

---

**FIRST SUPPLEMENTAL RESOLUTION**  
**RESOLUTION NO. 2012-9**  
**(SUPPLEMENTING BOND RESOLUTION NO. 2010-1)**

**RELATING TO:**

**NAMPA DEVELOPMENT CORPORATION**  
**REVENUE ALLOCATION BONDS, SERIES 2010**

Dated as of December 19, 2012

---

**BY THE BOARD OF COMMISSIONERS OF THE NAMPA DEVELOPMENT CORPORATION:**

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE NAMPA DEVELOPMENT CORPORATION, SUPPLEMENTING RESOLUTION NO. 2010-1 RELATING TO ITS REVENUE ALLOCATION BONDS, SERIES 2010, IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF UP TO \$18,000,000 TO MAKE CERTAIN TECHNICAL CORRECTIONS RELATING TO QUALIFICATIONS OF A SUCCESSOR TRUSTEE; PROVIDING FOR AN EFFECTIVE DATE OF THIS RESOLUTION; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO.**

**WHEREAS**, on June 2, 2010, the Board of Commissioners (the “**Board**”) of the Nampa Development Corporation (the “**Agency**”), an independent public body corporate and politic, also known as the Urban Renewal Agency of the City of Nampa, Idaho, adopted its Resolution No. 2010-1 (the “**2010 Bond Resolution**”) authorizing the issuance of its Revenue Allocation Bonds, Series 2010 in the principal amount of up to \$18,000,000 (the “**Bonds**”); and

**WHEREAS**, the Board desires to replace Wells Fargo Bank, National Association, Boise, Idaho, the original trustee under the 2010 Bond Resolution (the “**Prior Trustee**”) with The Bank of New York Mellon Trust Company, N.A. (the “**Successor Trustee**”) to serve as trustee of the Bonds in accordance with Section 8 of the 2010 Resolution; and

**WHEREAS**, the Board desires to amend Section 8.K of the 2010 Bond Resolution relating to qualifications of a successor trustee to provide that a successor trustee shall be incorporated in the United States and shall be goodstanding under the laws of the United States; and

**WHEREAS**, Section 22.A of the 2010 Bond Resolution allows the Board to adopt a supplemental resolution for the purpose of curing or correcting any defective provision in the 2010 Bond Resolution without consent of the Registered Owners of the Bonds so long as such amendment does not adversely affect the interests of the Registered Owners of the Bonds; and

**WHEREAS**, the Board hereby finds that the amendment to the 2010 Resolution contained herein does not adversely affect the interest of the Registered Owners of the Bonds.

**NOW, THEREFORE, be it resolved by the Board as follows:**

**Section 1. Defined Terms.** Any terms which are used herein but are not defined herein and are defined in the 2010 Resolution shall have the same meaning herein as therein.

**Section 2. Interpretation of this First Supplemental Resolution.** The provisions of this First Supplemental Resolution (the “**First Supplement**”) are intended to supplement the 2010 Resolution and the Agency and Trustee (including but not limited to the Prior Trustee and the Successor Trustee) shall comply with the provisions of both the 2010 Resolution and all Supplements thereto, including this First Supplement.

**Section 3. Amendment of Section 8.K.** Section 8.K of the 2010 Resolution is hereby deleted in its entirety and replaced in full with the following Section 8.K:

**K. Successor Trustee, Registrar or Paying Agent; Qualifications.** Notwithstanding anything else in this Section to the contrary, any successor Trustee, Registrar or Paying Agent appointed pursuant to the provisions of this Section shall (i) be a trust company or bank in good standing under the laws of the United States, located in the United States or incorporated under the laws of the United States, duly authorized to exercise trust powers and subject to examination by federal or state authority; (ii) have a reported capital and surplus of not less than \$50,000,000, and (iii) have substantial prior experience as a trustee for the benefit of municipal bondholders.

**Section 4. Ratification of 2010 Resolution.** Except as amended by this First Supplement, all terms set forth in the 2010 Resolution shall remain unchanged, and in full force and effect.

**Section 5. Severability.** If any term or provision of this First Supplement or the application hereof for any reason or circumstance shall to any extent be held invalid or unenforceable, the remaining provisions or the application or such term or provision to persons and situations other than those as to which is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be valid and enforced to the fullest extent permitted by law.

**Section 6. Governing Law.** This First Supplement shall be governed by and construed in accordance with the laws of the State of Idaho.

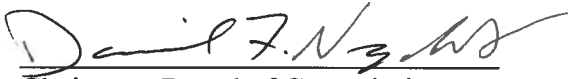
**Section 7. Binding Effect.** All covenants, promises and agreements in this First Supplement contained by or on behalf of the Board, or by or on behalf of the Trustee, shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

**Section 8. Effective Date.** This First Supplement shall take effect immediately upon its adoption and approval

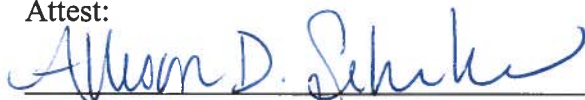
(Signature Page Follows)

ADOPTED AND APPROVED by the Board of Commissioners of the Nampa Development Corporation this 19th day of December, 2012. Signed by the Chairman of the Board of Commissioners, and attested by the Secretary to the Board of Commissioners on December 19, 2012.

NAMPA DEVELOPMENT CORPORATION:

By:   
Chairman, Board of Commissioners

Attest:

  
Secretary