D O M E S T I C C O R P O R A T I O N M A S T E R R E C O R D 70

TYPECODE DC CHAPTER 453 FILE/CHARTER NO. MPA-3

DATE INC. 06/02/1977 DURATION PERPETUAL DATE CURRENT NAME FILED 06/02/1977

Southern Minnesota Municipal Power Agency

REGISTERED OFFICE ADDRESS	CITY	ST ZIP
500 1st Ave SW	Rochester	MN 55902-

AGENT NAME SHARES

ORIG. BOOK & PAGE S-46 546 ACTIVE STATUS DATE 09/23/81 AS FILE NO. 22774
ORIG DTN#

ANNUAL REPORT NUMBERS XXXXXXXX XXXXXXXX XXXXXXXX
DTN

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HISTORY FOR Southern Minnesota Municipal Power Agency DC MPA-3

DATE FILED	BP or LOC#	DTN/Blank	TYP	COMMENT
06/02/1977	S-46 546		OR	506 1st Ave NE Rochester
			CN	Southern Minnesota Municipal Power Agenc
			OT	The 19 Cities included as initial member Austin,Blooming Prairie,Blue Earth,Delan Glencoe,Lake City,Marshall,New Prague,Ow Redwood Falls,Rochester,Springfield,Spri St Peter,Truman,Waseca,Wells & Windom
08/16/1977	A-47 897		OT	Resolution admitting Vill. of Melrose
11/15/1977	L-47 316		OT	Resolution
01/23/1978	T-47 630		OT	Res admitting cities of Sleepy Eye & Pre
01/23/1978	T-47 630		OT	Res admitting cities of Sleepy Eye & Pre
11/27/1978	N-49 432		OT	withdrawal of city of Marshall
06/22/1979	V-50 531		OT	withdrawal of Glencoe
07/20/1979	Z-50 929		OT	withdrawal of Delano
09/06/1979	H-51 425		OT	withdrawal of Melrose
09/13/1979	I-51 575		OT	withdrawal of Kenyon
10/01/1981	Y-55 143		RO	1440 Valley High Dr Rochester 55901
10/08/1982	E-58 240		RO	#400 21 SW 1st Str Rochester
09/20/1984	V-62 120		OT	Resolutions of the representatives of th of Southern Minnesota Municipal Power Ag approving admission of the cities of Gra Litchfield,Mora,North Branch & Princeton
06/03/1986			OT	withdrawal of New Ulm
10/16/1986	RI-972047		RO	500 1st Ave SW Rochester 55902
02/23/1988			OT	City of Windom withdrawal
03/22/1988			AM	
03/23/1988			OT	City of Springfield withdrawal
07/11/1988			OT	resolution to withdraw Blue Earth

08/01/1988 OT Withdrawal of Sleepy Eye

D O M E S T I C C O R P O R A T I O N A N N U A L R E P O R T

DATE INC: 06/02/1977 FILE/CHARTER NO. MPA-3

Southern Minnesota Municipal Power Agency

REGISTERED OFFICE ADDRESS	CITY	ST ZIP
500 1st Ave SW	Rochester	MN 55902-

AGENT NAME:

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES CITY ST ZIP

CEO LAST NAME: FIRST NAME:

CEO BUSINESS ADDRESS CITY ST ZIP

ANNUAL REPORT #s: XXXXXXXX XXXXXXXX XXXXXXXX

DTN #s:

MASTER SCREEN NAME SEARCH HISTORY SEARCH LIST PR

MPA-3

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S-46,299

DEPARTMENT OF STATE

To All To Whom These Presents Shall Come, Greeting:

Whereas, a Municipal Power Agency Agreement and a certified copy of the Resolutions have been filed for record in the office of the Secretary of State, on the 2nd day of June, A.D., 1977 for the incorporation of

Southern Minnesota Municipal Power Agency

under and in accordance with the provisions of Section 3, Subdivision 2 of Chapter 313, Laws of Minnesota for 1976.

Now, therefore, I, Joan Anderson Growe, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that on June 2, 1977 the corporate existence was created for the above named Municipal Power Agency as a political subdivision of the state and a municipal corporation.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this second day of June in the year of our Lord one thousand nine hundred and seventy-seven.

Joan Anderson Growe

Secretary of State

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This Agency Agreement was filed for record with the Secretary of State of Minnesota on June 2, 1977, in accordance with Minnesota Statutes, Section 453.51 et seq., and a Certificate of Incorporation was issued on June 2, 1977.

AGENCY AGREEMENT

between and among

City of Austin
City of Blooming Prairie
City of Blue Earth
City of Delano
City of Fairmont
City of Glencoe
City of Lake City
City of Marshall
City of New Prague
City of Owatonna
City of Redwood Falls
City of Rochester
City of Springfield
City of Spring Valley
City of St. Peter
City of Truman
City of Waseca
City of Wells

and

City of Windom

and

any and all qualified Minnesota cities becoming a part of this Agency Agreement pursuant to its terms after the date hereof

---

Dated as of April 1, 1977

[Relating to the creation of the Southern Minnesota Municipal Power Agency by the above-named Minnesota cities as members].

This instrument was drafted by:
Dorsey, Windhorst, Hannaford, Whitney & Halladay
2300 First National Bank Building
Minneapolis, Minnesota 55402

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AGENCY AGREEMENT

This AGENCY AGREEMENT, dated as of April 1, 1977, 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 BLUE EARTH, a city organized and existing under the laws of the State of Minnesota, CITY OF DELANO, 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 GLENCOE, a city organized and existing under the law of the State of Minnesota, CITY OF LAKE CITY, a city organized and existing under the laws of the State of Minnesota, CITY OF MARSHALL, 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 OWATONNA, 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 SPRINGFIELD, 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 ST. PETER, a city organized and existing under the laws of the State of Minnesota, CITY OF TRUMAN, 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, CITY OF WELLS, a city organized and existing under the laws of the State of Minnesota, and the CITY OF WINDOM, a city organized and existing under the laws of the State of Minnesota (herein referred to collectively as the "Cities") and any and all Minnesota cities becoming parties to this 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"),

W I T N E S S E T H

WHEREAS, Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act", which term includes any amendment thereof), permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency (referred to herein as an "Agency," which term has

the same meaning herein as the term "municipal power agency" as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the resolution of the governing body (as such term is defined in the Act and herein referred to as a "Commission") of each city, and the filing thereof for record with the Secretary of State of Minnesota; and

WHEREAS, the Act provides that an Agency shall have certain rights and powers enumerated therein, all of which the Cities desire to exercise through the formation of an Agency; and

WHEREAS, each of the Cities 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 Commission of each of the Cities has authorized and approved this Agency Agreement by resolution duly adopted (a certified copy of each such resolution being attached to the copy hereof which has been filed with the Secretary of State as required by the Act and is herein referred to as a "Commission Resolution") and as to each City in which the Commission is not the body charged by law or its charter with the general control of the City's governmental affairs, the city council (as such term is defined in the Act) or other body charged by law or its charter with the general control of its governmental affairs of each of the Cities has approved and concurred in this Agency Agreement and the Commission Resolution of that City relating thereto pursuant to resolution duly adopted (a certified copy of each such resolution being attached to the copy hereof which has been filed with the Secretary of State as required by the Act and herein referred to as a "City Council Resolution"); and

WHEREAS, each of the Cities desires to become a member of the below-mentioned Agency pursuant to the Act by the execution of this Agency Agreement.

NOW, THEREFORE, each of the Cities (and each of the Minnesota cities becoming a Member of the below-mentioned 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 others, as follows:

Section 1. Creation and Purpose. The below-mentioned Agency is created and incorporated as a municipal corporation and a political subdivision of the State of

Minnesota under and pursuant to the provisions of the Act, to exercise thereunder a part of the sovereign powers of said State, in the acquisition, construction and financing of facilities for the generation and transmission of electric energy or interests in such facilities or rights to part or all of the capacity thereof, in order to secure an adequate, economical and reliable supply of electric energy, and in furtherance thereof, to exercise all of the powers granted to an Agency by the Act.

Section 2. Name. The name of the Agency created by this Agency Agreement shall be the "Southern Minnesota Municipal Power Agency" (and is herein referred to as the "Municipal Power Agency").

Section 3. Initial Members. Each of the Cities represents and warrants to all of the other Members and to the Municipal Power Agency that:

(A) It is a city duly organized and existing under the laws of the State of Minnesota or under a city charter duly adopted pursuant to the Constitution and laws of the State of Minnesota.

(B) It is authorized by such laws or charter to engage and is now engaged in the local distribution and sale of electric energy.

(C) The Commission Resolution had been duly and validly adopted and has not been amended or repealed.

(D) The City Council Resolution has been duly and validly adopted and has not been amended or repealed.

(E) The name of the City, its Commission and its Council, and the dates of adoption of its Commission Resolution and City Council Resolution are as indicated below:

City	Authorized by Commission	Concurred in by City Council
City of Austin	Austin Utilities March 15, 1977	Common Council March 21, 1977
City of Blooming Prairie	Public Utilities Commission March 15, 1977	City Council March 28, 1977
City of Blue Earth	Board of Public Works April 11, 1977	City Council April 19, 1977

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City of Delano	Water, Light and Power Commission April 6, 1977	City Council April 18, 1977
City of Fairmont	Public Utilities Commission April 13, 1977	City Council April 11, 1977
City of Glencoe	Light and Power Commission March 21, 1977	City Council March 21, 1977
City of Lake City	Utility Board May 2, 1977	City Council May 9, 1977
City of Marshall	Water, Light, Power and Building Commission April 12, 1977	Common Council April 18, 1977
City of New Prague	Water, Light, Power and Building Commission March 14, 1977	City Council April 4, 1977
City of Owatonna	Public Utilities Commission March 28, 1977	City Council April 5, 1977
City of Redwood Falls	Public Utilities Commission March 15, 1977	City Council March 17, 1977
City of Rochester	Public Utility Board March 22, 1977	Common Council March 28, 1977
City of Springfield	Public Utilities Commission April 18, 1977	City Council April 19, 1977
City of Spring Valley	Public Utilities Commission April 12, 1977	City Council April 19, 1977
City of St. Peter		City Council March 28, 1977
(City Council is both the "governing body" and the "city council" within the meaning of the Act.)		
City of Truman	Public Utilities Commission May 2, 1977	City Council May 2, 1977

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City of Waseca		City Council (Two Resolutions, both March 15, 1977)

(City Council is both the "governing body" and the "city council" within the meaning of the Act.)

City of Wells	Public Utilities Commission April 4, 1977	Common Council April 5, 1977
City of Windom	Board of Water and Light Commissioners April 11, 1977	City Council April 19, 1977

(F) It consents to the filing of this Agency Agreement and its City Council Resolution and its Commission Resolution, if any, with the Secretary of State of Minnesota, and requests that a certificate of incorporation of the Municipal Power Agency be issued and recorded by the Secretary of State.

Section 4. Initial Representatives. The names and addresses of the persons initially appointed by the Commission Resolutions and the City Council Resolutions to act as the representative (referred to herein as the "Initial Representative") of each of the Cities, respectively, in the exercise of their powers as Members, are as follows:

City	Initial Representative	Business Address	Home Address
City of Austin	Norman E. Dietrich	500 4th Ave. N.E. Austin, Minnesota 55912	204 22nd St. N.W. Austin, Minnesota 55912
City of Blooming Prairie	Konard Wold	Blooming Prairie, Minnesota 55917	Blooming Prairie, Minnesota 55917
City of Blue Earth	Neil Eckles	123 W. 7th Blue Earth, Minnesota 56013	316 No. Circle Dr. Blue Earth, Minnesota 56013
City of Delano	John F. Schultz	11 W. Bridge Ave. Delano, Minnesota 55328	Delano, Minnesota 55328
City of Fairmont	Lester E. Madsen	117 East 1st St. Fairmont, Minnesota 56031	711 Victoria St. Fairmont, Minnesota 56031

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City of Glencoe	J. A. Kelly	Hands, Inc. Winthrop, Minnesota 55396	934 Franklin Glencoe, Minnesota 55336
City of Lake City	James Biggar	City Hall Lake City, Minnesota 55041	1029 Pine Grove Lake City, Minnesota 55041
City of Marshall	F. A. Rome	113 S. Fourth Marshall, Minnesota 56258	1110 Bruce Circle Marshall, Minnesota 56258
City of New Prague	Donald E. Meyer	300 E. Main St. New Prague, Minnesota 56071	106 Sunrise Ave. North New Prague, Minnesota 56071
City of Owatonna	W. G. Gruenhagen	208 S. Walnut Owatonna Minnesota 55060	573 McIndoe Owatonna, Minnesota 55060
City of Redwood Falls	C. G. Weber	207 E. Fourth St. Redwood Falls, Minnesota 56283	Redwood Falls, Minnesota 56283
City of Rochester	John A. Cobb	506 1st Ave. N.E. Rochester, Minnesota 55901	1427 19 St. N.E. Rochester, Minnesota 55901
City of Springfield	Menno Mennenga	14 N. Marshall Springfield, Minnesota 56087	P.O. Box 63 Springfield, Minnesota 56087
City of Spring Valley	William J. Kolling	104 S. Section Ave. Spring Valley, Minnesota 55975	716 Kenilworth Place Spring Valley, Minnesota 55975
City of St. Peter	James Sandeen	227 S. Front St. St. Peter, Minnesota 56082	517 N. Washington St. Peter, Minnesota 56082
City of Truman	Erhardt Grefe	Box 147 Truman, Minnesota 56088	Truman, Minnesota 56088
City of Waseca	Joe Collins	2nd Ave. S.E. Waseca, Minnesota 56093	820 7th Ave. N.W. Waseca, Minnesota 56093
City of Wells	Lloyd Hultgren	101 1st St. S.E. Wells, Minnesota 56097	299 7th St. S.W. Wells, Minnesota 56097

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City of Windom	DeWayne Rubedor	444 9th St. Windom, Minnesota 56101	1337 5th Avenue Windom, Minnesota 56101

Section 5. Selection and Term of Representatives. Each Representative (which term includes the Initial Representative of each Member and any successor thereto at the time acting as Representative) shall serve as the Representative of such City until another Representative shall be appointed by a Commission Resolution of such City and filed for record with the Board of Directors. Each Member shall be represented by one (1) Representative; provided, however, that if at any time the total number of Members of the Municipal Power Agency is less than five (5), each Member may be represented by two (2) or more Representatives, but each Member shall have the same number of Representatives, and all Representatives of any one Member shall cast a combined vote on behalf of that Member. In case a Representative shall resign or shall be incapable of acting as such Representative due to death, illness or any other cause, the Member shall select a successor Representative by a Commission Resolution filed for record with the Board of Directors, but nothing herein contained shall prohibit the Municipal Power Agency from exercising any of its powers during such vacancy and until such successor Representative is selected.

