

EXTRACT OF MINUTES OF MEETING
OF THE CITY COUNCIL OF THE
CITY OF WAITE PARK, MINNESOTA

HELD: February 22, 2016

Pursuant to due call and notice thereof, a meeting of the City Council of the City of Waite Park, Stearns County, Minnesota, was duly called and held at the City Hall in said City on Monday, the 22nd day of February, 2016, at 6:30 o'clock p.m.

The following members were present: Mayor Miller, Members Linquist, Schneider, Schluz, Theisen

and the following were absent: None

Member Schneider introduced the following resolution and moved its adoption:

RESOLUTION NO. 022216-03
RESOLUTION AUTHORIZING
EXECUTION OF A DEVELOPMENT AGREEMENT

A. WHEREAS, Silver Leaf Group, LLC, a limited liability company (the "Company") and Silver Leaf Lodging Group, Inc., a South Dakota limited liability company (the "Developer") have requested that the City of Waite Park, Minnesota (the "City") assist with the financing of certain costs incurred in connection with the construction by the Developer of not less than a 20,000 square foot conference center, a 95-unit extended stay hotel operating as a Marriott Residence Inn, or extended stay hotel of similar rating, ranking or classification and a 90-unit select service hotel operating as a Hilton Garden Inn or select service hotel of similar rating, ranking or classification to be located in the City (the "Project").

B. WHEREAS, the Company, the Developer and the City have determined to enter into a Development Agreement providing for the City's tax increment financing assistance for the Project (the "Development Agreement").

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Waite Park, Minnesota, as follows:

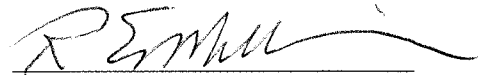
1. The City Council hereby approves the Development Agreement in substantially the form submitted, and the Mayor and City Administrator are hereby authorized and directed to execute the Development Agreement on behalf of the City, subject to the requirement contained in Section 3.1(3) that the Company provide a letter of credit to the City in a form and from a bank acceptable to the City in an amount of not less than \$500,000 which letter of credit may be drawn upon in the event of failure by the Company to timely pay requested amounts for relocation assistance, services, payments and benefits.

2. The approval hereby given to the Development Agreement includes approval of such additional details therein as may be necessary and appropriate and such modifications thereof, deletions therefrom and additions thereto as may be necessary and appropriate and approved by the City officials authorized by this resolution to execute the Development Agreement. The execution of the Development Agreement by the appropriate officer or officers of the City shall be conclusive evidence of the approval of the Development Agreement in accordance with the terms hereof.

The motion for adoption of the foregoing resolution was duly seconded by Member Schulz and, after full discussion thereof, and upon a vote being taken thereof, the following voted in favor thereof: Mayor Miller, Members Linquist, Schneider, Schulz, Theisen

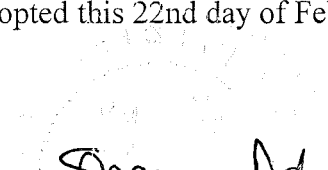

and the following voted against same: None

Adopted this 22nd day of February, 2016.



Mayor

Attest:



City Administrator

STATE OF MINNESOTA
COUNTY OF STEARNS
CITY OF WAITE PARK

I, the undersigned, being the duly qualified and acting Administrator of the City of Waite Park, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes with the original minutes of a meeting of the City Council of the City held on the date therein indicated, which are on file and of record in my office, and the same is a full, true and complete transcript therefrom insofar as the same relates to a Resolution Authorizing Execution of a Development Agreement.

WITNESS my hand as such Administrator of the City Council of the City of Waite Park, Minnesota this 22nd day of February, 2016.



City Administrator