribution of a Preliminary Official Statement and an Official Statement with respect to the Series 2014 Bonds and the Chairman, Vice Chairman, Secretary or Executive Secretary of the Authority is authorized to execute the Official Statement with respect to the Series 2014 Bonds, in such form as the officer signing such Official Statement shall approve, such officer's execution thereof to constitute conclusive evidence of the Authority’s approval thereof.

Section 15. Sale of Bonds. The Chairman or Executive Secretary is authorized to enter into a Bond Purchase Agreement with BMO Capital Markets GKST Inc. (the “*Underwriter*”), for the sale of the Series 2014 Bonds in a form similar to those previously entered into by the Authority with such modifications as the officer(s) signing such Bond Purchase Agreement shall approve, such officer's execution thereof to constitute conclusive evidence of the Authority’s approval thereof. Before approving, executing and delivering the Bond Purchase Agreement, any Authorized Officer shall first determine (i) the maturities and principal amounts of the Series 2006A Bonds and Series 2007 Bonds which shall be Refunded Bonds, (ii) that the last stated maturity date is not later than September 1, 2026 in the case of the Series 2014D Bonds, and June 1, 2032 in the case of the Series 2014E Bonds and Series 2014F Bonds, (iii) that the yield for arbitrage purposes on any Series of the Series 2014 Bonds does not exceed 6.0% in the case of the Series 2014D Bonds and Series 2014E Bonds, and 7.0% in the case of the Series 2014F Bonds, (iv) that the purchase price to be paid by the Underwriter for any Series of Series 2014 Bonds is not less than the 99.0% of the principal amount of such Series of Bonds, plus an amount sufficient to pay costs of issuance of the Bonds, and (v) that the Underwriter’s discount on any Series of the Series 2014 Bonds (as measured as a percentage of total proceeds of such Series of the Series 2014 Bonds) shall not exceed 0.50%. Any such determinations included in the Bond Purchase Agreement or Notification of Sale shall be conclusive evidence of such determinations for all purposes. Within ten (10) business days of the sale of the Series 2014 Bonds, the Executive Secretary shall file the Notification of Sale with members of the Authority.

Section 16. Additional Documents. The Authority does hereby authorize and approve the execution and delivery by its Chairman, Vice Chairman, Secretary or Executive Secretary of

such documents which are necessary and desirable in connection with the issuance of the Series 2014 Bonds, including, without limitation, amendments or supplements to any Lease, with such execution of such documents to constitute conclusive evidence of their approval and the Authority's approval of the form of such document.

Section 17. Authorized Acts. The Authorized Officers are hereby each authorized and directed to do all such acts and things and to execute and deliver all such other documents, agreements, certificates and elections, and perform such other acts, as may be necessary or desirable in order to effectuate any of the actions authorized pursuant to this Resolution.

Section 18. Amendment to Original Resolution. Upon and after the Effective Date, the Original Resolution shall be amended to contain a new section to read as follows:

The Authority from time to time and at any time, subject to the conditions and restrictions in this Section contained, may supplement or amend the Bond Resolution as may or shall by it be deemed necessary or desirable without the consent of any Holder for any one or more of the following purposes.

- (a) To correct the description of any property leased or intended to be leased;
- (b) To add to the covenants and agreements of the Authority or any Lessee contained herein or in any Lease;
- (c) To evidence the succession or successive successions of any other department, agency, body or corporation to the Authority or any Lessee and the assumption by such successor of the covenants, agreements and obligations of the Authority or any Lessee;
- (d) To cure any ambiguity or to correct or supplement any provision contained herein, in any Supplemental Resolution or in any Lease which may be defective or inconsistent with any other provision contained herein, in any Supplemental Resolution or Lease, or to make such other provisions in regard to matters or questions arising under this Resolution, any Supplemental Resolution or any Lease as the Authority may deem necessary or desirable and which shall not be inconsistent with the provisions of this Resolution, any Supplemental Resolution or any Lease and which shall not impair the security of the same;
- (e) To modify, eliminate and/or add to the provisions of this Bond Resolution to such extent as shall be necessary to effect the qualification of this Bond Resolution under the Trust Indenture Act of 1939, as then amended, or under any similar Federal statute hereafter enacted, and to add to this bond Resolution such other provisions as may be expressly permitted by said Trust Indenture Act of 1939, excluding, however, the provisions referred to in Section 316(a)(2) of said Trust Indenture Act of 1939;
- (f) To provide for the issuance of additional bonds or notes of the Authority;

(g) To otherwise amend this Bond Resolution or any Lease such that, when effective, such amendment, in the judgment of the Authority, the rating then in effect on any Outstanding Bonds from each rating agency immediately preceding the time such amendment becomes effective will be maintained or improved after such amendment becomes effective. For the purposes of this subsection, each rating will be defined by reference only to the major letter category and any plus (+) or minus (-) designation or similar numerical designation (but disregarding any further designation within a rating category whether nor or hereafter used by a Rating Agency);

(h) To comply with any provision of the Internal Revenue Code or regulations thereunder, now or hereafter in effect, relating to arbitrage bonds or, in general, imposing conditions on the exemption of interest received, by the holders thereof, on bonds issued by a state or political subdivision or agency thereof;

(i) To amend the terms hereof in a manner applicable only to Bonds or Notes issued subsequent to such amendment and not affecting Bonds and Notes previously issued and outstanding; and

(j) To make such other modifications or amendments which are determined by the Authority not to be of material prejudice to the rights of the Holders of the Bonds and Notes.

Section 19. Deemed Consent. The original purchaser(s) of the Series 2014 Bonds shall be deemed to have irrevocably consented to the amendment to the Original Resolution set forth in Section 18 of this Thirty-Fifth Supplemental Resolution, such consent to be binding upon such purchaser(s) and all subsequent holders or owners of the Series 2014 Bonds.

Section 20. Repeal of Conflicting Provisions. Any resolutions, or parts thereof, in conflict with the provisions of this Thirty-Fifth Supplemental Resolution, are hereby repealed.

Section 21. Effective Date. This Thirty-Fifth Supplemental Resolution shall become effective upon its passage.