



SOUTHERN MINNESOTA
MUNICIPAL POWER AGENCY

Bringing power to your life.

December 19, 2016

Ms. Nancy Breems
Minnesota Secretary of State Official Documents
180 State Office Building
100 Rev. Dr. Martin Lutheran King, Jr., Blvd.
St. Paul, MN 55155



RE: Filing Amendment to SMMPA Agency Agreement

Dear Ms. Breems:

Enclosed please find a recent Amendment to the Southern Minnesota Municipal Power Agency ("SMMPA") Agency Agreement of June 2, 1977. In addition, please find enclosed the Members' Resolutions approving such Amendment. We kindly request the filing of these documents with the Minnesota Secretary of State pursuant to Minnesota Statutes Section 453.53, Subdivision 9. We understand that no filing fee is required.

Please note that two copies are being provided so that one copy can be stamped and returned to the following address:

Southern Minnesota Municipal Power Agency
Attention: Naomi Goll
500 First Avenue SW
Rochester, MN 55902

Thank you in advance for your service.

Sincerely,

Southern Minnesota Municipal Power Agency

David P. Geschwind
Executive Director & CEO

Enclosures

cc: Michael Pignato, Dorsey & Whitney LLP

171628



EXHIBIT A

[FORM OF AMENDMENT NO. 1 TO AGENCY AGREEMENT
TO BE ATTACHED]



**AMENDMENT No. 1
to AGENCY AGREEMENT**

Amendment No. 1 dated November 1, 2016 ("Amendment No. 1") to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Original Agency Agreement;" such Original Agency Agreement as amended by this Amendment No. 1 is hereinafter referred to as the "Agency Agreement") between and among CITY OF AUSTIN, a city organized and existing under the laws of the State of Minnesota, CITY OF BLOOMING PRAIRIE, a city organized and existing under the laws of the State of Minnesota, CITY OF FAIRMONT, a city organized and existing under the laws of the State of Minnesota, CITY OF GRAND MARAIS, a city organized and existing under the laws of the State of Minnesota, CITY OF LAKE CITY, a city organized and existing under the laws of the State of Minnesota, CITY OF LITCHFIELD, a city organized and existing under the laws of the State of Minnesota, CITY OF MORA, a city organized and existing under the laws of the State of Minnesota, CITY OF NEW PRAGUE, a city organized and existing under the laws of the State of Minnesota, CITY OF NORTH BRANCH, a city organized and existing under the laws of the State of Minnesota, CITY OF OWATONNA, a city organized and existing under the laws of the State of Minnesota, CITY OF PRESTON, a city organized and existing under the laws of the State of Minnesota, CITY OF PRINCETON, a city organized and existing under the laws of the State of Minnesota, CITY OF REDWOOD FALLS, a city organized and existing under the laws of the State of Minnesota, CITY OF ROCHESTER, a city organized and existing under the laws of the State of Minnesota, CITY OF SAINT PETER, a city organized and existing under the laws of the State of Minnesota, CITY OF SPRING VALLEY, a city organized and existing under the laws of the State of Minnesota, CITY OF WASECA, a city organized and existing under the laws of the State of Minnesota, and CITY OF WELLS, a city organized under the laws of the State of Minnesota (herein referred to collectively as the "Cities") and any and all Minnesota cities becoming parties to the Agency Agreement in accordance with its terms after the date hereof (said cities together with the Cities being herein collectively referred to as the "Members"). Capitalized terms not otherwise defined in this Amendment No. 1 shall be as defined in the Original Agency Agreement.

WITNESSETH:

WHEREAS, the Original Agency Agreement created the Agency pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act," which term includes any amendment thereof); and

WHEREAS, each City is a Member of the Agency and is authorized either by the laws of the State of Minnesota or by its city charter adopted pursuant thereto to engage in the local distribution and sale of electric energy; and

WHEREAS, the Original Agency Agreement provides for the amendment thereof with the effectiveness of any amendment subject to certain conditions set forth in Section 9(L) of the Original Agency Agreement; and

WHEREAS, this Amendment No. 1 has been (a) approved by two-thirds of all of the Representatives, each casting one vote, (b) approved by the two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted voting formula

described in Section 9(C) of the Original Agency Agreement, (c) approved and concurred in by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members and (d) upon the filing with the Secretary of State as required by the Act of a certified copy of each such Resolution and this Amendment No. 1, this Amendment No. 1 shall be effective.

NOW, THEREFORE, each of the Cities and each of the Minnesota cities becoming a Member of the Agency after the date hereof, does hereby covenant and agree, each in consideration of the foregoing and in consideration of the covenants and agreements of the other; as follows:

Section 1. Purpose of Amendment No. 1. All of the Members of the Agency on the date hereof (except for the Cities of Austin and Rochester) have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"). The Cities of Austin and Rochester (the "Terminating Requirements Members") have power sales contracts with an initial term ending on March 31, 2030 (the "Initial PSC Termination Date"). The Continuing Members, together with, prior to the Initial PSC Termination Date, the Terminating Requirements Members, are referred to herein as the "Requirements Members." The Terminating Requirements Members may wish to remain Members of the Agency after the Initial PSC Termination Date and participate in contractual arrangements with the Agency other than on the basis of the contractual arrangements between the Agency and the Requirements Members. The Agency also wishes to plan for its future needs and may determine that it is beneficial for the Agency and its Members for the Agency to participate in such contractual arrangements with the Terminating Requirements Members which relate to interests in a specified project rather than on a requirements basis. In addition, it may be beneficial to the Agency and its Members and Minnesota cities becoming Members after the date hereof to offer contractual arrangements with such future Members which relate to interests in a specified project rather than on a requirements basis (the "Future Project Members" or the "Project Members;" and, on and after the Initial PSC Termination Date, together with the Terminating Requirements Members participating in Projects, the "Project Members"). Prior to entering into any such contractual arrangements, the Board of Directors of the Agency shall designate such property or interest therein or capacity thereof as a "Project" (the "Project") for purposes of this Amendment No. 1. This Amendment No. 1 shall be effective upon its filing with the Secretary of State as required by the Act together with a certified copy of the resolutions referred to in the last "WHEREAS" clause hereof. However, certain provisions of this Amendment No. 1 may not take effect until the occurrence of certain events as specified in this Amendment No. 1. In addition, certain provisions herein may not take effect until the Initial PSC Termination Date.

Section 2. Matters Requiring Members' Approval. A. On and after any Member becomes a Project Member, Requirements Members shall be entitled to vote as a Representative on the matters requiring approval by the Representatives pursuant to Section 9(B) of the Original Agency Agreement except as otherwise set forth in this Section 2.

B. On and after any Member becomes a Project Member, Project Members shall be entitled to vote as a Representative on matters requiring approval by the Representatives pursuant to clauses (5), (6), (7) and (8) of Section 9(B) of the Original Agency Agreement. On and after any Member becomes a Project Member, as to matters requiring approval of the Representatives pursuant to clauses (2), (3) and (4) of Section 9(B) of the Original Agency Agreement, Project Members shall be entitled to vote as a Representative on such matters requiring approval by the Representatives if such vote is in connection with a Project in which a Project Member has a pecuniary interest and matters relating to a Project shall be approved by the majority of the votes

cast by the Representatives with each Representative entitled to one vote. On and after any Member becomes a Project Member, decisions relating to the issuance of bonds or notes of the Agency relating to a Project shall be determined on the Project Committee level subject to ratification by the Board of Directors.

C. On and after any Member becomes a Project Member, no Project Member shall be counted as a Representative for purposes of a quorum with respect to any of the matters enumerated in this Section 2 other than with respect to those matters for which Project Members shall be entitled to vote as a Representative pursuant to clause B of this Section 2 and no Project Member shall be liable for any indebtedness incurred, assessments made and/or any other pecuniary liability in connection with any such matters other than with respect to pecuniary matters relating to the Project or Projects in which it participates.

D. On and after any Member becomes a Project Member, no Project Member shall be allocated a weighted vote pursuant to Section 9(C) of the Agency Agreement.

E. On and after the Initial PSC Termination Date, Members shall consist of either Project Members or Requirements Members.

Section 3. Committee Governing Actions Relating to Projects. A. On and after the effective date of this Amendment No. 1, the Agency's participation in a Project shall be administered by a Project Committee which shall be established by the Board of Directors or pursuant to contractual arrangements relating to a particular Project. Such matters shall include, but not be limited to the following and are subject to the provisions of Section 9(B) of the Agency Agreement:

(1) the issuance of bonds or notes of the Agency secured by the revenues and funds from such Project;

(2) the execution by the Agency of any contract relating to such Project (other than contractual arrangements between the Agency and such Project Members relating to the applicable Project); and

(3) representation on any committees relating to joint ownership of the Project.

The Project Committee's actions shall be of no effect until ratified by the Board of Directors.

B. Unless otherwise specifically stated in the contractual arrangements relating to a particular Project, a Project Committee shall consist of representatives of each of the Project Members participating in such Project and one representative for the Requirements Members. For purposes of clarity, for all purposes under this Section 3, prior to the Initial PSC Termination Date, the Terminating Requirements Members shall be included within the category of Requirements Members and, after the Initial PSC Termination Date, each Terminating Requirements Member participating in a Project shall for all purposes be an individual Project Member. The representative of the Requirements Members shall be selected by a majority vote of the Member Representatives of such Requirements Members with each Member Representative entitled to one vote. Each Project Committee shall meet as necessary to discuss matters relating to the applicable Project. Unless otherwise specifically stated in the contractual arrangements relating to a

particular Project, a quorum exists at any meeting of a Project Committee when a majority of the members of the Project Committee are present and one of such members is the representative of the Requirements Members. Unless otherwise specifically stated in the contractual arrangements relating to a particular project, if a quorum exists, a majority vote of the members of the Project Committee present and comprising the quorum, each exercising the number of votes allotted to such member in accordance with clause C below, shall be necessary to take any action.

