

**CONSENT TO LEASE AND ASSIGNMENT**

WHEREAS, on July 15, 2011, Brookings County, South Dakota (the "County") issued a \$6,622,000 Economic Development Revenue Bond, Series 2011 (the "Bond") and loaned the proceeds thereof to United Retirement Center d/b/a United Living Community ("Landlord") under the terms of the Loan and Security Agreement dated July 15, 2011 (the "Loan Agreement") between the County, Landlord, and Bank; and

WHEREAS, the Bond was purchased by Home Federal Bank, which subsequently merged with and into Great Western Bank ("Bank"), the current holder of the Bond; and

WHEREAS, on December 3, 2014, Landlord executed a Lease Agreement (the "Lease") with Children's Museum of South Dakota ("Assignor"), an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as tenant, to allow Assignor to assume operation of the daycare and child learning center located in a portion of Landlord's facilities;

WHEREAS, Assignor wishes to assign its rights under the Lease to The Early Learning Center of Brookings ("Assignee"), an organization exempt under Section 501(c)(3) of the Code; and

WHEREAS, under Section 13.1 of the Loan Agreement, the Lease and assignment thereof (the "Assignment of Lease") is subject to the consent of the County and Bank; and

WHEREAS, Bank and the County have received an opinion of bond counsel confirming that the Lease and Assignment of Lease will not adversely affect the tax exempt status of the Bond.

BASED ON THE FOREGOING, Bank and the County consent to the Lease and Assignment of Lease, provided that no further assignment of the Lease shall hereafter be made without the prior written consent of Bank or the County.

Dated and signed this \_\_\_\_ day of \_\_\_\_\_, 2019.

GREAT WESTERN BANK

BROOKINGS COUNTY, SOUTH DAKOTA

By \_\_\_\_\_  
Its \_\_\_\_\_

By \_\_\_\_\_  
Chairman, Brookings County Commission