Any Member may, by Commission Resolution filed for record with the Board of Directors, designate an alternative Representative who shall have and be entitled to exercise all rights of the Representative of that Member in the event of the death, absence, disability or resignation of the Representative.

The Representative or Representatives of each Member shall cast the number of votes assigned to that Member in accordance with the formula set forth in Section 9(C) hereof. Each Representative of a city becoming a Member of the Municipal Power Agency after the date hereof pursuant to Section 9(A) hereof, and each successor to such Representative, shall be selected and shall act as such Representative in accordance with the provisions of this Section 5.

Each vote or votes of a Representative, at an annual or special meeting, shall be the vote or votes as, for and on behalf of the Member which he or she represents, and such vote or votes shall be deemed conclusively to constitute the vote or votes of the respective cities as Members of the Municipal Power Agency for all purposes of the Act, this Agency Agreement and the Bylaws.

Section 6. Initial Board of Directors. The Initial Representatives shall be and shall constitute the initial board of directors (herein referred to as the "Board of Directors" and each member of said Board of Directors is herein referred to as a "Director") of the Municipal Power Agency until the conclusion of the first meetings of the Board of Directors and Representatives, at which time the terms of the initial Board of Directors shall expire and the new Board of Directors, selected in accordance with Section 9(E) hereof, shall take office.

Section 7. Registered Office. The address of the registered office of the Municipal Power Agency is 506 First Avenue, N.E., Rochester, Minnesota 55901. The location of the registered office of the Municipal Power Agency may be changed by the Board of Directors upon the filing of a certificate of change of location with the Secretary of State of Minnesota, as provided in Minnesota Statutes, Section 453.53(5).

Section 8. Members Not Liable. Neither the cities which are Members of the Municipal Power Agency nor the Representatives shall be liable for any of the obligations of the Municipal Power Agency.

Section 9. Other Provisions. The information set forth in Sections 1 through 8, inclusive, of this Agency Agreement is the information required by Section 3, Subdivision 1, Paragraphs (1) through (8), inclusive, of the Act. In addition, Paragraph (9) thereof states that an agency agreement may also include any other provision for regulating the business of an Agency or the conduct of its affairs which may be agreed by the member cities, consistent with the Act. In addition to the provisions set forth in Sections 1 through 8, inclusive, of this Agency Agreement, each of the Cities (and each of the cities becoming a Member of the Municipal Power Agency after the date hereof) does hereby agree as follows:

(A) Additional Members. Any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto, and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy, may become a party to this Agency Agreement and a Member of the Municipal Power Agency upon the following conditions:

(1) The city shall file with the Board of Directors 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 City Council Resolution whereby the city (i) agrees to the provisions of this Agency Agreement and the By-laws, (ii) requests to become a Member of the Municipal Power Agency, and (iii) appoints an initial Representative.

(2) No such city shall become a Member of the Municipal Power Agency until (A) its admission is approved at an annual or special meeting of the Representatives by the affirmative vote of (i) two-thirds of all Representatives of then existing Members, each casting one vote, and (ii) two-thirds of the total votes cast by the Representatives, in accordance with the weighted voting formula described in Section 9(C) of this Agency Agreement 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 Municipal Power Agency prior to the date of admission of such city as a member of the Municipal Power Agency, as determined by the vote of a majority of the Representatives of then existing Members, each casting one vote.

(3) The Board of Directors shall by resolution determine whether admission is approved by the required majorities 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.

(4) Upon such filing, the city shall become a Member of the Municipal Power Agency for all purposes of the Act, this Agency Agreement and the Bylaws, and shall have the same rights, duties and obligations hereunder as the Cities constituting the initial Members.

Any Member may withdraw from the Municipal Power Agency upon the following conditions: (i) 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, (ii) if the Municipal Power 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 Municipal Power Agency its pro rata portion of such obligation, determined in accordance with Section 9(I) hereof, and (iii) if any obli-

gations of the Municipal Power Agency shall be outstanding at the time, no Member shall be permitted to withdraw from the Municipal Power Agency, if such withdrawal would reduce the number of Members remaining in the Municipal Power Agency to less than five (5).

Upon compliance with the above provision, the withdrawing city shall no longer be considered a Member of the Municipal Power Agency for any reason or purpose under this Agency Agreement or the Bylaws. The withdrawal of a Member from the Municipal Power Agency shall not affect any obligations under any contract between the withdrawing Member and the Municipal Power Agency.

Nothing contained in this Agency Agreement or in the Bylaws shall be construed to prohibit any Member from (i) executing one or more other agency agreements with other cities for the purpose of forming other Agencies under the Act or (ii) exercising the powers of an Agency as provided in Minnesota Statutes, Section 453.58. Nothing contained in this Agency Agreement or in the Bylaws shall be construed to prohibit the Municipal Power Agency from joining an organization or association composed of other Agencies created pursuant to the Act.

Any Member which has (i) defaulted under a contract with the Municipal Power Agency, or (ii) failed to pay its assessments in accordance with Section 9(I) hereof, may be expelled from the Municipal Power Agency at an annual or special meeting of the Representatives by the affirmative vote of (a) a majority of the Representatives (including the Representative or Representatives of the defaulting Member), each casting one vote, and (b) a majority of the total votes of such Representatives, in accordance with the weighted voting formula described in Section 9(C) of this Agency Agreement. 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.

(B) Matters Requiring Members' Approval. No action on any of the following matters shall be undertaken by the Municipal Power Agency except pursuant to a resolution adopted by the Board of Directors and approved by the Representatives, provided that such approval of the Representatives may be given by a resolution adopted by the Representatives which is general in scope and continuous in nature and may delegate to the Board of Directors the power to take any and all action reasonably necessary or desirable to accomplish the purpose of the resolution:

(1) The issuance of bonds or notes of the Municipal Power Agency.

(2) The execution by the Municipal Power Agency of any contract payable primarily from assessments, when such contract by its terms will not expire prior to the end of the Fiscal Year in which it is executed.

(3) The incurrence by the Municipal Power Agency of any financial obligation in excess of that which is budgeted for the Fiscal Year in which it is incurred.

(4) The adoption and amendment of an annual operating budget, if such budget requires the assessment of expenses to Members, as provided in Section 9(I) of this Agency Agreement.

(5) The admission or expulsion of Members, as provided in Section 9(A) of this Agency Agreement.

(6) The amendment to or termination of this Agency Agreement, as provided in Section 9(L) and 9(M) of this Agency Agreement.

(7) The adoption and amendment of the Bylaws, as provided in Section 9(L) of this Agency Agreement.

(8) The election, removal and compensation of Directors, as provided in Section 9(E) of this Agency Agreement.

Each of the matters set forth above shall require the approval of the majority of the votes cast by the Representatives in accordance with the weighted voting formula described in Section 9(C) hereof, except as to those matters for which other provisions of this Agency Agreement require a greater percentage, or which specify that in substitution thereof or in addition thereto, such matters shall be decided by the Representatives each casting one vote.

The Board of Directors and the Representatives shall take any and all action which may be required under any contract or agreement to which the Municipal Power Agency is bound, including any bond resolution, trust indenture or similar financing agreement; but nothing contained in this section shall be construed to mean that any Member or Representative is liable for any of the obligations of the Municipal Power Agency.

(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; plus

(2) one additional vote for each full 5,000 megawatt hours of electric energy sold (except for resale) by the Member during such Member's most recent fiscal year; plus

(3) two additional votes for each full megawatt of electric capacity (including minimum megawatts contracted for under a full or partial requirements contract) contracted by the Municipal Power Agency to be made available to the Member during the Fiscal Year of the Municipal Power Agency for which the allocation is made, or, if none, then during the first future Fiscal Year, if any, in which such capacity is to be made available under a contract existing at the time of the allocation; plus

(4) two additional votes for each 5,000 megawatt hours purchased by the Member during the Municipal Power Agency's most recent Fiscal Year, under a full or partial requirements contract, in excess of a number of megawatt hours equal to 5,000 times the number of megawatts of capacity, if any, guaranteed to be made available and paid for under such contract; provided that

(5) if the votes allocated to any Member pursuant to clauses (1), (2), (3) and (4) 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 Municipal Power 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.

(D) Meetings. Initial meetings of the Representatives and of the Board of Directors shall be held at the registered office of the Municipal Power Agency, upon the call of the Directors, after notice, for the purpose of

determining the votes of Representatives as provided in Section 9(C) hereof, adopting Bylaws, electing Directors and officers, adopting an initial operating budget for the remainder of the Fiscal Year, and transacting any other business that may come before the meetings. The Bylaws shall be proposed by the Board of Directors and shall become effective when approved by resolution adopted by the affirmative vote of (i) two-thirds of the Representatives, each casting one vote, and (ii) two-thirds of the votes cast by the Representatives in accordance with the weighted voting formula set forth in Section 9(C) hereof. Thereafter, the Representatives shall hold an annual meeting at a time and place provided in the Bylaws or in a resolution adopted by the Representatives, at which any business may be transacted, and special meetings upon such call and notice and at such times and places as may be provided by or pursuant to the Bylaws or in a resolution adopted by the Representatives.

(E) Board of Directors. 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. The initial Board of Directors is set forth in Section 6 hereof. Only Representatives shall be eligible for election to the Board of Directors. Compensation for Directors shall be set by the Representatives. Directors shall discharge their duties in good faith, and with that diligence and care which an ordinary prudent person in a like position would exercise under similar circumstances. Actions by the Board of Directors may be taken upon the vote of a majority of the Directors present and voting at any meeting at which a quorum is present. Directors shall not cast "weighted votes" and each Director shall cast but one vote.

Until the conclusion of the first meetings of the Board of Directors and Representatives, the Initial Representatives shall constitute the Board of Directors. At such initial meeting of the Representatives, the new Directors shall be selected as provided below, and, at the conclusion of such meeting, the terms of office of the Initial Representatives as Directors shall cease and such new Directors shall take office. The Board of Directors shall consist of seven (7) Directors, appointed or elected as follows:

(1) Until the annual meeting of the Representatives in the fifth calendar year following the date of

issuance of the Certificate of Incorporation for the Municipal Power Agency, the Representatives of the Cities of Rochester, Austin and Owatonna shall automatically be Directors until the annual meeting in such fifth calendar year. The other four Directors shall be elected as provided in subsection (3) hereof.

(2) After the annual meeting of the Representatives in the fifth calendar year following the date of issuance of the Certificate of Incorporation for the Municipal Power Agency, the Representatives of the three Members which have the greatest number of votes allocated to them pursuant to Section 9(C) hereof shall automatically be Directors unless and until such time as another Member is allocated a greater number of votes than any one of the three such Directors, at which time the Representative of such Member shall automatically replace such Director on the Board of Directors. The other four Directors shall be elected as provided in subsection (3) hereof.

(3) Four of the Directors shall be elected by the Representatives. All Representatives, including those entitled automatically to be Directors, shall be entitled to vote. Weighted voting shall not apply to the election of Directors and in such election each Representative shall be entitled to the same vote or votes as all other Representatives. One of the elected Directors shall have the term of one (1) year; one of the elected Directors shall have a term of two (2) years; one of the elected Directors shall have a term of three (3) years; and one of the elected Directors shall have a term of four (4) years. One Director shall be elected at the annual meeting of the Representatives in each year to replace that Director whose term has expired, and each Director subsequently elected shall have a term of four (4) years.

Cumulative Voting shall apply to the election of all Directors. Any Director whose term has expired but who has not been replaced by another Director shall continue as such Director until so replaced.

If the term of a Representative who is also a Director should expire or should such Representative resign or become incapable of acting for any reason, the successor to such Representative, appointed by the Member in accordance with Section 5 hereof, shall assume the vacancy on the Board of Directors created by such resignation.

Any Representative who has been elected to the Board of Directors in accordance with subsection (3) above, and who, during the term thereof, shall be entitled to

automatic representation on the Board of Directors, pursuant to subsection (2) hereof, shall remain a Director, and the vacancy caused by the automatic resignation of the other Director shall be filled by a Representative elected as provided in subsection (3) above. Any other vacancy on the Board of Directors shall be filled by a Representative elected as provided in subsection (3) above.

The Board of Directors shall elect, annually, from their number, a President, a Vice-President, a Secretary and a Treasurer. Any such officer may be removed as such officer with or without cause by the Board of Directors.

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 (i) two-thirds of the Representatives, each casting one vote, and (ii) two-thirds of the votes cast by the Representatves in accordance with the weighted voting formula described in Section 9(C) hereof.

Meetings of the Board of Directors shall be held in accordance with the provisions of the Bylaws.

(F) Bylaws. The Board of Directors shall recommmend and the Representatives shall adopt Bylaws for the conduct of the affairs of the Municipal Power Agency. The Bylaws shall state the powers delegated to the President, Vice President, Secretary and Treasurer. The Bylaws may establish the office of Executive Director and such other offices as it deems necessary for the conduct of the affairs of the Municipal Power Agency, and the Board of Directors by resolution may establish the duties and compensation of such offices.

(G) Powers. Unless restricted by the Bylaws, by resolution adopted by a majority of the votes cast by the Representatives or by contract, the Municipal Power Agency may exercise any and all of the powers, rights and privileges granted to Agencies under the Act.

(H) Restrictions on Powers. The Municipal Power Agency shall be subject to the following restrictions:

(i) it shall engage only in activities which are permitted by the Act;

(ii) its income shall not inure to any private persons or corporations;

(iii) if the Municipal Power Agency shall be

dissolved after payment of all indebtedness, all of its assets shall be distributed to its Members; and

(iv) no Member shall be individually liable for any indebtedness incurred by the Municipal Power Agency nor for the indebtedness of any other Member, nor liable for any purpose in excess of the assessments made against that Member, determined as provided in Section 9(I).