C. Unless otherwise specifically stated in the contractual arrangements relating to a particular Project, the number of votes that can be exercised by the members of the Project Committee shall be calculated as set forth in this clause C. The members of each Project Committee shall have an aggregate total amount of 100 votes. The allocation of such votes shall be based on percentage shares of the participants in the Project (as represented by the project percentages contained in the contractual arrangements between the Agency and the participants in such Project). For purposes of the foregoing, the Agency's percentage share in a Project shall be the percentage share of the Requirements Members. After the Initial PSC Termination Date, the Terminating Requirements Members shall each have its allocation of votes based on its percentage share of the Project and the Terminating Requirements Members shall each be a Project Member. Voting with respect to representatives of Project Members on the Project Committee shall be based on the total percentage shares of all Project Members in the Project. The number of votes on the Project Committee for each Project Member who is a member of the Project Committee shall be a number representing such Project Member's percentage share in the applicable Project calculated with respect to the aggregate total amount of 100 votes (by way of example, a 36.2% share in the applicable Project shall equal 36.2 votes out of the aggregate total of 100 votes). The total number of votes of the Requirements Members shall be a number equal to the total percentage share of the Agency in such Project calculated in the same manner as votes for each Project Member and shall be exercised by the representative of the Requirements Members on the Project Committee. Prior to any vote of representatives on the Project Committee on matters in connection with item (1) of clause A of this Section 3, the Requirements Members shall direct their representative on the Project Committee to cast the total number of votes of the Requirements Members on such matter or matters based on the results of a weighted vote on the question cast by the Member Representatives of such Requirements Members in accordance with Section 9(C) of the Original Agency Agreement. Any matters subject to such weighted vote shall be approved by a majority of weighted votes cast by the Member Representatives of the Requirements Members present. A quorum for purposes of such actions shall be that number of Member Representatives of Requirements Members which may, by weighted voting, cast a majority of the aggregate amount of votes capable of being cast by all Member Representatives of the Requirements Members.

D. Unless otherwise specified in the contractual arrangements relating to a particular Project, each Project Committee shall elect a chairperson who shall serve as the liaison between the Project Committee and the Agency staff. Unless otherwise specified herein or in the contractual arrangements relating to a particular Project, all procedural matters relating to meetings, notices of meetings, voting by proxy or determinations as to removal or replacement of a member of the Project Committee shall be determined by the applicable Project Committee.

Section 4. Amendments to Original Agency Agreement.

A. Clauses 2 and 3 of Section 9(A) of the Original Agency Agreement are hereby amended to read as follows on and after the Initial PSC Termination Date:

(2) No such city shall become a Member of the Agency until (a) its admission is approved at an annual or special meeting of the Representatives by the affirmative vote of two-thirds of all Representatives of the then existing Members, each casting one vote, and (b) such city deposits with the Board of Directors or agrees to deposit with the Board of Directors an amount equal to a share of the costs and expenses incurred by the Agency prior to the date of admission of such city as a member of the Agency, as determined by the vote of a majority of the Representatives of the then existing Members, each casting one vote; provided, however, with respect to a Future Project Member such costs and expenses shall include only costs and expenses relating to the Project in which such Future Project Member will participate.

(3) The Board of Directors shall by resolution determine whether admission is approved by the required majority of the Representatives and, if it so determines, shall file certified copies of its resolution and the Commission Resolution and the City Council Resolution with the Secretary of State.

B. The second paragraph of clause 4 of Section 9(A) of the Original Agency Agreement is hereby amended to read as follows on and after any Member becomes a Project Member:

Any Member may withdraw from the Agency upon the following conditions: (a) the Member or its Representative shall have filed with the Board of Directors and the Secretary of State a certified copy of a Commission Resolution and, if the City is one in which the Commission is not the body charged by law with the general control of the City's governmental affairs, a certified copy of a City Council Resolution expressing its desire to so withdraw, (b) if the Agency, prior to the filing of such Commission Resolution and City Council Resolution, shall have incurred any obligation payable from assessments in accordance with Section 9(I) hereof which obligation matures after the date of such filing, the withdrawing Member shall have paid, or made arrangements satisfactory to the Board of Directors to pay, to the Agency its pro rata portion of such obligation, determined in accordance with Section 9(I) hereof, and (c) (i) if any obligations of the Agency (other than obligations with respect to a Project) shall be outstanding at the time, no Member shall be permitted to withdraw from the Agency, if such withdrawal would reduce the number of Requirements Members remaining in the Municipal Power Agency to less than five (5) and (ii) if any obligations of the Agency incurred with respect to a Project shall be outstanding at the time, Project Members participating in such Project shall not be permitted to withdraw.

C. The last paragraph of clause 4 of Section 9(A) of the Original Agency Agreement is hereby amended to read as follows on and after the Initial PSC Termination Date:

Any Member which has (a) defaulted under a contract with the Agency, or (b) failed to pay its assessments in accordance with Section 9(I) hereof, may be expelled from the Agency at an annual or special meeting of the Representatives by the affirmative vote of a majority of the Representatives (including the Representative or Representatives of the defaulting Member), each casting one vote. The expulsion of a Member from the Municipal Power Agency shall not affect any obligations under any contract between the expelled Member and the Municipal Power Agency.

D. Section 9(C) of the Original Agency Agreement is hereby amended to read as follows on and after the Initial PSC Termination Date:

(C) Voting. Except as otherwise expressly provided in this Agency Agreement, each action at any meeting of the Representatives shall be taken by a majority of the votes cast on the question by the Representatives present, each exercising a number of votes allocated to the Member he or she represents as follows (referred to herein as a "weighted vote"):

(1) One vote for each full 5,000 megawatt hours of electric energy purchased by the Member from the Agency during the Agency's most recent Fiscal Year, under a full or partial requirements contract; plus

(2) One additional vote for each full megawatt of the peak amount of electric capacity purchased by the Member from the Agency during the Agency's most recent Fiscal Year, under a full or partial requirements contract; provided that

(3) If the votes allocated to any Member pursuant to clauses (1) and (2) would equal or exceed the total number of votes allocated to all other Members, its allocation of votes shall be reduced to one vote less than those allocated to all other Members.

The allocation of votes to each Member shall be made in accordance with the formula outlined above as soon as practicable after the beginning of each Fiscal Year. The allocation shall be made by the Secretary of the Agency based upon a certificate of the Commission of the Member, and such allocation shall be verified by the Board of Directors. Each such allocation shall remain effective until such time as a new allocation is made for the next Fiscal Year.

In the case of a new Requirements Member or Terminating Requirements Member with a new or modified requirements power sales contract, weighted votes will be determined under clauses (1) and (2) above for the first partial and full year of the new or modified power sales contract based on that Member's load characteristics from the prior year and the energy and capacity amounts expected

to be provided by the Agency in that first partial and full year of the new or modified contract.

E. The first sentence of Section 9(E) of the Original Agency Agreement is hereby amended to read as follows on and after any new or existing Member becomes a Project Member:

Other than as set forth in Amendment No. 1 to the Original Agency Agreement, the powers of the Municipal Power Agency shall be exercised by the Board of Directors in which shall be vested all of the powers conferred on the Municipal Power Agency by the Act and this Agency Agreement other than those powers described in Section 9(B) hereof which shall require the approval of the Representatives.

F. Clause 3 of Section 9(E) of the Original Agency Agreement is hereby amended to add a sentence at the end of the first paragraph of such clause 3 to read as follows on or after any new or existing Member becomes a Project Member:

At no time shall the four Directors elected by the Representatives consist of more than two Project Members.

G. The second to last paragraph of clause 3 of Section 9(E) of the Original Agency Agreement is hereby amended to read as follows on and after the Initial PSC Termination Date:

Directors who have been elected may be removed for cause at a special meeting of the Representatives called for that purpose by the affirmative vote of two-thirds of the Representatives, each casting one vote.

H. Section 9(H)(3) of the Original Agency Agreement is hereby amended to read as follows on and after any new or existing Member becomes a Project Member:

If the Municipal Power Agency shall be dissolved after payment of all of its indebtedness, all of its assets shall be distributed to its Members; provided, however, a Project Member shall be entitled only to a distribution of its proportionate share of the assets of the Project or Projects in which it is participating at the time of the dissolution.