(I) Annual Budget; Assessments. The Board of Directors shall prepare an annual operating budget for each Fiscal Year. The operating budget shall include estimated expenditures for the Fiscal Year less anticipated revenue to be derived from the Municipal Power Agency's properties, operations and contracts during such Fiscal Year not otherwise appropriated to debt of the Municipal Power Agency. The estimated expenditures shall include the expenses to be incurred in the operation and administration of the Municipal Power Agency, including the salaries of employees and the payment of compensation for architectural, engineering, legal, fiscal and similar services (unless such compensation comes within the confines of clause (iv) below), and amounts for contingencies and reserves but shall not include (i) the principal of, redemption premium or interest on bonds or notes of the Municipal Power Agency, (ii) any amounts payable by the Municipal Power Agency or any of its Members under any contract for the generation, transmission, distribution, purchase, sale or other disposition of energy, (iii) the operation and maintenance costs relating to any real or personal property owned or leased by the Municipal Power Agency or in which it may have an interest for the generation, transmission, distribution, purchase, sale or other disposition of energy, or (iv) any other costs, expenses or debts of the Municipal Power Agency which are generally paid from anticipated revenue of the Municipal Power Agency, whether or not so paid. The annual operating budget may but need not include any monies due and owed by the Municipal Power Agency to any third party. Estimated revenue shall include any and all moneys to be derived by the Municipal Power Agency from any source which is in excess of that required to pay those items set forth in clauses (i), (ii), (iii), and (iv) above.

The Board of Directors shall submit the proposed annual operating budget, together with a proposed schedule of assessment payment dates, to the Representatives at the annual meeting or at a special meeting called for that purpose. The annual operating budget may be adopted by a majority of the votes cast in weighted voting 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. 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 Municipal Power 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.

Any Member voting against the proposed annual operating budget and which does not wish to be assessed, must withdraw from the Municipal Power Agency within sixty (60) days of the date of adoption of the annual operating budget by the Representatives, in accordance with the procedure set forth in Section 9(A) of this Agency Agreement. Any such withdrawing Member shall not be liable for the assessment previously made, but shall be liable for the amounts set forth in Section 9(A). If any Member withdraws from the Municipal Power Agency within sixty (60) days of the adoption of the annual operating budget, the Board of Directors shall propose another annual operating budget which shall be approved and assessed or set forth above.

Any amendment to the annual operating budget shall be proposed by the Board of Directors and approved by the Representatives in the same manner as the adoption of the annual operating budget.

No person or Member shall have any right or cause of action against any Member not promptly paying any part or all of its assessment, but such right or cause of action shall be vested solely in, and may be exercised only by, the Municipal Power Agency, which may enforce the same as a contract right against the non-paying Member. Before exercising any such right, the Municipal Power Agency shall serve notice of such non-payment with the Representative of the non-paying Member, which notice shall state the amount of the unpaid assessment, and demand payment therefor. If such Member has not paid the deficiency in full within thirty (30) days from the date such notice was served, the Municipal Power Agency may take any enforcement action deemed appropriate by the Board of Directors.

Subject to the provisions of any contract by which the Municipal Power Agency is bound to the contrary, Members

shall be reimbursed for assessments paid from excess revenues of the Municipal Power Agency in the manner prescribed by the Board of Directors.

Any Member which fails to pay when due its assessments, and any Member which breaches any contract with the Municipal Power Agency, may be excluded from membership in the Municipal Power Agency as provided in Section 9(A) of this Agency Agreement. Such excluded Member shall continue to be liable for the unpaid assessments or for its obligations under the contract with the Municipal Power Agency.

(J) Quorum. A quorum for a meeting of the Representatives is (i) a majority of the total number of Representatives, and (ii) that number of Representatives which may, by weighted voting, cast a majority of the aggregate amount of votes capable of being cast by all Representatives.

A quorum for a meeting of the Board of Directors is a majority of the Directors.

Except where otherwise specifically stated in this Agency Agreement or in the Bylaws, any action which requires the affirmative vote of a percentage of Representatives or Directors or a percentage of votes cast by the Representatives shall be construed to be that percentage of Representatives or Directors present and voting or that percentage of votes capable of being cast by such Representatives at a meeting at which a quorum is present, and not that percentage of all Representatives or Directors or that percentage of all votes capable of being cast by all Representatives.

(K) Fiscal Year. Unless otherwise provided in the Bylaws or in a resolution adopted by the Board of Directors, the Fiscal Year of the Municipal Power Agency shall commence January 1 and end December 31.

(L) Amendments to this Agency Agreement and Bylaws. 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 (a) approved by two-thirds of all of the Representatives, each casting one vote, (b) approved by 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) hereof, (c) approved and concurred in by Commission Resolutions and City Council Resolutions of two-thirds of all of the Members, and (d) 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 (a) the affirmative vote of a majority of the Representatives present and voting, and (b) the affirmative vote of a majority of the total amount of votes cast by the Representatives in weighted voting, at an annual or special meeting.

(M) Termination. This Agency Agreement may be terminated by (a) the vote of two-thirds of the Representatives, each casting one vote, and (b) the vote of two-thirds of the total amount of the votes cast by the Representatives in weighted voting 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.

IN WITNESS WHEREOF, the CITY OF AUSTIN, the CITY OF BLOOMING PRAIRIE, the CITY OF BLUE EARTH, the CITY OF DELANO, the CITY OF FAIRMONT, the CITY OF GLENCOE, the CITY OF LAKE CITY, the CITY OF MARSHALL, the CITY OF NEW PRAGUE, the CITY OF OWATONNA, the CITY OF REDWOOD FALLS, the CITY OF ROCHESTER, the CITY OF SPRINGFIELD, the CITY OF SPRING VALLEY, the CITY OF ST. PETER, the CITY OF TRUMAN, the CITY OF WASECA, the CITY OF WELLS, and the CITY OF WINDOM, have each caused this AGENCY AGREEMENT to be executed and attested by a duly authorized officer, have each caused to be attached hereto the certified Resolution of its governing body, (as such term is defined in the Act) 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 AGENCY AGREEMENT to be filed with the Secretary of State of

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Minnesota requesting therefrom a Certificate of Incorporation, all as of the day and year first written above.

CITY OF AUSTIN

By _____
Mayor

By _____
President of Austin Utilities

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

CITY OF BLOOMING PRAIRIE

By _____
Mayor

By _____
Chairman of Public Utilities Commission

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

CITY OF BLUE EARTH

By _____
Mayor

By _____
President of Board of Public Works

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

S-46,321

CITY OF DELANO

By _____
Mayor

By _____
Chairman of Water, Light and Power Commission

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk-Treasurer

CITY OF FAIRMONT

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

CITY OF GLENCOE

By _____
Mayor

By _____
Chairman of Light and Power Commission

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

S-No. 322

CITY OF LAKE CITY

By Ronald H. Brook
Mayor

By J. H. Parsons
Chairman of Utilities Board

By James Biggar
Representative

(SEAL)

Attest:

By Burr Shumacher
City Clerk

CITY OF MARSHALL

By Robert C. Timm
Mayor

By W. P. Stewart
President of Water, Light, Power & Building Commission

By H. C. Pond
Representative

(SEAL)

Attest:

By R. W. Hanson
City Clerk

CITY OF NEW PRAGUE

By A. J. McLeod
Mayor

By Arlow T. Flicek
Chairman of Water, Light, Power & Building Commission

By David C. Meyer
Representative

(SEAL)

Attest:

By Leon Bolinack
City Administrator

S-46,323

CITY OF OWATONNA

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk-Treasurer

CITY OF REDWOOD FALLS

By _____
Mayor

By _____
President of Public Utilities Commission

By _____
Representative

(SEAL)

Attest:

By _____
City Administrator-Clerk

CITY OF ROCHESTER

By _____
Mayor

By _____
President of Public Utilities Board

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

S-46,324

CITY OF SPRINGFIELD

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 ST. PETER

By _____
Mayor

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk-Administrator

S-66,325

CITY OF TRUMAN

By Lowell R. Williamson
Mayor

By Allen Lutzman
Chairman of Public Utilities Commission

By Ehrardt Grefe
Representative

(SEAL)

Attest:

By Roxanne Hansen
City Clerk

CITY OF WASECA

By Leroy Doc Hall
Mayor

By Paul Hanson
City Manager

By Jim Cullen
Representative

(SEAL)

Attest:

By Barbara M. Schultz
City Clerk

H.B. Torbert

CITY OF WELLS

By Lennard Frey
Mayor

By E.J. Hennick
Chairman of Public Utilities Commission

By Floyd Hultgren
Representative

(SEAL)

Attest:

By Barbara M. Schultz
Deputy City Clerk

S-46,326

CITY OF WINDOM

By _____
Mayor

By _____
President of Board of Water and Light Commissioners

By _____
Representative

(SEAL)

Attest:

By _____
City Clerk

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
_____
Secretary of State

S-6, 327

CERTIFICATE

I, Richard Benzkofer, the duly appointed City Recorder 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 the Common Council of the City of Austin, Minnesota at a meeting duly held on March 21, 1977, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout, and that the Mayor duly approved the Resolution on March 21, 1977.

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.

I also hereby certify that notice of the adoption of said resolution was published in the official newspaper of the City of Austin in accordance with the requirements of the City Charter.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Austin, Minnesota, this 25 day of March, 1977.

Richard Benzkofer
City Recorder

[SEAL]

RESOLUTION NO. 6023

S-46, 328

RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF AUSTIN, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF AUSTIN IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE AUSTIN UTILITIES AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Common Council of the City of Austin, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Austin, Minnesota and the Austin Utilities have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A (which is on file in the office of the City Recorder and is available for inspection) one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Austin, Minnesota desires

to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) the City of Austin, Minnesota is authorized 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

(F) this body is the "city council" of the City of Austin, Minnesota within the meaning of the Act; and

(G) the City of Austin, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (a copy of which is on file in the office of the City Recorder and is available for inspection) to be dated as of April 1, 1977, between and among the City of Austin, Minnesota and the cities of Rochester and Owatonna and one or more other cities listed in Appendix A, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Common Council and, in addition, there has been presented to this meeting a resolution adopted by the Austin Utilities herein referred to as the "Utilities Resolution" (a copy of which is on file in the office of the City Recorder and is available for inspection) which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Austin, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Austin, MN, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor of the City of Austin, Minnesota is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Austin, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Recorder is hereby authorized and directed to affix thereon the seal of the City of Austin, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this Common Council that the Agency Agreement will be executed by the Cities of Austin, Rochester and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Austin, Rochester and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Recorder by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester and Owatonna and the Mayor and City Recorder may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Common Council that if eight (8) or more Minnesota Cities (including the Cities of Austin, Rochester and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

S-46,331

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of Austin, Minnesota or the City Recorder is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. The City Recorder is hereby authorized and directed to cause notice of the adoption of this Resolution to be published once in the official newspaper of the City.

Section 9. This Resolution shall take effect upon the approval of this Resolution by the Mayor of the City of Austin and upon the publication of the notice referred to in Section 8 hereof.

ADOPTED this 21st day of March, 1977.

[SEAL]

Member, Common Council

Attest:
By _____
City Recorder

Approved this 21st day of March, 1977.

Mayor of City of Austin, Minnesota

YEAS 6 NAYS 0

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APPENDIX A

LIST OF CITIES OTHER THAN AUSTIN, ROCHESTER AND OWATONNA ANY, NONE OR ALL OF WHICH MIGHT EXECUTE THE AGENCY AGREEMENT

City of Blooming Prairie, MN	55917
City of Blue Earth, MN	56013
City of Fairmont, MN	56031
City of Lake City, MN	55041
City of Marshall, MN	56258
City of St. Peter, MN	56082
City of Spring Valley, MN	55975
City of Springfield, MN	56087
City of Truman, MN	56088
City of Waseca, MN	56093
City of Wells, MN	56097
City of New Prague, MN	56071
City of Windom, MN	56101
City of Delano, MN	55328
City of Glencoe, MN	55336
City of Janesville, MN	56048
City of Lake Crystal, MN	55041
City of Madelia, MN	56062
City of Melrose, MN	56452
City of Redwood Falls, MN	56283

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 333

CERTIFICATE

I, WILLIAM R. KEEFE, the duly appointed Secretary of the Austin Utilities 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 at a meeting held on March 15, 1977, 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 16 day of March, 1977.

Secretary (William R. Keefe)
Austin Utilities

(SEAL)

S-46, 334

RESOLUTION OF THE AUSTIN UTILITIES OF THE CITY OF AUSTIN, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF AUSTIN IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Austin Utilities of the City of Austin, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Austin, Minnesota and Austin Utilities have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Austin, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Austin, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted therto to engage in the local distribution and sale of electric energy; and

(F) Austin Utilities is the "governing body" of the City of Austin, Minnesota within the meaning of the Act; and

(G) the City of Austin, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Austin, Minnesota and the Cities of Rochester and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by Austin Utilities.

Section 2. The participation of the City of Austin, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Austin, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President of Austin Utilities and the Representative (as herein defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Austin, Minnesota and Austin Utilities as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not

change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by the Austin Utilities that the Agency Agreement will be executed by the Cities of Austin, Rochester and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Austin, Rochester and Owatonna), although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of Austin Utilities and the Representative by this Resolution is not dependent upon the executuion of the Agency Agreement by any of such other Cities, other than Rochester and Owatonna and the President of Austin Utilities and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by Austin Utilities that if eight (8) or more Minnesota Cities (including the Cities of Austin, Rochester and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Austin, Minnesota as a Member of the Southern Minnesota Municipal Power Agency [for the term indicated]:

S-16,337

Initial Representative	Business Address	Home Address	[Term of Office]
Norman E. Dietrich	500 4th Ave N.E. Austin,MN 55912	204 22nd St. N.W. Austin,MN 55912	Until Successor appointed

The Representative shall exercise all of the rights, duties and powers of the City of Austin, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Austin, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until ~~[the expiration of his [her] term]~~ [a successor Representative shall be selected], including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the President of Austin Utilities is hereby authorized and directed to submit the Agency Agreement and this Resolution to the Common Council of the City of Austin, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President of Austin Utilities is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 7. This Resolution shall take effect immediately.

ADOPTED this 15 day of March, 1977.

Richard H. Schaefer

President, Richard H. Schaefer
Austin Utilties

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

V

S-46, 338

CERTIFICATE

I, Robert J. Becker, the duly appointed city clerk of the City of Blooming Prairie do hereby certify that attached hereto is a true and correct copy of a resolution other than the Exhibits thereto duly adopted by the City Council at a meeting duly held on March 28, 1977, 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 this 29th day of March, 1977.

Robert J. Becker
City Clerk
City of Blooming Prairie

S-46, 339

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BLOOMING PRAIRIE, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF BLOOMING PRAIRIE IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE BLOOMING PRAIRIE PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of Blooming Prairie, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

A. Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota and which are authorized by such laws to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the City's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

B. certain representatives and officials of the City of Blooming Prairie, Minnesota, and the Blooming Prairie Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

C. the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Blooming Prairie, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

S-46, 340

D. the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

E. the City of Blooming Prairie, Minnesota, is authorized by the laws of the State of Minnesota or by it's City Charger adopted pursuant thereto to engate in the local distribution and sale of electric energy; and

F. this body is the "city council" of the City of Blooming Prairie, Minnesota, within the meaning of the Act; and

G. the City of Blooming Prairie, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

H. there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Blooming Prairie, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency and such Agency Agreement has been reviewed to the extent deemed necessary by this city council and, in addition, there has been presented to this meeting a resolution adopted by the Blooming Prairie Public Utilities Commission of the City of Blooming Prairie, Minnesota, (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Blooming Prairie, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Blooming Prairie, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved, and concurred in in the form presented to this meeting and the Mayor or any other officer of the city council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Blooming Prairie, Minnesota, and the

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City Clerk is hereby authorized and directed to affix thereon the seal of the City of Blooming Prairie, Minnesota, and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Blooming Prairie and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Blooming Prairie) and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A, hereto. The authority granted and the direction given to the Mayor, Marvin L. Lea and City Clerk, Robert J. Becker, by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other cities, other than Rochester, Austin and Owatonna and the Mayor, Marvin L. Lea, and Clerk, Robert J. Becker, may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of Blooming Prairie and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9E.

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 28th day of March, 1977.

Marvin L. Lea

Marvin L. Lea, Mayor
City of Blooming Prairie, Minnesota

S-46,342

Attested By:

Robert J. Becker

Robert J. Becker, City Clerk
City of Blooming Prairie, Minnesota

APPENDIX A

S-46, 343

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Secretary of State

S-46,344

CERTIFICATE

I, Konard Wold, the duly appointed Secretary of the City of Blooming Prairie Public Utilities Commission do hereby certify that attached hereto is a true and correct copy of the resolution (other than the Exhibit thereto) duly adopted by said Blooming Prairie Public Utilities Commission at a meeting held on the 15th day of March, 1977, 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 29th day of March, 1977.

Konard Wold

Konard Wold, Secretary
Blooming Prairie Public Utilities
Commission

S-46, 345

RESOLUTION OF PUBLIC UTILITIES COMMISSION OF THE CITY OF BLOOMING PRAIRIE, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF BLOOMING PRAIRIE, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Blooming Prairie, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

A. Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in theAAct) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the City's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

B. certain representatives and officials of the City of Blooming Prairie, Minnesota, and this Blooming Prairie Public Utilities Commission have heretofore attended certain meetings, participated in certain meetings, partidipated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

C. The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Blooming Prairie, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

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D. The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

E. The City of Blooming Prairie, Minnesota, is authorized by the laws of the State of Minnesota or by it's City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

F. This Public Utilities Commission is the "governing body" of the City of Blooming Prairie, Minnesota, within the meaning of the Act; and

G. The City of Blooming Prairie, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

H. There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated April 1, 1977, between and among the City of Blooming Prairie, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Blooming Prairie Public Utilities Commission.

Section 2. The participation of the City of Blooming Prairie, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Blooming Prairie, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman and the Representative are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Blooming Prairie, Minnesota, and this Public Utilities Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do no changesthe substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Blooming Prairie Public Utilities Commission that the Agency Agreement will be executed by the City of Blooming Prairie and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City Councils (as defined in the Act) of one or more or all of the Minnesota

Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Blooming Prairie and the Cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Public Utilities Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this Public Utilities Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Blooming Prairie) and the Cities of Rochester, Austin and Owatonna execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2), and (3) of said Section 9 (E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Blooming Prairie, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency for the term indicated:

Initial Representative	Business Address	Home Address	Term of Office
Konard Wold	Blooming Prairie Minnesota 55917	Blooming Prairie Minnesota 55917	Until successor representative shall be selected

The representative shall exercise all of the rights, duties and powers of the City of Blooming Prairie, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Blooming Prairie, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the ByLaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such agency.

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Section 6. In accordance with the requirements of the Act, the Chairman of this Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Blooming Prairie, Minnesota, for it's concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 15th day of March, 1977.

Ward T. Morton

Ward T. Morton, Chairman
Blooming Prairie Public Utilities
Commission

APPENDIX A

S-46, 349

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 350

CERTIFICATE

I, Fred Kraft, the duly appointed City Clerk of the City of Blue Earth do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by the Blue Earth City Council at a meeting duly held on this 19th day of April, 1977, 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 herunto set my hand and affixed the seal of such Blue Earth City Council this 27th day of April, 1977.

Fred J. Kraft
City Clerk
Blue Earth, Minnesota

S-46, 351

RESOLUTION OF THE BLUE EARTH CITY COUNCIL OF THE CITY OF BLUE EARTH, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF BLUE EARTH IN SUCH AGENCY: AND APPROVING A RESOLUTION OF THE BOARD OF PUBLIC WORKS AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Blue Earth City Council of the City of Blue Earth, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal cororation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Blue Earth, Minnesota and the Board of Public Works of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Blue Earth, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members or such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

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(E) the City of Blue Earth, Minnesota is authorized 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

(F) this body id the "city council" of the City of Blue Earth, Minnesota within the meaning of the Act; and

(G) the City of Blue Earth, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Blue Earth, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the Board of Public Works of the City of Blue Earth, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Blue Earth, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Blue Earth, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Blue Earth, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Blue Earth, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Blue Earth and the Cities of Rochester, Austin and Owatonna. In addition, it is

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expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initital Members of the Southern Minnesota Municipal Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Blue Earth and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such Cities, other than Rochester, Austin and Owatonna and the Mayor and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of Blue Earth and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. The City Clerk, Fred Kraft, is hereby authorized and directed to forward a copy of this Resolution to the Mayor for his approval in accordance with the requirements of the City Charter.

ADOPTED this 19th day of April, 1977.

Mayor

S. No, 354

Attest:
By Fred J. Kraft
City Clerk

Approved this 19th day of April, 1977.

S-46,355

EXHIBIT A

S-46, 356

EXHIBIT B

APPENDIX A

S-46,357

City of Blooming Prairie, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Secretary of State

S-46, 358

CERTIFICATE

I, Donna Nelson, the duly appointed secretary of the Board of Public Works of Blue Earth do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Board of Public Works at a meeting held on April 11, 1977, 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 of Blue Earth this 11th day of April, 1977.

Donna Nelson

Donna Nelson, Secretary
Blue Earth Board of Public Works

S-46, 359

RESOLUTION OF THE BOARD OF PUBLIC WORKS OF THE CITY OF BLUE EARTH, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF BLUE EARTH, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the members of the Board of Public Works of the City of Blue Earth, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act)authorized by the governing body (as such term defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Blue Earth, Minnesota and this Board of Public Works have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Blue Earth, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) The City of Blue Earth, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Board of Public Works is the "governing body" of the City of the City of Blue Earth, Minnesota within the meaning of the Act; and

(G) the City of Blue Earth, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Blue Earth, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Board of Public Works.

Section 2. The participation of the City of Blue Earth, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Blue Earth, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President of the Board of Public Works and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf or, and as the deed of, the City of Blue Earth, Minnesota and this Board of Public Works as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the smae to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Board of Public Works that the Agency Agreement will be executed by the Blue Earth and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and and the city councils (as defined in the Act) of one or more ar all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Blue Earth and the Cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to; and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of this Board of Public Works and the Representative by this Resolution is not

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dependent upon the execution of the Agency Agreement by any of such other Cities, other that Rochester, Austin and Owatonna and the President of this Board of Public Works and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Board of Public Works that if eight (8) or more Minnesota Cities (including the City of Blue Earth and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incoporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9 (E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Blue Earth, Minnesota as a Member of the Southern Minnesota Municpal Power Agency

Initial Representative	Business Address	Home Address	
Neil Eckles	123 W. 7th (526-3252)	316 No. Circle Dr. (526-3900)	Blue Earth, Minn.

The Respresentative shall exercise all of the rights, duties and powers of the City of Blue Earth, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Blue Earth, Minnesota in accordance with the provisions of the Act, tha Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until _____ (a successor Representative shall be selected), including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of Such Agency.

Section 6. In accordance with the requirements of the Act, the President of this Board of Public Works is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Blue Earth, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the

S-46, 362

Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 11th day of April, 1977.

President
Blue Earth Board of Public Works

S-46,363

EXHIBIT A

S-46 364

APPENDIX A

City of Blooming Prairie, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

CERTIFICATE S-46, 365

I, J. L. Johnson, the duly appointed clerk-treasurer of the City of Delano, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of the City of Delano, Minnesota at a meeting duly held on [illegible] 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 of Delano this 4th day of [illegible], 1977.

J. L. Johnson

-Clerk-Treasurer-

SEAL

S-46, 366

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF DELANO, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF DELANO IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE WATER, LIGHT AND POWER COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of Delano, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of the State of Minnesota; and

(B) certain representatives and officials of the City of Delano, Minnesota and the Water, Light and Power Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Delano, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) The City of Delano, Minnesota is authorized by the laws of the State of

Minnesota or by its City Charter adopted pursuant thereto to engage in the local distribution and the sale of electric energy; and

(F) This body is the "city council" of the City of Delano, Minnesota within the meaning of the Act; and

(G) The City of Delano, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Delano, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council of Delano, Minnesota and, in addition, there has been presented to this meeting a resolution adopted by the Water, Light and Power Commission of the City of Delano, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Delano, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Delano, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officior of this Delano City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Delano, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk-Treasurer is hereby authorized and directed to affix thereon the seal of the City of Delano, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this Delano City Council that the Agency Agreement will be executed by the City of Delano and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial

S-46, 368

Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Delano and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor, Cornelius Van Lith, and the city clerk-treasurer, J. L. Johnson, by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other cities, other than Rochester, Austin and Owatonna and the Mayor and Clerk-Treasurer may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Delano City Council that if eight (8) or more Minnesota Cities (including the City of Delano and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (B) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9 (B).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 18th day of April, 1977.

SEAL

s/ Cornelius J. Van Lith
Mayor

ATTEST:

s/ J. L. Johnson
City Clerk-Treasurer

S-4601 369

APPENDIX A

City of Bloomington, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 370

CERTIFICATE

I, Edward Leiter, the duly appointed Secretary of the Water, Light, and Power Commission of Delano do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Water, Light, and Power Commission at a meeting held on April 6,1977, 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 6 day of April, 1977.

Edward C. Leiter
Secretary

S-46, 371

RESOLUTION OF THE WATER, LIGHT, AND POWER COMMISSION OF THE CITY OF DELANO, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF DELANO, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Water, Light and Power Commission of the City of Delano, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) or other body charged with the general control of the city's governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Delano, Minnesota and this Water, Light and Power Commission have heretofore attended certain meetings, Participated in certain meetings, Participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Delano, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) The City of Delano, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Water, Light and Power Commission is the "governing body" of the City or Delano, Minnesota within the meaning of the Act; and

(G) the City of Delano, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Delano, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Water, Light and Power Commission.

Section 2. The participation of the City of Delano, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Delano, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman of the Water, Light and Power Commission, and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Delano, Minnesota and this Water, Light and Power Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Water, Light and Power Commission that the Agency Agreement will be executed by the City of Delano and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the

Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become Initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Delano and the cities of Rochester, Austin and Owatonna), although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Water, Light and Power Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this Water, Light and Power Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Water, Light and Power Commission that if eight (8) or more Minnesota Cities (including the City of Delano and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become Initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2), and (3) of the said Section 9 (E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Delano, Minnesota as a Member of the Southern Minnesota Municipal Power Agency (for the term indicated):

Initial Representative	Business Address	Home Address	Term of Office
John F. Schultz	Delano	Delano	

The Representative shall exercise all of the rights, duties and powers of the City of Delano, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Delano, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until the expiration of his term (a successor Representative shall be selected), including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

S-46/374

Section 6. In accordance with the requirements of the Act, the Chairman of this Water, Light and Power Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Delano, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 6 day of April, 1977.

Chairman

EXHIBIT A

S-44, 375

APPENDIX A

S-46, 376

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,377

CERTIFICATE

I, Lois J. Cairns, the duly appointed City Clerk of the City of Fairmont, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council at a meeting duly held on April 11, 1977, 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 April, 1977.

Lois J. Cairns
City Clerk

(SEAL)

S-46, 378

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FAIRMONT, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF FAIRMONT IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of Fairmont, Minnesota as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Fairmont, Minnesota and the Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Fairmont, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

S-46,379

(E) the City of Fairmont, Minnesota, is authorized 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

(F) this body is the "city council" of the City of Fairmont, Minnesota, within the meaning of the Act; and

(G) the City of Fairmont, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Fairmont, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the Public Utilities Commission of the City of Fairmont, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Fairmont, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Fairmont, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor of the City of Fairmont or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Fairmont, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Fairmont, Minnesota to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Fairmont, and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction

S-46,380

given to the Mayor of the City of Fairmont and the City Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor of the City of Fairmont and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of Fairmont and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9 (E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of Fairmont is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 11th day of April, 1977.

Louis P. Donnelly
Mayor, City of Fairmont

(SEAL)

Attest:

Lloyd L. Loomis
City Clerk

APPENDIX A

S-46, 381

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

CERTIFICATE

S-46,382

I, Bruce A Krahmer, the duly elected Secretary of the Public Utilities Commission of the City of Fairmont, 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 April 13, 1977, 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 Commission this 22nd day of April, 1977.