I. The second paragraph of Section 9(I) of the Original Agency Agreement is hereby amended to read as follows on and after any new or existing Member becomes a Project Member:

The Board of Directors shall submit the proposed annual operating budget, together with a proposed schedule as assessment payment dates, to the Representatives at the annual meeting or at a special meeting called for that purpose. Subject to the provisions of Amendment No. 1, the annual operating budget may be adopted by a majority of the votes cast by the Representatives at such meeting, including any adjourned session thereof. Upon approval of the

annual operating budget, the net amount of estimated expenditures therein in excess of the estimated revenues therein shall be deemed assessed against the Members. The amount assessed against each Member shall be in the same proportion as the Member's weighted vote bears to the aggregate amount of votes capable of being cast by all Members. For such purposes, prior to the Initial PSC Termination Date, the Terminating Requirements Members shall be included in the weighted vote and the Terminating Requirements Members shall be assessed as Members as described in the foregoing sentence. Project Members shall be entitled to vote as Representatives on the annual operating budget to the extent permitted pursuant to clause B of Section 2 of Amendment No. 1. Assessments in connection with a particular Project shall be based on the percentage share of a Project participant in a particular Project calculated as set forth in clause C of Section 3 of Amendment No. 1. Upon the approval of the annual operating budget by the Representatives, the amount assessed against each Member shall become an obligation of the Member, enforceable, except as otherwise provided in this Section 9, as a contract right of the Agency. Such assessments shall be paid in accordance with the schedule prepared by the Board of Directors and submitted to the Representatives for their approval with the annual operating budget.

J. The first paragraph of Section 9(J) of the Original Agency Agreement is hereby amended to read as follows on and after the Initial PSC Termination Date:

With respect to voting involving both Project Members and Requirements Members, a quorum for a meeting of the Representatives shall consist of a majority of the total number of Representatives. With respect to voting involving only Requirements Members, a quorum for a meeting of the Representatives is (i) a majority of the total number of Representatives of Requirements Members, and (ii) that number of Representatives of Requirements Members which may, by weighted voting, cast a majority of the aggregate amount of votes capable of being cast by all Representatives of Requirements Members.

K. Section 9(L) of the Original Agency Agreement is hereby amended to read as follows on and after the Initial PSC Termination Date:

This Agency Agreement may only be amended at a regular or special meeting of the Representatives for which notice stating the purpose shall be given to each Representative and any such amendment shall only become effective when (i) approved by two-thirds of all of the Representatives, each casting one vote, (ii) approved and concurred in by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members, and (iii) when such amendment, together with certified copies of such

Commission Resolutions and such City Council Resolutions are filed with the Secretary of State.

The Bylaws may only be amended by the affirmative vote of two-thirds of the Representatives present and voting at an annual or special meeting.

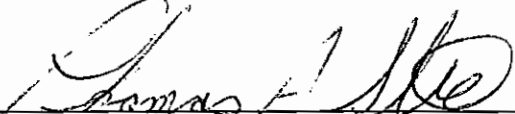
L. Section 9(M) of the Original Agency Agreement is hereby amended to read as follows on and after the Initial PSC Termination Date:

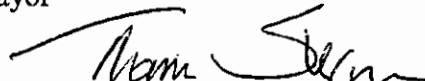
This Agency Agreement may be terminated by the vote of two-thirds of the Representatives, each casting one vote, at a regular meeting or a meeting specially called for that purpose; but not until after all debts of the Municipal Power Agency have been paid; and only upon the approval of same by two-thirds of the Members, as evidenced by Commission Resolutions and City Council Resolutions filed with the Board of Directors. Thereafter, the Board of Directors shall liquidate the business of the Municipal Power Agency as expeditiously as possible, distribute the net proceeds to the Members in the ratio that the total assessments made against each of them bears to the sum of the total assessments made against all of them, and file notice of such termination, together with such Commission Resolutions and City Council Resolutions, with the Secretary of State.

Section 5. Counterparts. Amendment No. 1 may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute Amendment No. 1 by signing any such counterpart.


IN WITNESS WHEREOF, the CITY OF AUSTIN, the CITY OF BLOOMING PRAIRIE, the CITY OF FAIRMONT, the CITY OF GRAND MARAIS, the CITY OF LAKE CITY, the CITY OF LITCHFIELD, the CITY OF MORA, the CITY OF NEW PRAGUE, the CITY OF NORTH BRANCH, the CITY OF OWATONNA, the CITY OF PRESTON, the CITY OF PRINCETON, the CITY OF REDWOOD FALLS, the CITY OF ROCHESTER, the CITY OF SAINT PETER, the CITY OF SPRING VALLEY, the CITY OF WASECA, and the CITY OF WELLS, have each caused this AMENDMENT NO. 1 to be executed and attested by a duly authorized officer, have each caused to be attached hereto the certified Resolution of its governing body, and the certified Resolution of its city council (or other body which is charged by law or its charter with the general control of such City's governmental affairs), and have caused this AMENDMENT NO. 1 to be filed with the Secretary of State of Minnesota, all as of the day and year first written above.

CITY OF AUSTIN

By 
Mayor

By 
President of Board of Commissioners

By 
Representative

(Seal)
Attest:
By: 
City Recorder

CITY OF BLOOMING PRAIRIE

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

IN WITNESS WHEREOF, the CITY OF AUSTIN, the CITY OF BLOOMING PRAIRIE, the CITY OF FAIRMONT, the CITY OF GRAND MARAIS, the CITY OF LAKE CITY, the CITY OF LITCHFIELD, the CITY OF MORA, the CITY OF NEW PRAGUE, the CITY OF NORTH BRANCH, the CITY OF OWATONNA, the CITY OF PRESTON, the CITY OF PRINCETON, the CITY OF REDWOOD FALLS, the CITY OF ROCHESTER, the CITY OF SAINT PETER, the CITY OF SPRING VALLEY, the CITY OF WASECA, and the CITY OF WELLS, have each caused this AMENDMENT NO. 1 to be executed and attested by a duly authorized officer, have each caused to be attached hereto the certified Resolution of its governing body, and the certified Resolution of its city council (or other body which is charged by law or its charter with the general control of such City's governmental affairs), and have caused this AMENDMENT NO. 1 to be filed with the Secretary of State of Minnesota, all as of the day and year first written above.

CITY OF AUSTIN

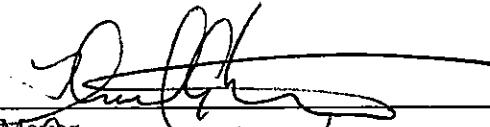
By _____
Mayor

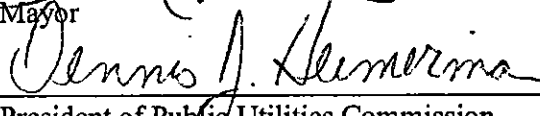
By _____
President of Board of Commissioners

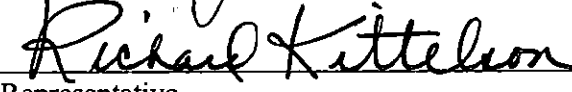
By _____
Representative

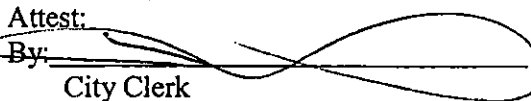
(Seal)
Attest:
By: _____
City Clerk

CITY OF BLOOMING PRAIRIE

By  _____
Mayor

By  _____
President of Public Utilities Commission

By  _____
Representative

(Seal)
Attest:
By:  _____
City Clerk

CITY OF FAIRMONT

By Robert White
Mayor

By Jeffrey P. Zeman
Chairman of Public Utilities Commission

By [Signature]
Representative

(Seal)
Attest:
By: Patricia J. Moxon
City Clerk

CITY OF GRAND MARAIS

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF LAKE CITY

By _____
Mayor

By _____
Chairman of Utilities Board

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF FAIRMONT

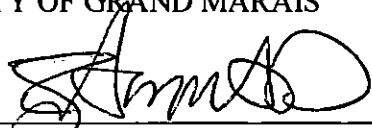
By _____
Mayor

By _____
Chairman of Public Utilities Commission

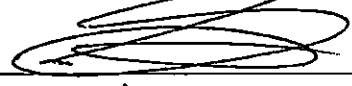
By _____
Representative


(Seal)
Attest:
By: _____
City Clerk

CITY OF GRAND MARAIS

By  _____
Mayor

By  _____
Chairman of Public Utilities Commission

By  _____
Representative

(Seal)
Attest:
By:  _____
City Clerk

CITY OF LAKE CITY

By _____
Mayor

By _____
Chairman of Utilities Board

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF FAIRMONT

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF GRAND MARAIS

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF LAKE CITY

By *[Signature]*
Mayor

By *[Signature]*
Chairman of Utilities Board

By *[Signature]*
Representative

(Seal)
Attest: *[Signature]*
By: *[Signature]*
City Clerk

CITY OF LITCHFIELD

By *Heitz Johnson*
Mayor

By *[Signature]*
Representative

(Seal)
Attest:
By: *David Spruett*
City Clerk

CITY OF MORA

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF NEW PRAGUE

By _____
Mayor

By _____
Chairman of Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF LITCHFIELD

By _____
Mayor

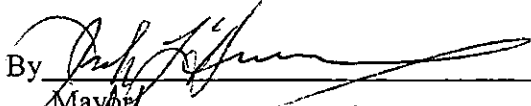
By _____
Representative

(Seal)

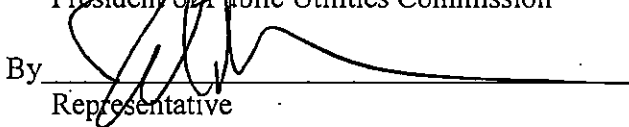
Attest:

By: _____
City Clerk

CITY OF MORA

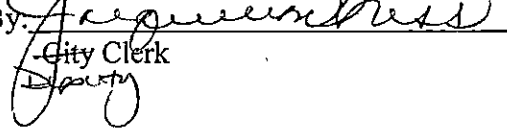
By  _____
Mayor

By  _____
President of Public Utilities Commission

By  _____
Representative

(Seal)