Bruce A Krahmer

SECRETARY

(SEAL)

S-46,383

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF FAIRMONT, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF FAIRMONT, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED BY THE Commissioners of the Public Utilities Commission of the City of Fairmont, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the City's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Certain representatives and officials of the City of Fairmont, Minnesota and this Public Utilities Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Fairmont, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

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(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) The City of Fairmont, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) This Public Utilities Commission is the "governing body" of the City of Fairmont, Minnesota within the meaning of the Act; and

(G) The City of Fairmont, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Fairmont, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and in such Agency Agreement has been reviewed to the extent deemed necessary by this Public Utilities Commission.

Section 2. The participation of the City of Fairmont, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the membership of the City of Fairmont, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Fairmont, Minnesota and this Public Utilities Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Public Utilities Commission that the Agency Agreement will be executed by the City of Fairmont and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City of councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Fairmont and the Cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto.

S-46,385

The authority granted and the direction given to the President of this Public Utilities Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the President of this Public Utilities Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Fairmont and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9 (E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Fairmont, Minnesota as a Member of the Southern Minnesota Municipal Power Agency through December 31, 1978:

Initial Representative	Business Address	Home Address	Through December 31, 1978
Lester E Madsen, Manager	Public Utilities Commission 117 East 1st Street Fairmont, Minnesota 56031	711 Victoria Street Fairmont, Mn. 56031	

The Representative shall exercise all of the rights, duties and powers of the City of Fairmont, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Fairmont, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until the expiration of his term before which time the Public Utilities Commission will have appointed a successor Representative, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the President of this Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Fairmont, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 13th day of April 1977.

President,
Public Utilities Commission

APPENDIX A

S-42,386

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 387

CERTIFICATE

I, Lyle L. Winterfeldt, the duly appointed city clerk of the City of Glencoe, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the Glencoe City Council, at a meeting duly held on March 21st, 1977, 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 adoptionto the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such city this 24th day of March, 1977.

Lyle L. Winterfeldt

5-76,388

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GLENCOE, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF GLENCOE IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE LIGHT AND POWER COMMISSION OF THE CITY OF GLENCOE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the city council of the City of Glencoe, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Glencoe, Minnesota and the Light and Power Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Glencoe, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) the City of Glencoe, Minnesota is authorized 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

(F) this body is the "city council" of the City of Glencoe, Minnesota within the meaning of the Act; and

(G) the City of Glencoe, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Glencoe, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this city council, and, in addition there has been presented to this meeting a resolution adopted by the Light and Power Commission of the City of Glencoe, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution.)

Section 2. The participation of the City of Glencoe, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the membership of the City of Glencoe, Minnesota

in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor and Clerk are hereby authorized and directed to execute such Agency Agreeement for, on behalf of, and as the deed of the City of Glencoe, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Glencoe, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this city council, that the Agency Agreement will be executed by the City of Glencoe and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Glencoe and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to Elfege Austad as Mayor and Lyle L. Winterfeldt as Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Elfege Austad and Lyle L. Winterfeldt may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this city council, that if eight (8) or more Minnesota Cities (including the City of Glencoe and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9 (E).

S-46,391

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. The City Clerk, Lyle L. Winterfeldt, is hereby authorized and directed to forward a copy of this Resolution to the Mayor for his approval in accordance with the requirements of the City Charter.

Section 9. The City Clerk, Lyle L. Winterfeldt, is hereby authorized and directed to cause notice of the adoption of this Resolution to be published once in the official newspaper of the City.

ADOPTED THIS 21st day of March, 1977.

Mayor

S-46,392

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 393

CERTIFICATE

I, J. A. Kelly, the duly appointed Secretary of the Light and Power Commission of the City of Glencoe do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Light and Power Commission at a meeting held on March 21, 1977, 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 Light and Power Commission this 21 day of March, 1977.

J. A. Kelly

J. A. Kelly, Secretary

S-46, 394

RESOLUTION OF THE LIGHT AND POWER COMMISSION OF THE CITY OF GLENCOE, MINNESOTA

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF GLENCOE, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Light and Power Commission of the City of Glencoe, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 thrugh 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Certain representatives and officials of the City of Glencoe, Minnesota, and this Light and Power Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Apprendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Glencoe, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Glencoe, Minnesota, is authorized by the laws of the State of Minnesota, or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) This Light and Power Commission is the "governing body" of the City of Glencoe, Minnesota, within the meaning of the Act; and

(G) The City of Glencoe, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Glencoe, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Light and Power Commission.

Section 2. The participation of the City of Glencoe, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Glencoe, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Glencoe, Minnesota, and this Light and Power Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Light and Power Commission that the Agency Agreement will be executed by the City of Glencoe and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Glencoe and the Cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more of all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Light and Power Commission and the Representative by this Resolution is not dependent

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upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this Light and Power Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Light and Power Commission that if eight (8) or more Minnesota Cities (including the City of Glencoe and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Glencoe, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency:

Initial Representative	Business Address	Home Address	Term of Office
J. A. Kelly	Hands, Inc. Winthrop, Mn.	934 Franklin Glencoe, Mn.	One Year

The Representative shall exercise all of the rights, duties and powers of the City of Glencoe, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Glencoe, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the By-Laws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the By-Laws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of the Light and Power Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the city council of the City of Glencoe, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED THIS 21 day of March, 1977.

Chairman - John Waldoch

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,397

CERTIFICATE

I, Bruce Schumacher, the duly appointed Clerk-Finance Director of the City of Lake City do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of Lake City, Minnesota, at a meeting duly held on May 9, 1977, 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 May, 1977.

Bruce Schumacher

Bruce Schumacher
Clerk-Finance Director

(SEAL)

S-46, 398

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LAKE CITY, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF LAKE CITY IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE UTILITY BOARD AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED, by the City Council of the City of Lake City, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the City Council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Lake City, Minnesota, and the Utility Board of this city have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Lake City, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Lake City, Minnesota is authorized 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

(F) this body is the "City Council" of the City of Lake City, Minnesota, within the meaning of the Act; and

(G) the City of Lake City, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Lake City, Minnesota, and the cities of Rochester, Austin and Owatonna and one or more Minnesota cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the Utility Board of the City of Lake City, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Lake City, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Lake City, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utility Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting, and the Mayor or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Lake City, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the Clerk-Finance Director is hereby authorized and directed to affix thereon the seal of the City of Lake City, Minnesota, and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Lake City and the cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota cities listed in Appendix A hereto will adopt the appropriate

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resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such cities (other than the City of Lake City and the cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by one or more or all of the Minnesota cities listed in Appendix A hereto. The authority granted and the direction given to Donald F. Busch, Mayor, and Bruce Schumacher, Clerk-Finance Director, by this resolution is not dependent upon the execution of the Agency Agreement by any of such other cities, other than Rochester, Austin and Owatonna, and the said Donald F. Busch and Bruce Schumacher may execute the same whether or not any, all or none of the other such cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota cities (including the City of Lake City and the cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with sub-sections (1), (2), and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utility Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utility Resolution.

Section 7. The Mayor, Donald F. Busch, is hereby authorized and directed to affix to the Agency Agreement a certified copy of this resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 9th day of May, 1977.

/s/ Donald F. Busch
Donald F. Busch, Mayor

(SEAL)

S-16,401

APPENDIX A

City of Bloomington, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

V

S-46, 402

CERTIFICATE

I, A. J. Schafer, the duly appointed Secretary of the Utility Board of the City of Lake City, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Utility Board at a meeting held on May 2, 1977, 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 10th day of May, 1977.

A. J. Schafer

A. J. Schafer, Secretary

S-46, 403

RESOLUTION OF THE UTILITY BOARD
OF THE CITY OF LAKE CITY, MINNESOTA,
APPROVING THE CREATION OF THE SOUTHERN
MINNESOTA MUNICIPAL POWER AGENCY AND
THE MEMBERSHIP OF THE CITY OF LAKE CITY,
IN SUCH AGENCY AND APPOINTING A
REPRESENTATIVE AND AUTHORIZING THE
EXECUTION OF AN AGENCY AGREEMENT
RELATING THERETO

BE IT RESOLVED by the Members of the Utility Board of the City of Lake City, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act), or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Lake City, Minnesota and this Utility Board have heretofore attended certain meetings, particpated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the cities of Rochester, Austin, and Owatonna and representatives and officials of other Minnesota cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers, as enumerated therein, all of which the City of Lake City, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in

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Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Lake City, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Utility Board is the "governing body" of the City of Lake City, Minnesota, within the meaning of the Act; and

(G) the City of Lake City, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Lake City, Minnesota and the cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Utility Board.

Section 2. The particpation of the City of Lake City, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Lake City, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman, J. H. Roschen, and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Lake City, Minnesota, and this Utility Board as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Utility Board that the Agency Agreement will be executed by the City of Lake City and also by the cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Lake City and the cities of Rochester, Austin and Owatonna, although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota cities

S-46, 405

listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Utility Board and the Representative by this resolution is not dependent upon the execution of the Agency Agreement by any of such other cities, other than Rochester, Austin and Owatonna and the Chairman of this Utility Board and the Representative may execute the same whether or not any, all or none of the other such cities execute such Agency Agreement.

It is also expressly recognized by this Utility Board that if eight (8) or more Minnesota cities (including the City of Lake City and the cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Lake City, Minnesota as a Member of the Southern Minnesota Municipal Power Agency:

Initial Representative	Business Address	Home Address	Term of Office
James Biggar	Lake City, MN	Lake City, MN	Appointed

The Representative shall exercise all of the rights, duties and powers of the City of Lake City, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Lake City, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the By-Laws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the By-Laws of the Southern Minnesota Municipal Power Agency when the same shall be persented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of this Utility Board is hereby authorized and directed to submit the Agency Agreement and this resolution to the City Council of the City of Lake City, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this resolution for submission

S-Mo, 406

to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 2nd day of May, 1977.

/s/ J. H. Roschen
J. H. Roschen, Chairman

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 407

APPENDIX A

City of Bloomington, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,408

CERTIFICATE

I, L. W. Mannion, the duly appointed City Clerk of the City of Marshall do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the Common Council at a meeting duly held on (18) April 4, 1977, notice of such meeting having been given in accordance with the 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 Common Council this 18th day of April, 1977.

L. W. Mannion, City Clerk

(SEAL)

S-46, 409

RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF MARSHALL, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF MARSHALL IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE WATER, LIGHT, POWER AND BUILDING COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED By the Common Council of the City of Marshall, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(a) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate policital subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(b) certain representatives and officials of the City of Marshall, Minnesota and the Water, Light, Power and Building Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(c) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Marshall, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(d) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(e) the City of Marshall, Minnesota, is authorized 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

(f) this body is the "City Council" of the City of Marshall, Minnesota, within the meaning of the Act; and

(g) the City of Marshall, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(h) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Marshall, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Common Council and, in addition, there has been presented to this meeting a resolution adopted by the Water, Light, Power and Building Commission of the City of Marshall, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utilities Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative" such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Marshall, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Marshall, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this Common Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Marshall, Minnesota, with such changes, insertions and omissions therein as do not change the

substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Marshall, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this Common Council that the Agency Agreement will be executed by the City of Marshall and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt and appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Common Council that if eight (8) or more Minnesota Cities (including the City of Marshall and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

S-46, 412

Adopted this 18th day of April, 1977.

THE COMMON COUNCIL

By _____
Its Mayor

(SEAL)

ATTEST:

_____
City Clerk

S -46, 413

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,414

CERTIFICATE

I, William L. Larson, the duly appointed Secretary of the Water, Light, Power and Building Commission of Marshall do hereby certify that attached herto is a true and correct copy of a resolution # 1 (other than the Exhibit thereto) duly adopted by said Water, Light, Power and Building Commission at a meeting held on April 12th 1977, 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 12th day of April, 1977.

William L. Larson

William L. Larson, Secretary

(SEAL)

S-46, 415

RESOLUTION OF THE WATER, LIGHT, POWER AND BUILDING COMMISSION OF THE CITY OF MARSHALL, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF MARSHALL, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED By the members of the Water, Light, Power and Building Commission, of the City of Marshall, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(a) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(b) certain representatives and officials of the City of Marshall, Minnesota and this Water, Light, Power and Building Commission have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(c) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Marshall, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(d) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(e) The City of Marshall, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(f) this Water, Light, Power and Building Commission is the "governing body" of the City of Marshall, Minnesota within the meaning of the Act; and

(g) The City of Marshall, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(h) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Marshall, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Water, Light, Power and Building Commission.

Section 2. The participation of the City of Marshall, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Marshall, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Marshall, Minnesota and this Water, Light, Power and Building Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Water, Light, Power and Building Commission that the Agency Agreement will be executed by the City of Marshall and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota

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Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna), although provisions has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of this Water, Light, Power and Building Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the President of this Water, Light, Power and Building Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Water, Light, Power and Building Commission that if eight (8) or more Minnesota Cities (including the City of Marshall and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Marshall, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency until his successor is selected:

Initial Representative	Business Address	Home Address
F. A. Rome	113 South Fourth Marshall, Minn. 56258	1110 Bruce Circle Marshall, Minn. 56258

The Representative shall exercise all of the rights, duties and powers of the City of Marshall, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Marshall, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Agency, as then in effect, until a successor Representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

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Section 6. In accordance with the requirements of the Act, the President of this Water, Light, Power and Building Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the Common Council of the City of Marshall, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Adopted this 12th day of April, 1977.

WATER, LIGHT, POWER AND BUILDING COMMISSIO

D. L. Stewart

President

S-46, 419

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Secretary of State

S-46, 421

S-46,420

C E R T I F I C A T E

I, Jerome Bohnsack, the duly appointed City Administrator of the City of New Prague, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the New Prague City Council at a meeting duly held on April 4, 1977, notice of such meeting having been given in accordance with the 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 7 day of April, 1977.

Jerome Bohnsack
City Administrator

S-46, 421

RESOLUTION OF THE NEW PRAGUE CITY COUNCIL OF THE CITY OF NEW PRAGUE, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF NEW PRAGUE IN SUCH AGENCY: AND APPROVING A RESOLUTION OF THE CITY COUNCIL AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

WHEREAS, the City Council of the City of New Prague, in regular session on Monday, April 4, 1977, discussed in detail the creation of the Southern Minnesota Municipal Power Agency Agreement;

AND, WHEREAS, the City Council deems it advisable to have said agency agreement in full force and effect;

NOW, THEREFORE, BE IT RESOLVED, that the resolution entitled "Resolution of the New Prague City Council of the City of New Prague, Minnesota, Approving the Creation of the Southern Minnesota Municipal Power Agency and the Membership of the City of New Prague in such Agency: and Approving a Resolution of the City Council and Authorizing the Execution of an Agency Agreement Relating Thereto" be adopted in its entirety.

The above resolution was offered by Councilman Kohout, seconded by Councilman Schoenecker, and upon call of the roll, the following vote was taken and recorded:

AYES		NAYES	
Eaton	X	Eaton	
Kohout	X	Kohout	
Schoenecker	X	Schoenecker	
Straiton	X	Straiton	
Welter	X	Welter	

This Resolution passed this 4th day of April, 1977.

Clarence Welter
Mayor - City of New Prague

S-46, 422

RESOLUTION OF THE NEW PRAGUE CITY COUNCIL OF THE CITY OF NEW PRAGUE, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF NEW PRAGUE IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE CITY COUNCIL AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of New Prague, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Certain representatives and officials of the City of New Prague, Minnesota, and this City Council have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined: and become a Member of the below mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of New Prague, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, Agreement relating to assessments; and

(E) The City of New Prague, Minnesota is authorized 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

(F) this body is the "city council" of the City of New Prague, Minnesota within the meaning of the Act; and

(G) the City of New Prague, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of New Prague, MInnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the New Prague Water, Light, Power and Building Commission of the City of New Prague, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of New Prague, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of New Prague, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of New Prague, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be

conclusively evidenced by such execution, and the City Administrator is hereby authorized and directed to affix thereon the seal of the City of New Prague, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of New Prague and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of New Prague and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and the City Administrator by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor or City Administrator may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of New Prague and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency,

S-46, 425

Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his/her rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED: This 4 day of April, 1977.

Clarence Welter, Mayor

(SEAL)

Attest:
By: Jerome Bohnsack
Jerome Bohnsack
City Administrator

S-46,426

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,427

CERTIFICATE

I, Leonard G. Voxland, the duly appointed Secretary of the New Prague Water, Light, Power and Building Commission of the City of New Prague, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said New Prague Water, Light, Power and Building Commission at a meeting held on March 14, 1977, 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 14th day of March, 1977.

Leonard G. Voxland

Leonard G. Voxland, Secretary

S-46. 428

MINUTES OF MEETING OF
NEW PRAGUE WATER, LIGHT, POWER
AND BUILDING COMMISSION OF THE
CITY OF NEW PRAGUE, MINNESOTA

A regular monthly meeting of the Water, Light, Power and Building Commission of New Prague was held Monday, March 14, 1977. President Flicek, Commissioners Barta, Kratochvil, Jelinek and Koktavy and Superintendent Meyer were present.

President Flicek called the meeting to order.

The minutes of the previous meeting were approved as read.

It was moved by Commissioner Koktavy, seconded by Commissioner Barta and passed to approve and publish the Auditor's report on the fiscal year 1976.

The motion was made by Commissioner Barta and seconded by Commissioner Kratochvil to adopt the following resolution approving the creation of the Southern Minnesota Power Agency:

RESOLUTION OF THE NEW PRAGUE WATER,
LIGHT, POWER AND BUILDING COMMISSION
OF THE CITY OF NEW PRAGUE, MINNESOTA,
APPROVING THE CREATION OF THE SOUTHERN
MINNESOTA MUNICIPAL POWER AGENCY AND
THE MEMBERSHIP OF THE CITY OF NEW PRAGUE IN
SUCH AGENCY AND THE APPOINTING OF A REPRESENTATIVE
AND AUTHORIZING THE EXECUTION OF AN
AGENCY AGREEMENT RELATING THERETO

(RESOLUTION ATTACHED AS PART OF THESE MINUTES)

The motion was voted on and passed by the following vote:

AYES		NAYES	
Barta	X	Barta	
Kratochvil	X	Kratochvil	
Jelinek	X	Jelinek	
Koktavy	X	Koktavy	
Flicek	X	Flicek	

DATED: This 14th day of March, 1977.

Leonard G. Voxland
Leonard G. Voxland
Secretary

S-46, 429

RESOLUTION OF THE NEW PRAGUE WATER, LIGHT, POWER AND BUILDING COMMISSION OF THE CITY OF NEW PRAGUE, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF NEW PRAGUE IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Commissioners of the New Prague Water, Light, Power and Building Commission of the City of New Prague, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Certain representatives and officials of the City of New Prague, Minnesota, and this New Prague Water, Light, Power and Building Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and,

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of New Prague, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and,

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and,

(E) The City of New Prague, Minnesota, is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and,

(F) This New Prague Water, Light, Power and Building Commission is the "governing body" of the City of New Prague, Minnesota, within the meaning of the Act; and,

(G) The City of New Prague, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and,

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit "A" and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of New Prague, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this New Prague Water, Light, Power and Building Commission.

Section 2. The participation of the City of New Prague, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of New Prague, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of New Prague, Minnesota, and this New Prague Water, Light, Power and Building Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this New Prague Water, Light, Power and Building Commission that the Agency Agreement will be executed by the City of New Prague, Minnesota, and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the

city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of New Prague and the Cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this New Prague Water, Light, Power and Building Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this New Prague Water, Light, Power and Building Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this New Prague Water, Light, Power and Building Commission that if eight (8) or more Minnesota Cities (including the City of New Prague and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2), and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of New Prague, Minnesota, as a Member of the Southern Minnesota Municipal Power

S-46, 432

Agency:

Initial Representative - Donald E. Meyer.
Business Address - 300 East Main Street, New Prague, Minnesota, 56071.
Home Address: 106 Sunrise Avenue North, New Prague, Minnesota, 56071.

The Representative shall exercise all of the rights, duties and powers of the City of New Prague, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of New Prague, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the By-laws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the By-laws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of this New Prague Water, Light, Power and Building Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of New Prague, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED: This 14 day of March, 1977.

John T. Flicek

John T. Flicek, Chairman

S-46, 433

APPENDIX "A"

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 434

CERTIFICATE

I, Thomas E. Mealey, the duly appointed City Clerk-Treasurer 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 the City Council of the City of Owatonna, Minnesota at a meeting duly held on April 5, 1977, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout, and that the Mayor duly approved the Resolution on April 5, 1977.

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.

I also do hereby certify that notice of the adoption of said resolution was published in the official newspaper of the City of Owatonna in accordance with the requirements of the City Charter.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Owatonna, Minnesota, this 7th day of April, 1977.

Thomas E. Mealey
City Clerk

[SEAL]

RESOLUTION NO. 47-77

S-46,435

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF OWATONNA, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF OWATONNA IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of Owatonna, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Owatonna, Minnesota and the Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Austin and Rochester and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

S-46,436

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Owatonna, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Owatonna, Minnesota is authorized 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

(F) this body is the "city council" of the City of Owatonna, Minnesota within the meaning of the Act; and

(G) the City of Owatonna, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Owatonna, Minnesota and the Cities of Austin and Rochester and one or more other Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the Public Utilities Commission of the City of Owatonna, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utilities Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Owatonna, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Owatonna, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

S-46,437

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor of the City of Owatonna, Minnesota is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Owatonna, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk-Treasurer is hereby authorized and directed to affix thereon the seal of the City of Owatonna, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the Cities of Owatonna, Austin and Rochester. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Owatonna, Austin and Rochester) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Clerk-Treasurer by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Austin and Rochester and the Mayor and City Clerk-Treasurer may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the Cities of Owatonna, Austin and Rochester) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

S-46,438

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of Owatonna, Minnesota or the City Clerk-Treasurer is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. The City Clerk-Treasurer is hereby authorized and directed to cause notice of the adoption of this Resolution to be published once in the official newspaper of the City.

Section 9. This Resolution shall take effect upon the approval of this Resolution by the Mayor of the City of Owatonna and upon the publication of the notice refered to in Section 8 hereof.

ADOPTED this 5th day of April, 1977.

[SEAL]

President, City Council

Attest:
By
City Clerk-Treasurer

Approved this 5th day of April, 1977.

Mayor of City of Owatonna, Minnesota

S-46,439

EXHIBIT A.

[FORM OF AGENCY AGREEMENT]

S-46,440

EXHIBIT B

[UTILITIES RESOLUTION]

S-46,441

APPENDIX A

LIST OF CITIES OTHER THAN THAN OWATONNA, AUSTIN AND ROCHESTER, ANY, NONE OR ALL OF WHICH MIGHT EXECUTE THE AGENCY AGREEMENT

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

5-66, 442

CERTIFICATE

I, Thomas E. Mealey, the duly appointed City Clerk-Treasurer 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 the Public Utilities Commission of the City of Owatonna, Minnesota, at a meeting held on March 28, 1977, 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 8th day of April, 1977.

Thomas E. Mealey
City Clerk-Treasurer
City of Owatonna

[SEAL]

S-46, 443

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF OWATONNA, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF OWATONNA IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Owatonna, Minnesota, as follows:

Section 1. It is bereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Owatonna, Minnesota and this Commission have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Austin and Rochester and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Owatonna, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Owatonna, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted therto to engage in the local distribution and sale of electric energy; and

(F) this Commision is the "governing body" of the City of Owatonna, Minnesota within the meaning of the Act; and

(G) the City of Owatonna, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Owatonna, Minnesota and the Cities of Austin and Rochester and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Commission.

Section 2. The participation of the City of Owatonna, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Owatonna, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President of this Commission and the Representative (as herein defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Owatonna, Minnesota and this Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not

change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Commission that the Agency Agreement will be executed by the Cities of Owatonna, Austin and Rochester. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Owatonna, Austin and Rochester), although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of the Commission and the Representative by this Resolution is not dependent upon the executuion of the Agency Agreement by any of such other Cities, other than Austin and Rochester and the President of this Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Commission that if eight (8) or more Minnesota Cities (including the Cities of Owatonna, Austin and Rochester) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Owatonna, Minnesota as a Member of the Southern Minnesota Municipal Power Agency [for the term indicated]:

S-46,446

Initial Representative	Business Address	Home Address	(Term of Office)
W. G. Gruenhagen	208 S. Walnut Owatonna, MN	573 McIndoe Owatonna, MN	Until successor is selected.

The representative shall exercise all of the rights, duties and powers of the City of Owatonna, Minnesota, as a member of the Southern Minnesota Municipal Power Agency, as for and on behalf of the City of Owatonna, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the President of this Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Owatonna, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President of this Commission is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 7. This Resolution shall take effect immediately.

ADOPTED THIS 28th day of MARCH, 1977.

President
Public Utilities Commission

S-46,447

EXHIBIT A

[FORM OF AGENCY AGREEMENT]

S-46, 448

APPENDIX A

LIST OF CITIES OTHER THAN OWATONNA, AUSTIN AND ROCHESTER ANY, NONE OR ALL OF WHICH MIGHT EXECUTE THE AGENCY AGREEMENT

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joseph Adams Mare
Secretary of State

S-46, 449

CERTIFICATE

I, David L. Bangasser, the duly appointed, qualified and acting City Administrator-Clerk of the City of Redwood Falls do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of the City of Redwood Falls, Minnesota, at a meeting duly held on March 17th, 1977. 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 officially and affixed the seal of the City of Redwood Falls, this 21st day of March, 1977.

David L. Bangasser
City Administrator-Clerk

(SEAL)

S-46,450

RESOLUTION NO. 7 OF 1977

THE CITY COUNCIL OF THE CITY OF REDWOOD FALLS, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF REDWOOD FALLS IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the City Council of the City of Redwood Falls, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a City Charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) Certain representatives and officials of the City of Redwood Falls, Minnesota, and the Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Redwood Falls, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of suchAgency Agreement relating to assessments; and

(E) The City of Redwood Falls, Minnesota, is authorized 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 electricenergy; and

(F) this body is the "city council" of the City of Redwood Falls, Minnesota, within the meaning of the Act; and

(G) the City of Redwood Falls, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Redwood Falls, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council of the City of Redwood Falls, and, in addition, there has been presented to this meeting a resolution adopted by the Public Utilities Commission of the City of Redwood Falls, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utilitiy Resolution).

Section 2. The participation of the City of Redwood Falls, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Redwood Falls, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utility Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Redwood Falls, Minnesota,

S-46,452

with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Administrator-Clerk is hereby authorized and directed to affix thereon the seal of the City of Redwood Falls, Minnesota, and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Redwood Falls and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City Councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to Paul A. Asleson, Mayor, and David L. Bangasser, City Administrator-Clerk, by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and Paul A. Asleson, Mayor, and David L. Bangasser, City Administrator-Clerk, may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of Redwood Falls and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utility Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utility Resolution.

S-46, 453

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of the State of Minnesota in accordance with the Act.

Section 8. The City Administrator-Clerk is hereby authorized and directed to forward a copy of this Resolution to the Mayor for his approval in accordance with the requirements of the City Charter.

PASSED AND ADOPTED this 17th day of March, 1977.

Attest:

City Administrator-Clerk

Mayor

(Seal)

Received from the City Administrator-Clerk and approved this 17th day of March, 1977.

Attest:

City Administrator-Clerk

Mayor

APPENDIX A

S-45, 454

Ciyt of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,455

CERTIFICATE

I, G. W. Stemm, the duly appointed Secretary of the Public Utilities Commission of the City of Redwood Falls, 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 March 15, 1977, 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 officially this 15th day of March, 1977.

Secretary, Public Utilities Commission
City of Redwood Falls, Minnesota

S-46,456

RESOLUTION NO. 104

A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF REDWOOD FALLS, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF REDWOOD FALLS IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Redwood Falls, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric engergy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Redwood Falls, Minnesota, and this Public Utilities Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

S-46,457

(E) The City of Redwood Falls, Minnesota, is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Public Utilities Commission is the "governing body" of the City of Redwood Falls, Minnesota, within the meaning of the Act; and

(G) the City of Redwood Falls, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Redwood Falls, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Public Utilities Commission.