Attest:

By:  _____
City Clerk
Deputy

CITY OF NEW PRAGUE

By _____
Mayor

By _____
Chairman of Utilities Commission

By _____
Representative

(Seal)

Attest:

By: _____
City Clerk

CITY OF LITCHFIELD

By _____
Mayor

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF MORA

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

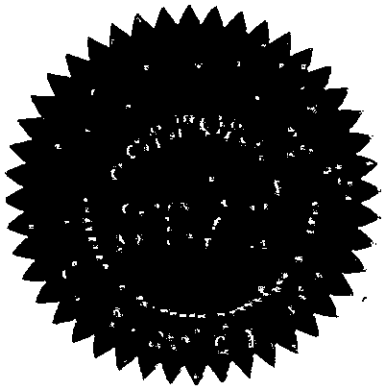
CITY OF NEW PRAGUE

By *Ch. 2 [Signature]*
Mayor

By *[Signature]*
Chairman of Utilities Commission

By *[Signature]*
Representative

(Seal)
Attest: *Michael J. Johnson*
By: _____
City Clerk



CITY OF NORTH BRANCH

By _____
Mayor

By _____
Chairman of Water & Light Commission

By _____
Representative

(Seal)

Attest:

By: Richard Hill
City Clerk / Interim Administrator

CITY OF OWATONNA

By _____
Mayor

By _____
City Administrator

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)

Attest:

By: _____
City Clerk

CITY OF NORTH BRANCH

By _____
Mayor

By _____
Chairman of Water & Light Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF OWATONNA

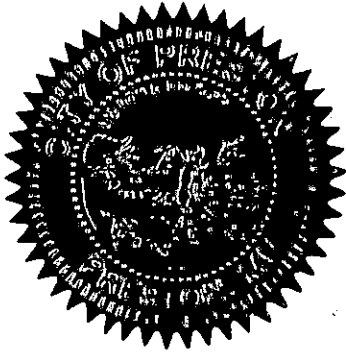
By Thomson A Kuntz
Mayor

By Kris M Busse
City Administrator

By Kevin A Casens
President of Public Utilities Commission

By Mark J Fisher
Representative

(Seal)
Attest:
By: Kris M Busse
City Clerk



CITY OF PRESTON

By [Signature]
Mayor

By [Signature]
Chairman of Public Utilities Commission

By [Signature]
Representative

(Seal)
Attest:
By: [Signature]
City Clerk

CITY OF PRINCETON

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF REDWOOD FALLS

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF PRESTON

By _____
Mayor

By _____
Chairman of Public Utilities Commission

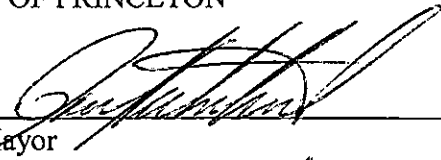
By _____
Representative

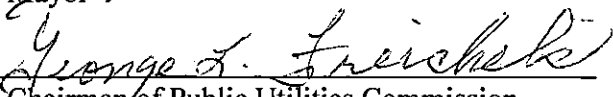
(Seal)

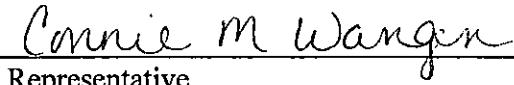
Attest:

By: _____
City Clerk

CITY OF PRINCETON

By  _____
Mayor

By  _____
Chairman of Public Utilities Commission

By  _____
Representative

(Seal)

Attest:

By:  _____
City Clerk

CITY OF REDWOOD FALLS

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)

Attest:

By: _____
City Clerk

CITY OF PRESTON

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF PRINCETON

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF REDWOOD FALLS

By *[Signature]*
Mayor

By *[Signature]*
President of Public Utilities Commission

By *[Signature]*
Representative

(Seal)
Attest:
By: *[Signature]*
City Clerk

CITY OF ROCHESTER

By Ardell F. Brede
Ardell Brede, Mayor

Attest Aaron Reeves
Aaron Reeves, City Clerk

Approved as to Form Terry P. Adkins
Terry Adkins, City Attorney

ROCHESTER PUBLIC UTILITIES

By Mark Kotschevar
Mark Kotschevar, General Manager

(Seal)
Attest: Aaron Reeves

Title: City Clerk

CITY OF SAINT PETER

By _____
Mayor

By _____
City Administrator

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF ROCHESTER

By _____
Ardell Brede, Mayor

Attest _____
Aaron Reeves, City Clerk

Approved as to Form _____
Terry Adkins, City Attorney

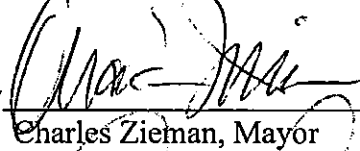
ROCHESTER PUBLIC UTILITIES

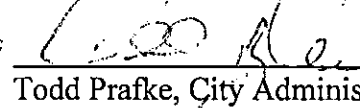
By _____
Mark Kotschevar, General Manager

(Seal)
Attest: _____

Title: _____

CITY OF SAINT PETER

By  _____
Charles Zieman, Mayor

By  _____
Todd Prafke, City Administrator

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF SPRING VALLEY

By *Jim Strapp*
Mayor

By *Donna J. Palk*
President of Public Utilities Commission

By *Steve Smith*
Representative

(Seal)
Attest:
By: *Deb Zimmer*
City Clerk

CITY OF WASECA

By _____
Mayor

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF WELLS

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF SPRING VALLEY

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF WASECA

By *Alan Claus*
Mayor

By *[Signature]*
Representative

(Seal)
Attest:
By: *Mary Buempser*
City Clerk

CITY OF WELLS

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF SPRING VALLEY

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF WASECA

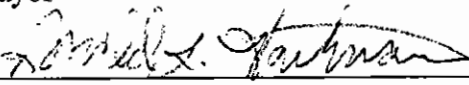
By _____
Mayor

By _____
Representative

(Seal)
Attest:
By: _____
City Clerk

CITY OF WELLS

By 
Mayor

By 
Chairman of Public Utilities Commission

By 
Representative

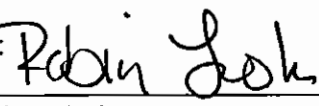
(Seal)
Attest: 
By: _____
City Clerk

EXHIBIT B

[RESOLUTIONS OF UTILITY BOARD]



Austin Utilities



CERTIFICATE

I, Tom Dankert, the duly appointed City Recorder of the City Council of the City of Austin, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on September 6, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 27th day of October, 2016.

Tom Dankert
[insert title]
City Recorder

[SEAL]

RESOLUTION 15250

**OF THE CITY COUNCIL OF THE CITY OF
AUSTIN, MINNESOTA CONCURRING IN THE ACTIONS OF
AUSTIN UTILITIES AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Austin, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, including the City of Austin have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Austin Utilities (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor and City Recorder ("Authorized Officers") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officers and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officers are hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

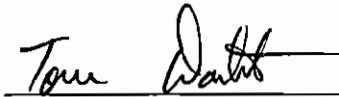
ADOPTED by the CITY COUNCIL OF THE CITY OF AUSTIN, MINNESOTA this 6th day of September, 2016.

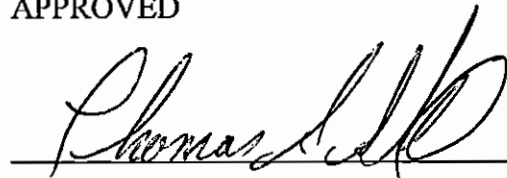
Yeas 7

Nays 0

ATTEST:

APPROVED





City Recorder

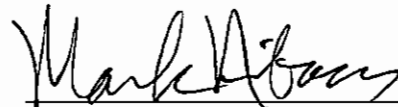
Mayor

CERTIFICATE

I, Mark Nibaur, the duly appointed Secretary of the Austin Utilities Board of Commissioners of the City of Austin, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Austin Utilities Board of Commissioners at a meeting held on July 12th, 2016 notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of October, 2016.



Secretary,
Austin Utilities Board of Commissioners

RESOLUTION NO. 291

RESOLUTION OF THE AUSTIN UTILITIES BOARD OF COMMISSIONERS
OF THE CITY OF AUSTIN, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT

WHEREAS, the City of Austin, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Austin Utilities Board of Commissioners is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain members have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other members, including the City, have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,


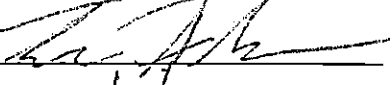
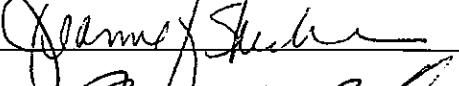
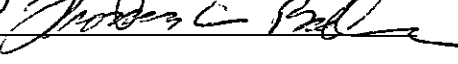
1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the President of the Austin Utilities Board of Commissioners ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the Austin City Council for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

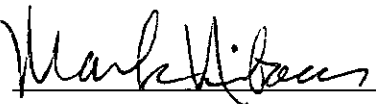
ADOPTED by the AUSTIN UTILITIES BOARD OF COMMISSIONERS OF THE CITY OF AUSTIN, MINNESOTA this 9th day of August, 2016.