Section 2. The participation of the City of Redwood Falls, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Redwood Falls, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President of this Commission and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Redwood Falls, Minnesota, and this Public Utilities Commission as a "governing body" within the meaning of the Act, with such changes, insertions omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Public Utilities Commission that the Agency Agreement will be executed by the City of Redwood Falls and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate

resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna), although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of this Public Utilities Commission, and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the President of this Public Utilities Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Redwood Falls and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Redwood Falls, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency:

Initial Representative	Business Address	Home Address	Term of Office
C. G. Weber	Redwood Falls, MN	Redwood Falls, MN	4/1/77 to 1/18/79

The Representative shall exercise all of the rights, duties and powers of the City of Redwood Falls, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Redwood Falls, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until the expiration of his term, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

S-46, 459

Section 6. In accordance with the requirements of the Act, the President of this Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Redwood Falls, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been recieved, and the President is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED THIS 15th day of March, 1977.

President, Public Utilities Commission
of the City of Redwood Falls

Attest:

Secretary

S-46,460

APPENDIX A

Ciyt of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

5-46,461

CERTIFICATE

I, Carole A Grimm, the duly appointed City Clerk 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 the Common Council of the City of Rochester, Minnesota at a meeting duly held on March 28 1977, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout, and that the Mayor duly approved the Resolution on March 29, 1977.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Rochester, Minnesota, this 7th day of April, 1977.

Carole A. Grimm
City Clerk

(SEAL)

5-46, 462

RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF ROCHESTER, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF ROCHESTER IN SUCH AGENCY: AND APPROVING A RESOLUTION OF THE PUBLIC UTILITY BOARD AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Common Council of the City of Rochester, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Rochester, Minnesota and the Public Utility Board of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Rochester, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Rochester, Minnesota is authorized 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

(F) this body is the "city council" of the City of Rochester, Minnesota within the meaning of the Act; and

(G) the City of Rochester, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Rochester, Minnesota and the Cities of Austin and Owatonna and one or more other Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Common Council and, in addition, there has been presented to this meeting a resolution adopted by the Public Utility Board of the City of Rochester, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Rochester, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Rochester, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utility Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor of the City of Rochester, Minnesota is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Rochester, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Rochester, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this Common Council that the Agency Agreement will be executed by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Austin and Owatonna and the Mayor and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Common Council that if eight (8) or more Minnesota Cities (including the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utility Resolution is hereby

S-46, 465

approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utility Resolution.

Section 7. The Mayor of the City of Rochester, Minnesota or the City Clerk is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. This Resolution shall take effect upon the approval of this Resolution by the Mayor of the City of Rochester, Minnesota.

ADOPTED this 28th day of March, 1977.

(SEAL)

R J Potter
President, Common Council

Attest:
By Carmen A. Grimm
City Clerk

Approved this 29th day of March, 1977

Mayor of City of Rochester, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,466

CERTIFICATE

I, George Schlieff, the duly appointed Acting Secretary of the Public Utility 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 Public Utility Board at a meeting held on March 22, 1977, 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 THEREOF, I have hereunto set my hand this 22 day of March, 1977.

George Schlieff
Acting Secretary
Public Utility Board

S-466, 487

RESOLUTION OF THE PUBLIC UTILITY BOARD OF THE CITY OF ROCHESTER, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF ROCHESTER IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Public Utility Board of the City of Rochester, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Rochester, Minnesota and this Board have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Rochester, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Rochester, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Board is the "governing body" of the City of Rochester, Minnesota within the meaning of the Act; and

(G) the City of Rochester, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Rochester, Minnesota and the Cities of Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Board.

Section 2. The participation of the City of Rochester, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Rochester, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President of this Board and the Representative (as herein defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Rochester, Minnesota and this Board as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the

substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Board that the Agency Agreement will be executed by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna), although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of the Board and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Austin and Owatonna and the President of this Board and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Board that if eight (8) or more Minnesota Cities (including the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Rochester, Minnesota as a Member of the Southern Minnesota Municipal Power Agency:

5-46, 470

Initial Representative	Business Address	Home Address
John A. Cobb	506 1st Ave. N.E. Rochester, MN. 55901	1427 19 St. N.E. Rochester, MN. 55901

The Representative shall exercise all of the rights, duties and powers of the City of Rochester, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Rochester, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the President of this Board is hereby authorized and directed to submit the Agency Agreement and this Resolution to the Common Council of the City of Rochester, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President of this Board is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 7. This Resolution shall take effect immediately.

ADOPTED this 22 day of March, 1977.

W Wayne Ellison

President
Public Utility Board

S-46,471

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,472

CERTIFICATE

I, P. H. Solyntjes, the duly appointed City Clerk of the City of Springfield do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the Springfield City Council at a meeting duly held on April 19, 1977, 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 5th day of May, 1977.

P. H. Solyntjes, City Clerk

S-46,473

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SPRINGFIELD, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF SPRINGFIELD IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE SPRINGFIELD PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of Springfield, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Springfield, Minnesota, and the Springfield Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Springfield, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

S-46, 474

(E) The City of Springfield, Minnesota, is authorized 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

(F) this body is the "City Council" of the City of Springfield, Minnesota, within the meaning of the Act; and

(G) the City of Springfield, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Springfield, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the Springfield Public Utilities Commission of the City of Springfield, Minnesota, (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Springfield, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Springfield, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Springfield, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5. of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Springfield, Minnesota, and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Springfield and the Cities of Rochester, Austin and Owatonna. In addition, it is

expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Springfield and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of Springfield and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 19 day of April, 1977.

Mayor

Attest:

City Clerk

EXHIBIT A S-46, 476

[ATTACH FORM OF AGENCY AGREEMENT]

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

V

S-46,477

CERTIFICATE

I, E. W. Carlson, the duly appointed Chairman of the Springfield Public Utilities Commission, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Springfield Public Utilities Commission at a meeting held on April 18, 1977, 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 5th day of May, 1977.

E. W. Carlson

E. W. Carlson, Chairman

S-46,478

RESOLUTION OF THE SPRINGFIELD PUBLIC UTILITIES COMMISSION, CITY OF SPRINGFIELD, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF SPRINGFIELD, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Springfield Public Utilities Commission of the City of Springfield, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Springfield, Minnesota, and this Public Utilities Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

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(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Springfield, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section ((I) of such Agency Agreement relating to assessments; and

(E) The City of Springfield, Minnesota, is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) This Public Utilities Commission is the "governing body" of the City of Springfield, Minnesota, within the meaning of the Act; and

(G) The City of Springfield, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Springfield, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Springfield Public Utilities Commission.

Section 2. The participation of the City of Springfield, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Springfield, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Springfield, Minnesota, and this Springfield Public Utilities Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Springfield Public Utilities Commission that the Agency Agreement will be executed by the City of Springfield and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Springfield and the Cities of Rochester, Austin and Owatonna), although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Springfield Public Utilities Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this Springfield Public Utilities Commission and the Representative may execute the same whether or not any, or all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Springfield Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Springfield, and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Springfield, Minnesota as a Member of the Southern Minnesota Municipal Power Agency:

Initial Representative	Business Address	Home Address	Term of Office
Menno Mennenga,	14 N. Marshall, Springfield, MN	P. O. Box 63 Springfield, MN	Until a successor shall be selected.

The Representative shall exercise all of the rights, duties and powers of the City of Springfield, Minnesota, as a Member of the Southern Minnesota

Municipal Power Agency as, for and on behalf of the City of Springfield, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of this Springfield Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Springfield, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 18 day of April, 1977.

E. W. Carlson, Chairman

S-46, 482

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

S-46,483

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

BAUDLER, BAUDLER & MAUS
ATTORNEYS AT LAW

118 NO. MAIN STREET
AUSTIN, MINNESOTA 55912
TEL. 507/433-2393

304 SOUTH BROADWAY
SPRING VALLEY, MINNESOTA 55975
TEL. 507/346-7301

WILLIAM J. BAUDLER
RICHARD C. BAUDLER
DEVAN J. BAUDLER

LAWRENCE E. MAUS

S-46, 484

C E R T I F I C A T I O N

I, Lawrence E. Maus, City Attorney for the City of Spring Valley, Fillmore County, Minnesota, do hereby certify that the City Council of the City of Spring Valley, Minnesota, did meet at a regularly scheduled meeting of the City Council on April 19th, 1977; that as part of said regular meeting, there came before that City Council a Resolution approving the creation of the Southern Minnesota Municipal Power Agency and the membership of the City of Spring Valley, Minnesota, in such agency and appointing a representative and authorizing the execution of the agency agreement relating thereto;

Upon information and belief, proper notice of said meeting was given as required by law, that the meeting was proper, and that the action taken by the City Council approving said Resolution as hereinbefore mentioned, was proper and acted upon correctly.

In witness whereof, I have hereunto set my hand this 21st day of April, 1977.

LAWRENCE E. MAUS, CITY ATTORNEY
CITY OF SPRING VALLEY, MINNESOTA

S-46,485

CERTIFICATE

I, Robert Breitenbach, the duly appointed City Clerk of the City of Spring Valley do hereby certify that attached hereto is a true and correct copy of a Resolution duly adopted by the Spring Valley City Council at a meeting duly held on April 19th, 1977, 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 Spring Valley this 19th day of April, 1977.

(SEAL)

Robert Breitenbach

ROBERT BREITENBACH, CLERK
CITY OF SPRING VALLEY

S-46,486

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SPRING VALLEY, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF SPRING VALLEY IN SUCH AGENCY: AND APPROVING A RESOLUTION OF THE SPRING VALLEY PUBLIC UTILITIES COMMISSION AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the Spring Valley City Council of the City of Spring Valley, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each City with the concurrence of the City council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) Certain representative and officials of the City of Spring Valley, Minnesota and the Spring Valley Public Utilities Commission of this city have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Spring Valley, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Spring Valley, Minnesota is authorized 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

(F) This body is the "city council" of the City of Spring Valley, Minnesota within the meaning of the Act; and

(G) The City of Spring Valley, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the("Agency Agreement") to be dated as of April 1, 1977, between and among the City of Spring Valley, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Spring Valley City Council, and, in addition, there has been presented to this meeting a resolution adopted by the Spring Valley Public Utilities Commission of the City of Spring Valley, Minnesota (attached hereto as Exhibit B and herein referred to as the ("Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Spring Valley, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the membership of the City of Spring Valley, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor and the City Clerk are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Spring Valley, Minnesota, with such changes, insertions or ommissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk, is hereby authorized and directed to affix thereon the seal of the City of Spring Valley, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this City Council, that the Agency Agreement will be executed by the City of Spring Valley and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City Councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such City or Cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto.

The authority granted and the direction given to the Mayor, George Maxon, and the City Clerk, Robert Breitenbach, by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Spring Valley City Mayor, George Maxon, and the Spring Valley City Clerk, Robert Breitenbach, may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Spring Valley City Council, that if eight (8) or more Minnesota Cities (including the City of Spring Valley and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The City Mayor for Spring Valley, George Maxon, is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED THIS 19th day of April, 1977.

Geo L. Maxon

GEORGE MAXON, MAYOR OF THE CITY OF SPRING VALLEY

(SEAL)

ATTEST:

Robert Breitenbach

ROBERT BREITENBACH, CLERK OF THE CITY OF SPRING VALLEY

S-46,489

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

BAUDLER, BAUDLER & MAUS
ATTORNEYS AT LAW

118 NO. MAIN STREET
AUSTIN, MINNESOTA 55912
TEL. 507/433-2393

304 SOUTH BROADWAY
SPRING VALLEY, MINNESOTA 55975
TEL. 507/346-7301

WILLIAM J. BAUDLER
RICHARD C. BAUDLER
BRYAN J. BAUDLER

LAWRENCE E. MAUS

S-446,490

C E R T I F I C A T I O N

I, Lawrence E. Maus, City Attorney for the City of Spring Valley, Fillmore County, Minnesota, do hereby certify that the Spring Valley Public Utilities Commission of the City of Spring Valley, Minnesota, did meet at a regularly scheduled meeting of the Commission on April 12th, 1977; that as part of said regular meeting, there came before that Commission a Resolution approving the creation of the Southern Minnesota Municipal Power Agency and the membership of the City of Spring Valley, Minnesota, in such agency and appointing a representative and authorizing the execution of the agency agreement relating thereto;

Upon information and belief, proper notice of said meeting was given as required by law, that the meeting was proper, and that the action taken by the Commission approving said Resolution as hereinbefore mentioned, was proper and acted upon correctly.

In witness whereof, I have hereunto set my hand this 21st day of April, 1977.

LAWRENCE E. MAUS, CITY ATTORNEY
CITY OF SPRING VALLEY, MINNESOTA

Sale, 93

C E R T I F I C A T E

I, Richard K. Daggett, the duly appointed 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 duly adopted by said Spring Valley Public Utilities Commission at a meeting held on the 12th day of April, 1977, notice of such meeting having been given in accordance with the 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 12th day of April, 1977.

RICHARD K. DAGGETT, SECRETARY
FOR THE SPRING VALLEY PUBLIC
UTILITIES COMMISSION

S-46, 492

RESOLUTION OF THE SPRING VALLEY PUBLIC UTILITIES COMMISSION OF THE CITY OF SPRING VALLEY, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF SPRING VALLEY, MINNESOTA, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the Members of the Spring Valley Public Utilities Commission of the City of Spring Valley, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a City Charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the City Council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Certain representatives and officials of the City of Spring Valley, Minnesota, and this Spring Valley Public Utilities Commission have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency, and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Spring Valley, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Spring Valley, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto

to engage in the local distribution and sale of electric energy; and

(F) This Spring Valley Public Utilities Commission, is the "governing body" of the City of Spring Valley, Minnesota within the meaning of the Act; and

(G) The City of Spring Valley, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Spring Valley, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Spring Valley Public Utilities Commission.

Section 2. The participation of the City of Spring Valley, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Spring Valley, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President and the Representative are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Spring Valley, Minnesota and this Spring Valley Public Utilities Commission, as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Spring Valley Public Utilities Commission that the Agency Agreement will be executed by the City of Spring Valley and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such cities (other than) the cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of this Spring Valley Public Utilities Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other cities, other than Rochester, Austin and Owatonna and

the President of this Spring Valley Public Utilities Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Spring Valley Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Spring Valley and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 5 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Spring Valley, Minnesota as a Member of the Southern Minnesota Municipal Power Agency:

Initial Representative	Business Address	Home Address	(Term of Office)
William J. Kolling	104 S. Section Ave. Spring Valley, Minnesota 55975	716 Kenilworth Place Spring Valley, Minnesota 55975	Until a successor representative shall be selected

The Representative shall exercise all of the rights, duties and powers of the City of Spring Valley, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Spring Valley, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the President of this Spring Valley Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Spring Valley, Minnesota for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State, State of Minnesota in accordance with the Act.