YEAS 4

NAYS 0

Signed:

Attest:  _____

Secretary

Blooming Prairie Public Utilities

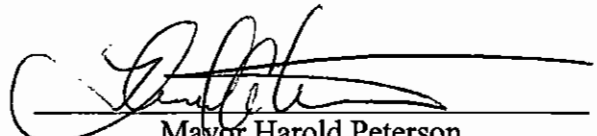


CERTIFICATE

I, Harold Peterson, the duly elected Mayor of the City Council of the City of Blooming Prairie, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on August 8, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Blooming Prairie this 16 day of November, 2016.



Mayor Harold Peterson

[SEAL]

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
BLOOMING PRAIRIE, MINNESOTA CONCURRING IN THE ACTIONS OF
THE BLOOMING PRAIRIE PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Blooming Prairie, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City of Blooming Prairie, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Blooming Prairie Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

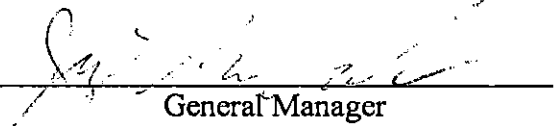
1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the CITY COUNCIL OF THE CITY OF BLOOMING PRAIRIE,
MINNESOTA this 8th day of August, 2016.

CERTIFICATE

I, Jerry Mausbach, the duly [appointed] General Manager of the Blooming Prairie Public Utilities of the City of Blooming Prairie, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Blooming Prairie Public Utilities at a meeting held on July 19th 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.



General Manager

**RESOLUTION OF THE BLOOMING PRAIRIE PUBLIC UTILITIES COMMISSION
OF THE CITY OF BLOOMING PRAIRIE, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Blooming Prairie, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Blooming Prairie Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City of Blooming Prairie, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the [*insert title of Chairman, President or similar officer*] ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the [*insert title of city council or common council*] of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the Blooming Prairie Public Utilities OF THE CITY OF BLOOMING PRAIRIE, MINNESOTA this 19th day of July, 2016.

Fairmont Public Utilities



CERTIFICATE

I, Patricia Monsen, the duly appointed City Clerk of the City of Fairmont, Minnesota do hereby certify that attached hereto is a true and correct copy of Resolution 2016-30 (other than the Exhibits thereto) duly adopted by said Fairmont City at a meeting held on August 22nd, 2016 notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Fairmont City Council this 6th day of September, 2016.



Fairmont City Clerk

[SEAL]

RESOLUTION 2016-30

**RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF FAIRMONT, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Fairmont, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Fairmont City Council is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City of Fairmont, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto, with the recommendation resolution for adoption from the Fairmont Public Utilities Commission in the form of Exhibit B hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Mayor or Mayor Pro-tem and the City Clerk ("Authorized Officers") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.

Motion by: Council Member Terry Anderson

Seconded by: Council Member Bruce Peters

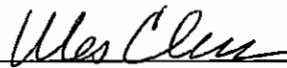
All in Favor: Council Members Jim Zarling, Terry Anderson, Chad Askeland, Wes Clerc and
Bruce Peters

Opposed: None

Abstained: None


Absent: None

PASSED, APPROVED AND ADOPTED by the Fairmont City Council on this 22nd day of August, 2016.



Wes Clerc, Mayor Pro-tem

ATTEST:



Patricia J. Monsen, City Clerk

CERTIFICATE

I, Brian Johnson, the duly appointed Secretary of the Fairmont Public Utilities Commission, of the City of Fairmont, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said Fairmont Public Utilities Commission at a meeting held on August 9th, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 9 day of August, 2016.



PUC Secretary

RESOLUTION OF THE FAIRMONT PUBLIC UTILITIES COMMISSION

RECOMMENDING THE EXECUTION OF

AMENDMENT NO. 1 TO AGENCY AGREEMENT

WHEREAS, the City of Fairmont, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City of Fairmont, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and recommendation a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Public Utilities Commission of the City of Fairmont (the "Utility Board") has reviewed the Amendment attached as Exhibit A hereto;

WHEREAS, the Fairmont Public Utilities Commission has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. The Fairmont Public Utilities Commission hereby determines that it is in the best interests of the City of Fairmont to enter into the Amendment; and
2. The Fairmont Public Utilities Commission hereby approves the Amendment, in substantially the form provided to this Public Utilities Commission, and recommends to the Fairmont City Council that the attached Amendment be approved by the Fairmont City Council; and
3. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED BY THE FAIRMONT PUBLIC UTILITIES COMMISSION OF THE CITY OF FAIRMONT, MINNESOTA this 9 day of August, 2016.

Grand Marais Public Utilities Commission



CERTIFICATE

I, Michael Roth, the duly appointed City Administrator and Utilities Director of the Public Utilities Commission of the City of Grand Marais, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Public Utilities Commission at a meeting held on September 21, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of September, 2016.



City Administrator

[SEAL]

RESOLUTION 2016-01

**PUBLIC UTILITIES COMMISSION OF THE CITY OF GRAND MARAIS,
MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Grand Marais, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the board Chair ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the Public Utilities Commission OF THE CITY OF GRAND MARAIS, MINNESOTA this 21st day of September, 2016.

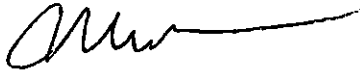
STATE OF MINNESOTA)

) ss.

COUNTY OF COOK)

I, Michael J. Roth, City Administrator for the City of Grand Marais, do hereby certify that I have compared the foregoing with the original resolution preserved in my office, and have found the same to be a correct and true transcript of the whole thereof.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand at Grand Marais, Minnesota, in the County of Cook, on the 12th day of October, 2016.



City Administrator

RESOLUTION 2016-12

**CONCURRING IN THE ACTIONS OF
THE GRAND MARAIS PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Grand Marais, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Grand Marais Public Utilities Board (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the [*insert title of Chairman, President or similar officer*] ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Adopted by the City Council of the City of Grand Marais this 27th day of September 2016.

Lake City Utilities



CERTIFICATE

I, Kari Schreck, the duly appointed City Clerk of the City Council of the City of Lake City, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on August 15, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand [and affixed the seal of such City Council [if it has one] this 16 day of August, 2016.

Kari Schreck
City Clerk

[SEAL]

RESOLUTION 16-069

CITY OF LAKE CITY, MINNESOTA

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
LAKE CITY, MINNESOTA CONCURRING IN THE ACTIONS OF
THE LAKE CITY, MINNESOTA UTILITY BOARD
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Lake City, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

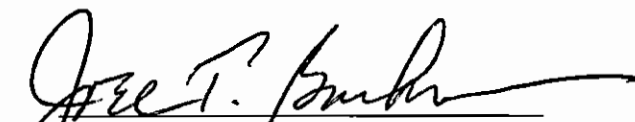
WHEREAS, the Utility Board of the City of Lake City, Minnesota (the "Utility Board") has approved for execution the Amendment and an excerpt from the minutes of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the minutes of the Utility Board; and

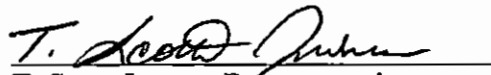
NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utility Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.


ADOPTED by the CITY COUNCIL OF THE CITY OF LAKE CITY, MINNESOTA this 15 day of August, 2016.



Joel T. Beckman, Mayor



T. Scott Jensen, Representative

Attest:
By: 

Kafi Schreck, City Clerk

CERTIFICATE

I, Kari Schreck, the duly appointed City Clerk of the of the City of Lake City, Minnesota do hereby certify that attached hereto is a true and correct copy of a motion duly adopted by the City of Lake City Utility Board at a meeting held on June 15, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such motion has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of October, 2016.

Kari Schreck
City Clerk

Amendments to SMMPA Agency Agreement

Director Jensen handed out a four point outline of the proposed changes. These clearly described each change written into the draft agreement. The amendments will allow project membership in SMMPA, outside of the full requirements members of present. This will also accommodate Rochester and Austin beyond 2030 when their power sales contracts expire, yet will continue to own and maintain a portion of current or future SMMPA assets.

Motion Gartner, second Brunkow to approve amendments to SMMPA Agency Agreement upon recommendation of staff. All ayes, motion carried.

Litchfield Public Utilities



CERTIFICATION

**STATE OF MINNESOTA)
COUNTY OF MEEKER)
CITY OF LITCHFIELD)**

I, Joyce Spreiter, the duly appointed Assistant City Administrator, acting as Secretary of the City Council of the City of Litchfield, Minnesota do hereby certify that the attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said City Council at a meeting held on November 16, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the City this 6th day of December, 2016.



ASSISTANT CITY ADMINISTRATOR
CITY OF LITCHFIELD

(SEAL)

CITY OF LITCHFIELD

**RESOLUTION NO. 16-11-174
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Litchfield, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement"), and

WHEREAS, the City is a Member of the Agency, and

WHEREAS, certain Members, including the City of Litchfield, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members"), and

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters, and

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto, and

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members, and

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee,

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor and the City Administrator Cziok as Authorized Officer, and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Adopted by the City Council this 7th day of November, 2016.

Attest:



ASSISTANT CITY ADMINISTRATOR

Approved:



MAYOR

PC16RES06-11-174 Approving the Execution of Amendment No. 1 to SMMPA Agreement

Mora Municipal Utilities

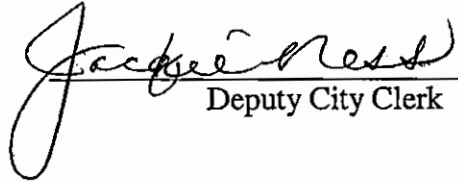


CERTIFICATE

I, Jackie Ness, the duly appointed deputy city clerk of the City Council of the City of Mora, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on October 18, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City this 21st day of November, 2016.


Deputy City Clerk

[SEAL]

Resolution No. 2016-1025

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
MORA, MINNESOTA CONCURRING IN THE ACTIONS OF
THE MORA PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Mora, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the President of the Public Utilities Commission (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the CITY COUNCIL OF THE CITY OF MORA, MINNESOTA this 18th day of October 2016.

CERTIFICATE

I, Jackie Ness, the duly appointed secretary of the Public Utilities Commission of the City of the City of Mora, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Public Utilities Commission at a meeting held on October 17, 2016 notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City this 21st day of November, 2016.

[SEAL]


Secretary

**RESOLUTION OF THE MORA PUBLIC UTILITIES COMMISSION
OF THE CITY OF MORA, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Mora, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

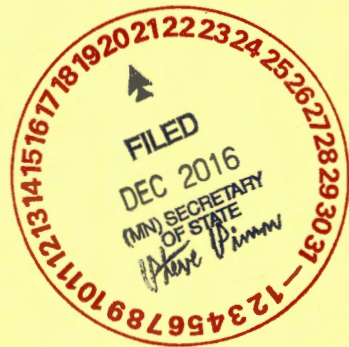
WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the President (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the PUBLIC UTILITIES COMMISSION OF THE CITY OF MORA, MINNESOTA this 17th day of October, 2016.

New Prague Utilities Commission

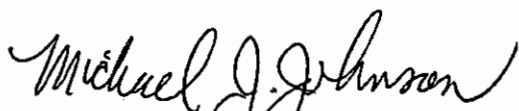


CERTIFICATE

I, Michal J. Johnson, the duly appointed City Administrator/Clerk of the City Council of the City of New Prague, Minnesota do hereby certify that attached hereto is a true and correct copy of a Resolution #16-07-18-01 duly adopted by said City Council at a meeting held on July 18, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand [and affixed the seal of such City Council this 19th day of July, 2016.



City Administrator/Clerk

[SEAL]

**CITY OF NEW PRAGUE
RESOLUTION #16-07-18-01**

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
NEW PRAGUE, MINNESOTA CONCURRING IN THE ACTIONS OF
THE NEW PRAGUE UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of New Prague, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, including the Cities of Austin and Rochester have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the New Prague Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

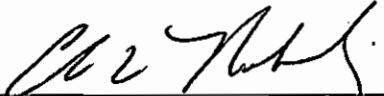
WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and

the establishment of a project committee and has reviewed the resolutions of the Utility Board;
and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the President (“Authorized Officer”) and the Representative (General Manager) to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Adopted by the City Council of the City of New Prague on this 18th day of July, 2016.



Charles L. Nickolay, Mayor

ATTEST:



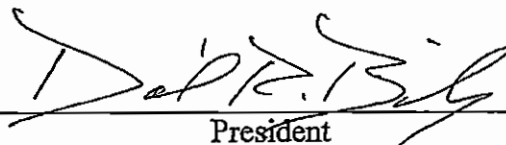
Michael J. Johnson
City Administrator

CERTIFICATE

I, Daniel Bishop, the duly appointed President of the New Prague Utilities Commission of the City of New Prague, Minnesota do hereby certify that attached hereto is a true and correct copy of Resolution No. 2016-6-29-03 duly adopted by said New Prague Utilities Commission at a meeting held on June 29th, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the New Prague Utilities Commission this 29th day of June, 2016.


President


General Manager

[SEAL]

EXHIBIT B

RESOLUTION NO. 2016-6-29-03

RESOLUTION OF THE NEW PRAGUE UTILITIES COMMISSION
OF THE CITY OF NEW PRAGUE, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT

WHEREAS, the City of New Prague, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this New Prague Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, including the Cities, of Austin and Rochester have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

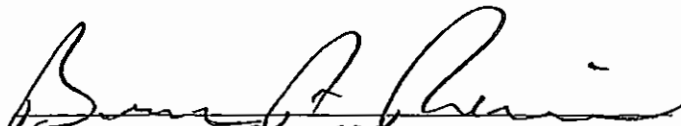
NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the President ("Authorized Officer") and the Representative ("General Manager") to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the New Prague City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the NEW PRAGUE UTILITIES COMMISSION OF THE CITY OF NEW PRAGUE, MINNESOTA this 29th day of June, 2016.



President



General Manager

North Branch Municipal Water & Light





CITY OF NORTH BRANCH
P.O. Box 910, NORTH
BRANCH, MN 55056
PHONE (651) 674-8113 FAX (651) 674-8262
www.ci.north-branch.mn.us


CERTIFICATE

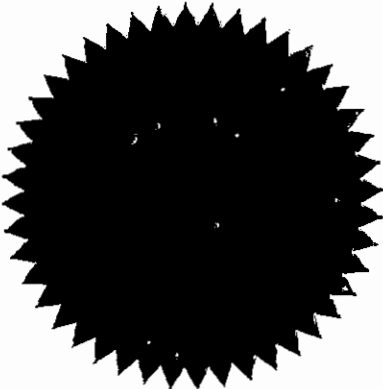
I, Kirsten Hagen-Kennedy, the duly elected Mayor of the City Council of the City of North Branch, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on October 25th, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand {and affixed the seal of such City Council [if it has one] this 25th day of October, 2016.

CITY OF NORTH BRANCH

BY: 
Kirsten Hagen-Kennedy, Mayor



**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
NORTH BRANCH, MINNESOTA CONCURRING IN THE ACTIONS OF
THE NORTH BRANCH MUNICIPAL WATER & LIGHT COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of North Branch, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City of North Branch, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the North Branch Municipal Water & Light Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the [*insert title of Chairman, President or similar officer*] (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

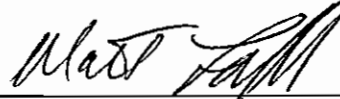
ADOPTED by the CITY COUNCIL OF THE CITY OF NORTH BRANCH, MINNESOTA this 25 day of October, 2016.

CERTIFICATE

I, Matt Falk, the duly appointed Commission Chair of the North Branch Municipal Water & Light of the City of North Branch, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said North Branch Municipal Water & Light at a meeting held on August 16, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand [and affixed the seal of such if it has one] North Branch Municipal Water & Light this 16 day of AUGUST, 2016.



Commission Chair

[SEAL]

**RESOLUTION OF THE NORTH BRANCH MUNICIPAL WATER & LIGHT
OF THE CITY OF NORTH BRANCH, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of North Branch, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this North Branch Municipal Water & Light is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members [, including the City,] [**To Be Included For All Members Other Than Cities Of Austin And Rochester**] have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members [, including the City,] [**To Be Included For Cities Of Austin And Rochester**] have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Chairman (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the North Branch City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

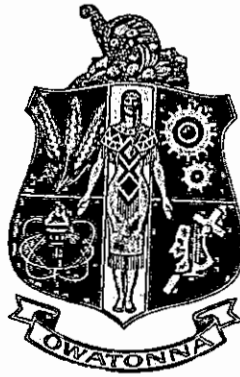
ADOPTED by the NORTH BRANCH MUNICIPAL WATER & LIGHT OF THE CITY OF NORTH BRANCH, MINNESOTA this 16 day of AUGUST, 2016.

Owatonna Public Utilities



THE CITY OF

Office of City Administrator
Kris M. Busse



OWATONNA

540 West Hills Circle
Owatonna, MN 55060-4794
Ph. (507) 774-7340
FAX: (507) 444-4394
Email: Kris.Busse@ci.owatonna.mn.us

September 23, 2016


Mark Fritsch, General Manager
Owatonna Public Utilities
208 S. Walnut Ave.
P.O. Box 800
Owatonna, MN 55060

CERTIFICATE

I, Kris M. Busse, the duly appointed City Administrator/City Clerk of the City Council of the City of Owatonna, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on Tuesday, September 20, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 23rd day of September, 2016.



Kris M. Busse, City Administrator/City Clerk

[SEAL]

RESOLUTION NO. 84-16

RESOLUTION TO CONCUR WITH THE ACTIONS OF THE OWATONNA PUBLIC
UTILITIES COMMISSION AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT

WHEREAS, the City of Owatonna, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City of Owatonna, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Owatonna Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and

quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

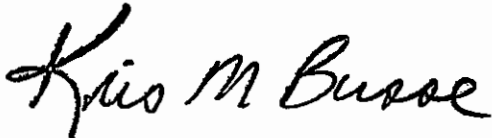
Passed and adopted this 20th day of September, 2016, with the following vote:

Aye 7; No 0; Absent 0.

Approved and signed this 20th day of September, 2016.


Thomas A. Kuntz, Mayor

ATTEST:



Kris M. Busse, City Administrator/City Clerk

**RESOLUTION OF THE OWATONNA PUBLIC UTILITIES COMMISSION
OF THE CITY OF OWATONNA, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Owatonna, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Owatonna Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City of Owatonna, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Mayor (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the Owatonna City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

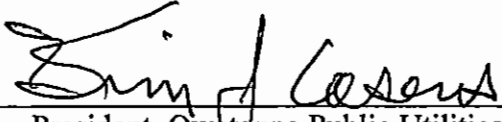
ADOPTED by the OWATONNA PUBLIC UTILITIES COMMISSION OF THE CITY OF OWATONNA, MINNESOTA this 23rd day of August, 2016.

CERTIFICATE

I, Kim J. Cosens, the duly appointed President of the Owatonna Public Utilities Commission of the City of Owatonna, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Owatonna Public Utilities Commission, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of August, 2016.



President, Owatonna Public Utilities
Commission

**RESOLUTION OF THE OWATONNA PUBLIC UTILITIES COMMISSION
OF THE CITY OF OWATONNA, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Owatonna, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Owatonna Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City of Owatonna, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the [*insert title of Chairman, President or similar officer*] (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the [*insert title of city council or common council*] of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the OWATONNA PUBLIC UTILITIES COMMISSION OF THE CITY OF OWATONNA, MINNESOTA this 23rd day of August, 2016.

Preston Public Utilities



CERTIFICATE

I, Joseph Hoffman, the duly appointed Clerk of the City Council of the City of Preston, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on August 23, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 23 day of August, 2016.



City Clerk

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PRESTON, MINNESOTA
CONCURRING IN THE ACTIONS OF
THE PRESTON PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Preston, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City of Preston, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Preston Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

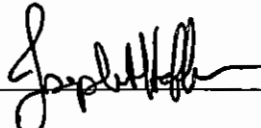
NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Clerk ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

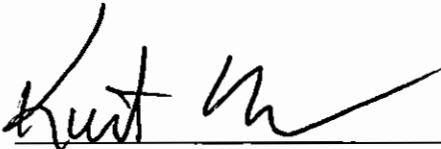
Council member Maust made the motion to adopt the resolution, with Council member Harrison seconding the motion, with all members voting in favor of said motion and no members voting against the same. Motion declared carried.

Adopted by the Preston City Council this 23rd day of August, 2016.

ATTEST:



Joseph Hoffman, City Administrator



Kurt Reicks, Mayor

CERTIFICATE

I, Ron Schroeder, the duly appointed Chairman of the Preston Public Utilities Commission of the City of Preston, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Preston Public Utilities Commission at a meeting held on August 9, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of August, 2016.


Chairman

**RESOLUTION OF THE PRESTON PUBLIC UTILITIES COMMISSION
OF THE CITY OF PRESTON, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Preston, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Preston Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City of Preston, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Chairman (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the PRESTON PUBLIC UTILITIES COMMISSION OF THE CITY OF PRESTON, MINNESOTA this 9th day of August, 2016.

Princeton Public Utilities Commission

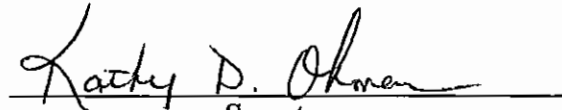


CERTIFICATE

I, Kathy D. Ohman, the duly appointed Secretary of the Princeton Public Utilities Commission of the City of Princeton, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Princeton Public Utilities Commission at a meeting held on July 27, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such Princeton Public Utilities Commission this 23rd day of August, 2016.


Secretary

[SEAL]

**RESOLUTION 16-09 OF THE PRINCETON PUBLIC UTILITIES COMMISSION
OF THE CITY OF PRINCETON, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Princeton, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Princeton Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

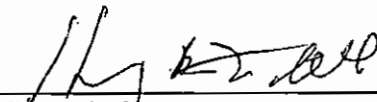
WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

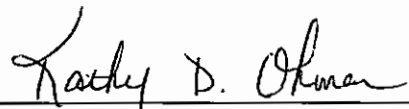
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Chairman ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the Princeton City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the Princeton Public Utilities Commission OF THE CITY OF PRINCETON, MINNESOTA this 27th day of July, 2016.



Commissioner Date 7/27/16

ATTEST:



Secretary/Treasurer Date 7/27/16

STATE OF MINNESOTA

COUNTY OF MILLE LACS AND SHERBURNE

I, Shawna Jenkins, the duly qualified and City Clerk of Princeton, Minnesota, the keeper of the records thereof, including the Journal of Proceedings, DO HEREBY CERTIFY that the attached and foregoing is a true copy of **the Resolution of the Princeton City Council concurring in the actions of the Princeton Public Utilities Commission and Approving the execution of Amendment No. 1 to Agency Agreement** which was approved and signed by the Princeton City Council on August 11, 2016.

In witness whereof, I have hereunto set my hand and affixed the official seal of said City of Princeton this 23rd day of August, 2016.


Shawna Jenkins, City Clerk

(SEAL)

116-36

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
PRINCETON, MINNESOTA CONCURRING IN THE ACTIONS OF
THE PRINCETON PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Princeton, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;


WHEREAS, the Princeton Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the City Administrator ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the CITY COUNCIL OF THE CITY OF PRINCETON, MINNESOTA
this 11th day of August, 2016.



Mayor Date 8/11/16

ATTEST:



City Clerk Date 8/11/16

Redwood Falls Public Utilities



CERTIFICATE

I, Corey Theis, the duly elected Mayor of the City Council of the City of Redwood Falls, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said City Council at a meeting held on August 2, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 2nd day of August, 2016.



Mayor

[SEAL]

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
REDWOOD FALLS MINNESOTA APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Redwood Falls, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, and authorizes the City to enter into the Amendment; and

3. This City Council hereby authorizes the Mayor ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

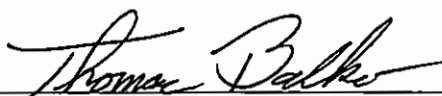
ADOPTED by the CITY COUNCIL OF THE CITY OF REDWOOD FALLS,
MINNESOTA this 2nd day of August, 2016.

CERTIFICATE

I, Thomas Balko, Sr., the duly appointed Chairman of the Redwood Falls Public Utilities Commission of the City of Redwood Falls, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Redwood Falls Public Utilities Commission at a meeting held on July 25, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 25 day of July, 2016.



Chairman

**RESOLUTION OF THE REDWOOD FALLS PUBLIC UTILITIES COMMISSION
OF THE CITY OF REDWOOD FALLS, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Redwood Falls, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Redwood Falls Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Chairman (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the Redwood Falls Public Utilities Commission OF THE CITY OF REDWOODS FALLS, MINNESOTA this 25th day of July, 2016.

Rochester Public Utilities



CERTIFICATE

I, Lana Anderson, the duly appointed Board Secretary of the Rochester Public Utilities Board of the City of Rochester, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Rochester Public Utilities Board at a meeting held on August 30, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of August, 2016.


Board Secretary

**RESOLUTION OF THE ROCHESTER PUBLIC UTILITIES COMMISSION
OF THE CITY OF ROCHESTER, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Rochester, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Rochester Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, including the City of Rochester, have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the President (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the ROCHESTER PUBLIC UTILITIES COMMISSION OF THE CITY OF ROCHESTER, MINNESOTA this 30th day of August, 2016.


President

FORM I-B

[FORM FOR CONCURRENCE RESOLUTION OF CITY COUNCIL]

**PROPOSED CERTIFIED RESOLUTION
TO BE ADOPTED
BY THE CITY COUNCIL IN CONNECTION WITH
CONCURRENCE WITH ACTION OF
PUBLIC UTILITIES BOARD,
OTHER COMMISSION OR BODY**

CERTIFICATE

I, Aaron Reeves, the duly appointed City Clerk of the City Council of the City of Rochester, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on September 19, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 19th day of September, 2016.

Aaron S. Reeves

City Clerk



**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
ROCHESTER, MINNESOTA CONCURRING IN THE ACTIONS OF
THE ROCHESTER PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Rochester, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, including the City of Rochester, have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Rochester Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

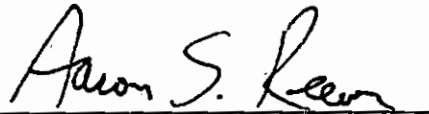
1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor ("Authorized Officer") and the City Clerk to execute and deliver the Amendment, subject to such changes as the Mayor and the City Clerk may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

PASSED AND ADOPTED BY THE COMMON COUNCIL OF THE CITY OF
ROCHESTER, MINNESOTA, THIS 19th DAY OF SEPTEMBER, 2016.


PRESIDENT OF SAID COMMON COUNCIL

PRESIDENT OF SAID COMMON COUNCIL

ATTEST:



CITY CLERK

APPROVED THIS 19TH DAY OF SEPTEMBER, 2016.



MAYOR OF SAID CITY



Saint Peter Municipal Utilities





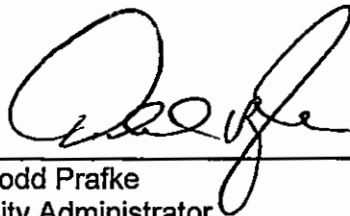
CITY OF SAINT PETER, MINNESOTA

CERTIFICATE OF AUTHENTICITY

I, Todd Prafke, City Administrator for the City of Saint Peter, Nicollet County, Minnesota, do hereby declare that the attached is a true and correct copy of resolution No. 2016-133 adopted by the Saint Peter City Council at their regular meeting of September 12, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

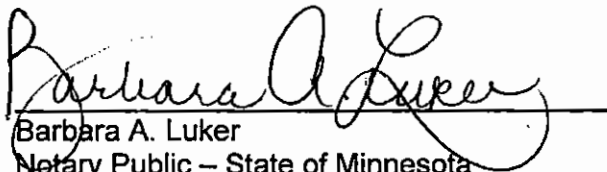
I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

Witness my hand, this 22nd day of November, 2016.

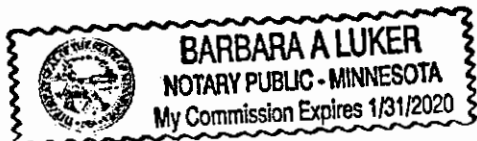


Todd Prafke
City Administrator

ATTEST:



Barbara A. Luker
Notary Public – State of Minnesota
My commission expires 1-31-2020



CITY OF SAINT PETER, MINNESOTA

RESOLUTION NO. 2016 - 133

STATE OF MINNESOTA)
COUNTY OF NICOLLET)
CITY OF SAINT PETER)

**RESOLUTION APPROVING EXECUTION OF SOUTHERN MINNESOTA MUNICIPAL
POWER AGENCY AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Saint Peter, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement"); and

WHEREAS, the City is a Member of the Agency; and

WHEREAS, certain Members, including the City of Saint Peter, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members"); and

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters; and

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment"); and

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Southern Minnesota Municipal Power Agency Members; and

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAINT PETER, NICOLLET COUNTY, MINNESOTA, THAT: the City Council hereby:

1. Determines that it is in the best interests of the City to enter into the Amendment; and
2. Approves the Amendment, in substantially the form provided to this City Council, and authorizes the City to enter into the Amendment; and
3. Authorizes the City Administrator and the Representative to execute and deliver the Amendment, subject to such changes as the City Administrator and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. The City Administrator is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the requirements of the Act, and is further directed to maintain a copy of the Agency Agreement reference herein for public review in the City Administrator's Office.

Adopted by the City Council of the City of Saint Peter, Nicollet County, Minnesota, this 12th day of September, 2016.



Charles Zieman
Mayor

ATTEST:



Todd Prajke
City Administrator

Spring Valley Public Utilities




CERTIFICATE

I, Deb Zimmer, the duly appointed Secretary of the City Council of the City of Spring Valley, Minnesota, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on July 25, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of October, 2016.



Deb Zimmer, Secretary

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
SPRING VALLEY, MINNESOTA CONCURRING IN THE ACTIONS OF
THE SPRING VALLEY PUBLIC UTILITIES COMMISSION
AND APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Spring Valley, Minnesota, (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members [, including the City,] [**To Be Included For All Members Other Than Cities Of Austin And Rochester**] have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members [, including the City,] [**To Be Included For Cities Of Austin And Rochester**] have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Spring Valley Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.


ADOPTED by the CITY COUNCIL OF THE CITY OF SPRING VALLEY,
MINNESOTA this 25th day of July, 2016.

CERTIFICATE

I, Lyle Danielson, the duly elected Secretary of the Spring Valley Public Utilities Commission of the City of Spring Valley, Minnesota, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Spring Valley Public Utilities Commission at a meeting held on July 19, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of October, 2016.



Lyle Danielson, Secretary

**RESOLUTION OF THE SPRING VALLEY PUBLIC UTILITIES COMMISSION
OF THE CITY OF SPRING VALLEY, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Spring Valley, Minnesota, (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Spring Valley Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members [, including the City,] [**To Be Included For All Members Other Than Cities Of Austin And Rochester**] have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members [, including the City,] [**To Be Included For Cities Of Austin And Rochester**] have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Chairman (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the Spring Valley City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the SPRING VALLEY PUBLIC UTILITIES COMMISSION OF THE CITY OF SPRING VALLEY, MINNESOTA this 19th day of July, 2016.

Waseca Utilities



CERTIFICATE

I, Daniel Lenz, the duly appointed City Manager of the City Council of the City of Waseca, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said City Council at a meeting held on September 20, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 20 day of September, 2016.


[insert title] City Manager

[SEAL]

RESOLUTION NO. 16-39

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
WASECA, MINNESOTA APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Waseca, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City of Waseca, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;


WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and

2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the [*insert title of Chairman, President or similar officer*] ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Adopted by the City Council of the City of Waseca, Minnesota this 20th day of September, 2016.

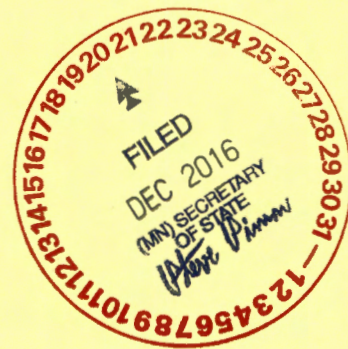


JOHN CLEMONS
MAYOR



MARY BOENZOW
RECORDS SECRETARY

Wells Public Utilities



CERTIFICATE

I, Megan Boeck, the duly appointed Deputy City Clerk of the City of Wells, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said City Council at a meeting held on July 11, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council this 11th day of July, 2016.


Deputy City Clerk

[SEAL]

**CITY OF WELLS, MINNESOTA
CITY COUNCIL RESOLUTION NO. 2016-21
A RESOLUTION CONCURRING IN THE ACTIONS OF THE WELLS PUBLIC
UTILITIES COMMISSION AND APPROVING THE EXECUTION OF AMENDMENT
NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Wells, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, certain Members, including the City, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members, including the City, have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency, solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval and concurrence a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, the Public Utilities Commission of the City (the "Utility Board") has approved for execution the Amendment and the resolutions of the Utility Board are attached as Exhibit B hereto;

WHEREAS, this City Council has carefully considered the amendments to the Agency Agreement, reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee and has reviewed the resolutions of the Utility Board; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WELLS THAT:

1. This City Council hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This City Council hereby approves the Amendment, in substantially the form provided to this City Council, concurs in the actions taken by the Utilities Board in approving the Amendment and authorizes the City to enter into the Amendment; and
3. This City Council hereby authorizes the Mayor ("Authorized Officer") and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

MOTION: Herman
SECOND: Braun

VOTE: Y Braun Y Burns A Gaines Y Harig Y Herman

PASSED and ADOPTED by the City Council of the City of Wells, Minnesota on July 11, 2016.

By:


Ronald Gaines, Mayor

Attest:


Robin Leslie, City Administrator

CERTIFICATE

I, Jeffery Dean Amy, the duly appointed Secretary of the Wells Public Utilities Commission of the City of Wells, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Wells Public Utilities Commission at a meeting held on July 5, 2016, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout.

I also do hereby certify that such resolution has not been amended in any way from the date of such adoption to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand [and affixed the seal of such Wells Public Utilities Commission] this 5th day of July, 2016.

 Secretary _____

**RESOLUTION OF THE WELLS PUBLIC UTILITIES COMMISSION
OF THE CITY OF WELLS, MINNESOTA
APPROVING THE EXECUTION OF
AMENDMENT NO. 1 TO AGENCY AGREEMENT**

WHEREAS, the City of Wells, Minnesota (the "City"), together with certain other Minnesota cities (collectively, the "Members"), are parties to the Agency Agreement dated April 1, 1977 creating the Southern Minnesota Municipal Power Agency (the "Agency") pursuant to Minnesota Statutes, Section 453.51 through 453.62, inclusive (the "Act"), which agreement is on file with the Secretary of State of Minnesota in Book S-46 of Incorporations on page 300 (the "Agency Agreement");

WHEREAS, the City is a Member of the Agency;

WHEREAS, this Wells Public Utilities Commission is the "governing body" of the City within the meaning of the Act (the "Governing Body");

WHEREAS, certain Members, including the City of Wells, have power sales contracts with the Agency with a term that remains in effect until April 1, 2050 (the "Continuing Members"), and other Members have power sales contracts with the Agency with a term ending on March 31, 2030 (the "Terminating Requirements Members");

WHEREAS, the Members wish to amend the Agency Agreement to set forth certain amendments to the Agency Agreement to enable Terminating Requirements Members to participate in contractual arrangements with the Agency following the expiration of their power sales contracts, and to provide an opportunity for other Minnesota cities to participate as members of the Agency solely with respect to specific generation, transmission or other projects on a contractual basis rather than on a requirements basis, among other matters;

WHEREAS, there has been prepared and presented to this meeting for approval a proposed form of Amendment No. 1 to the Agency Agreement (the "Amendment") in the form of Exhibit A hereto;

WHEREAS, the Agency Agreement provides for the amendment thereof upon (a) the approval of two-thirds of all of the Representatives (as defined in the Agency Agreement), each casting one vote, (b) approval by two-thirds of the total number of votes capable of being cast by all of the Representatives, in accordance with the weighted formula described in the Agency Agreement and (c) approval and concurrence by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members;

WHEREAS, this Governing Body has carefully considered the amendments to the Agency Agreement reflected in the Amendment, including the changes to the voting and quorum requirements, and the establishment of a project committee; and

NOW, THEREFORE, BE IT HEREBY RESOLVED, that,

1. This Governing Body hereby determines that it is in the best interests of the City to enter into the Amendment; and
2. This Governing Body hereby approves the Amendment, in substantially the form provided to this Governing Body, and authorizes the City to enter into the Amendment; and
3. This Governing Body hereby authorizes the Wells Public Utilities Commission (“Authorized Officer”) and the Representative to execute and deliver the Amendment, subject to such changes as the Authorized Officer and the Representative may approve as necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of the Amendment.
4. In accordance with the requirements of the Act, the Authorized Officer of this Governing Body is hereby authorized and directed to submit the Amendment and this Resolution to the City Council of the City for its concurrence and the Amendment shall not be executed in accordance with Section 3 hereof until such time as such concurrence has been received, and, upon receipt of such concurrence, the Authorized Officer is hereby authorized and directed to affix to the Amendment a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED by the Wells Public Utilities Commission OF THE CITY OF WELLS, MINNESOTA this 5th day of July, 2016.