ADOPTED THIS 12th day of April, 1977.

LEE J. HIMLE, PRESIDENT OF THE SPRING VALLEY PUBLIC UTILITIES COMMISSION

S-46, 495

APPENDIX A

City of Blooming Prairie

City of Blue Earth, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Arne Anderson Howe
Secretary of State

3-46, 496

CERTIFICATE

I, Kenneth H. Huber, the duly appointed City Clerk-Administrator of the City of St. Peter, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of the City of St. Peter at a meeting duly held on March 28, 1977, 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 this 6th day of April, 1977.

Kenneth H. Huber
City Clerk-Administrator

(SEAL)

S-46, 497

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ST. PETER, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF ST. PETER IN SUCH AGENCY; APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the City Council of the City of St. Peter, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Sections 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a City charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an "agency agreement" (as such term is defined in the Act) authorized by the "governing body" (as such term is defined in the Act) of each city with the concurrence of the "city council" (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of St. Peter, Minnesota, have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which may also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of St. Peter, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) the City of St. Peter, Minnesota, is authorized by the laws of the State of Minnesota to engage in the local distribution and sale of electric energy; and

(F) this body is the "city council" of the City of St. Peter, Minnesota, within the meaning of the Act, and, because the City Council is the body which is empowered by law to establish and regulate rates and charges for the distribution of electric energy within this City, this body is also the "governing body" of the City of St. Peter, Minnesota, within the meaning of the Act; and

(G) the City of St. Peter, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of St. Peter, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council; and

(I) because this City Council is both the "city council" and the "governing body" of the City of St. Peter, Minnesota, within the meaning of the Act, as aforesaid, this Resolution, without any other or further authority, constitutes legally sufficient power for the action to be taken pursuant to this Resolution.

Section 2. The participation of the City of St. Peter, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of St. Peter, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this City Council and the Representative (as hereinafter defined), are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of St. Peter, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such execution, and the City Clerk-Administrator is hereby authorized and directed to affix thereon the seal of the City of St. Peter, Minnesota, and to attest thereto.

Section 4. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of St. Peter and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of

the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna), although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor, the Representative and the City Clerk-Administrator by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna, and the Mayor, the Representative and the City Clerk-Administrator may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if eight (8) or more Minnesota Cities (including the City of St. Peter and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9 (E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of St. Peter, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency:

Initial Representative	Business Address	Home Address	Term of Office
James Sandeen	227 South Front	517 North Washington	Indefinite
Kenneth H. Huber (Alternate)	227 South Front	1128 Willow Drive	Indefinite

The Representative shall exercise all of the rights, duties and powers of the City of St. Peter, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of St. Peter, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until the expiration of his term, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

S-46, 500

Section 6. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 28th day of March, 1977.

Mayor

Attest:

By
City Clerk-Administrator

APPENDIX A

S-46, 501

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of Redwood Falls, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,502

CERTIFICATE

I, Rose Hanson, the duly appointed City Clerk of the City of Truman do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council at a meeting duly held on the 2 day of May, 1977, 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.

I also do hereby certify that notice of the adoption of the resolution was published in the official newspaper of the City as required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of such City Council of Truman this 2 day of May, 1977.

Rose Hanson, City Clerk

(SEAL)

S-461, 503

RESOLUTION OF THE CITY COUNCIL OF TRUMAN, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF TRUMAN IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the City Council of the City of Truman, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Truman, Minnesota and the Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement and become a Member of the below-mentioned Municipal Power Agency; and,

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Truman, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Truman, Minnesota is authorized 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

(F) this body is the "city council" of the City of Truman, Minnesota within the meaning of the Act; and

(G) the City of Truman, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Truman, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council of Truman and, in addition, there has been presented to this meeting a resolution adopted by the Public Utilities Commission of the City of Truman, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utilities Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Truman, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Truman, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in the form presented to this meeting and the

Mayor or any other officer of this City Council of Truman is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Truman, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Truman, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this City Council of Truman, that the Agency Agreement will be executed by the City of Truman and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the City Councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such City or Cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor, Lowell Williamson, and Rose Hanson, City Clerk, by this resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor, Lowell Williamson, and Rose Hanson, City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council of Truman that if eight (8) or more Minnesota Cities (including the City of Truman and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the Certificate of Incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set

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forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. The City Clerk, Rose Hanson, is hereby authorized and directed to forward a copy of this Resolution to the Mayor for his approval in accordance with the requirements of the City Charter.

Section 9. The City Clerk, Rose Hanson, is hereby authorized and directed to cause notice of the adoption of this Resolution to be published once in the official newspaper of the City.

ADOPTED this 2 day of May, 1977.

Lowell Williamson

Lowell Williamson, Mayor
City Council of the City of Truman, Minnesota.

(SEAL)

Attest:
By Rose Hanson
Rose Hanson, City Clerk

Approved this 2 day of May, 1977.

S-4[illegible], 507

APPENDIX A

City of Blooming Prairie

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 508

CERTIFICATE

I, H. H. Kanning, the duly elected Secretary of the Public Utilities Commission of Truman, do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by said Public Utilities Commission at a meeting held on the 2 day of May, 1977, 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 2 day of May, 1977.

H. H. Kanning

H. H. Kanning, Secretary

S-Le, 509

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF TRUMAN, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF TRUMAN IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO.

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Truman, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Truman, Minnesota and this Public Utilities Commission have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Truman, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Truman, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Public Utilities Commission is the "governing body" of the City of Truman, Minnesota within the meaning of the Act; and

(G) the City of Truman, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Truman, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Public Utilities Commission.

Section 2. The participation of the City of Truman, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Truman, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Truman, Minnesota and this Public Utilities Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Public Utilities Commission that the Agency Agreement will be executed by the City of Truman and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such City or Cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Public Utilities Commission and the Representatives by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this Public Utilities Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Truman and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Truman, Minnesota as a Member of the Southern Minnesota Municipal Power Agency for the term of Until successor is appointed years:

Initial Representative	Business Address	Home Address	Term of Office
Erhardt Grefe	Municipal Light Plant, Truman, MN 56088	Truman, MN 56088	until successor is appointed

S-46, 512

The Representative shall exercise all of the rights, duties and powers of the City of Truman, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Truman, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until the expiration of his term or until a successor Representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of this Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the city council of the City of Truman, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 2nd day of May, 1977.

Allan Ludvigson

Allan Ludvigson, Chairman
Public Utilities Commission
City of Truman, Minnesota.

S-46,513

APPENDIX A

City of Blooming Prairie

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Waseca, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 514

CERTIFICATE

I, G. B. Torbert, the duly appointed City Clerk of the City of Waseca do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council, at a meeting duly held on March 15, 1977, 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 this 16th day of March, 1977.

G B Torbert
CITY CLERK

(SEAL)

S-469 515

RESOLUTION OF THE CITY COUNCIL, OF THE CITY OF WASECA, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF WASECA IN SUCH AGENCY; AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

NO. 77-19

BE IT RESOLVED by the City Council, of the City of Waseca, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs; and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Waseca, Minnesota, have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Waseca, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) the City of Waseca, Minnesota is authorized 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

(F) this body is the "city council" of the City of Waseca, Minnesota within the meaning of the Act; and

(G) the City of Waseca, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Waseca, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this city council, and, in addition, there has been adopted at this meeting a resolution (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, appoints a Representative (herein referred to as the Representative", such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Waseca, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Waseca, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor and City Manager are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Waseca, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same

to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Waseca, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this city council, that the Agency Agreement will be executed by the City of Waseca and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more of all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Waseca and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor and City Manager and City Clerk, by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor, and City Manager and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this city council that if eight (8) or more Minnesota Cities (including the City of Waseca and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and (his) (her) rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The City Clerk is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

S-46, 518

ADOPTED this 15th day of March, 1977.

Avery "Doc" Hall

AVERY "DOC" HALL
MAYOR

(SEAL)

Attest:

By G. B. Torbert

G. B. Torbert, City Clerk

APPROVED AS TO SUBSTANCE:

ROBERT HAARMAN, CITY MANAGER

APPROVED AS TO FORM, PUBLIC NOTICE OF THE MEETING AND VALID ADOPTION OF THE RESOLUTIONS:

JOHN H. McLOONE IV, CITY ATTORNEY

S-46, 519

EXHIBIT A

[ATTACH FORM OF AGENCY AGREEMENT]

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,520

EXHIBIT B

UTILITIES RESOLUTION - NO. 77-18

WHEREAS, the City of Waseca operates a municipal electrical distribution utility, known as the Waseca Water and Light Department in accordance with State law and Home Rule Charter providing for Council-Manager Government, and

WHEREAS, the City Council of the City of Waseca is empowered by law to establish and regulate rates and charges for the distribution of electric energy within the City, and

WHEREAS, the operation of all public utilities owned by the City is under the supervision of the City Manager, and

WHEREAS, a separate administrative or advisory board or commission does not exist to oversee the operations of the Water and Light Department,

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Waseca that: In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Waseca, Minnesota as a Member of the Southern Minnesota Municipal Power Agency (for the term indicated):

Initial Representative	Business Address	Home Address	(Term of Office)
Joe Collins Councilman	2nd Ave.SE (NW Bell) Waseca, Mn. 56093	820 7th Ave.NW Waseca, Mn.56093	until Dec. 1, 1978
Alternative Representative	**Business Address**	**Home Address**	**(Term of office)**
Robert Haarman City Manager	211 So.State Waseca, Mn.56093	800 10th Ave.NW Waseca, Mn. 56093	Indefinite

The Representative or Alternative Representative shall exercise all of the rights, duties and powers of the City of Waseca, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Waseca, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until (the expiration of his (her) term) (a successor Representative shall be selected), including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Passed and Adopted this 15th day of March, 19 77.

ATTEST: G.B. Torbert
CITY CLERK

Avery "Doc" Hall
MAYOR

S-401521

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Wells, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

5-46, 522

CERTIFICATE

I, Darlene M. Schultz, the duly appointed Deputy City Clerk of the City of Wells do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the COMMON COUNCIL at a meeting duly held on April 5th, 1977, 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 COMMON COUNCIL this 5th day of April, 1977.

(Deputy City Clerk)

S -46, 523

RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WELLS, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF WELLS IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE WELLS PUBLIC UTILITIES COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the COMMON COUNCIL of the City of Wells, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Wells, Minnesota and the Wells Public Utilities Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

S-46, 524

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Wells, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Wells, Minnesota is authorized 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

(F) this body is the "city council" of the City of Wells, Minnesota within the meaning of the Act; and

(G) the City of Wells, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Wells, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this common council and, in addition, there has been presented to this meeting a resolution adopted by the Wells Public Utilities Commission of the City of Wells, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative," such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Wells, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Wells, Minnesota in the

S-46,525

Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor or any other officer of this COMMON COUNCIL is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Wells, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the Deputy City Clerk is hereby authorized and directed to affix thereon the seal of the City of Wells, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this COMMON COUNCIL that the Agency Agreement will be executed by the City of Wells and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more of all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to Gunnar Frey and Darlene M. Schultz by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and Gunnar Frey and Darlene M. Schultz may execute the

S-46,526

same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this COMMON COUNCIL that if eight (8) or more Minnesota Cities (including the City of Wells and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section . The appointment and selection of the Representative pursuant to the lities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 5th day of April, 1977.

(Mayor)

Attest:

DEPUTY (City Clerk)

S-dlg 527

EXHIBIT A

(ATTACH FORM OF AGENCY AGREEMENT)

S-46, 528

EXHIBIT B

(ATTACH UTILITIES RESOLUTION)

S-46, 529

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

City of Lake Crystal, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-4L, 530

CERTIFICATE

I, Lloyd Hultgren, 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 April 4th, 1977, 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 thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of April, 1977.

(Secretary)

S-446, 531

RESOLUTION OF THE WELLS PUBLIC UTILITIES COMMISSION OF THE CITY OF WELLS, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF WELLS, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of Wells Public Utilities Commission of the City of Wells, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Wells, Minnesota and this Wells Public Utilities Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives

S-46, 532

and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Wells, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Wells, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) this Wells Public Utilities Commission is the "governing body" of the City of Wells, Minnesota within the meaning of the Act; and

(G) the City of Wells, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Wells, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Wells Public Utilities Commission.

Section 2. The participation of the City of Wells, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Wells, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

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Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman of Wells Public Utilities Commission and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Wells, Minnesota and this Wells Public Utilities Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Wells Public Utilities Commission that the Agency Agreement will be executed by the City of Wells and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils, (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such cities "other than the Cities of Rochester, Austin and Owatonna", although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Wells Public Utilities Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Chairman of this Wells Public Utilities Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Wells Public Utilities Commission that if eight (8) or more Minnesota Cities (including the City of Wells and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power

S-46, 531

Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Wells, Minnesota as a Member of the Southern Minnesota Municipal Power Agency for an indefinite term until a successor Representative shall be duly selected.

Initial Representative	Business Address	Home Address
Lloyd Hultgren	101-1st St. S.E., Wells, Minn. 56097	299-7th St. S.W., Wells, Minn. 56097

The Representative shall exercise all of the rights, duties and powers of the City of Wells, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Wells, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of this Wells Public Utilities Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the COMMON COUNCIL of the City of Wells, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution

S-46, 535

For submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 4th day of April, 1977.

E J Heinrich
(Chairman)

S-461, 536

EXHIBIT A

(FORM OF AGENCY AGREEMENT
TO BE ATTACHED)

S-46, 537

APPENDIX A

City of Blooming Prairie, Minnesota

City of Blue Earth, Minnesota

City of Fairmont, Minnesota

City of Lake City, Minnesota

City of Marshall, Minnesota

City of St. Peter, Minnesota

City of Spring Valley, Minnesota

City of Springfield, Minnesota

City of Truman, Minnesota

City of Waseca, Minnesota

City of New Prague, Minnesota

City of Windom, Minnesota

City of Delano, Minnesota

City of Glencoe, Minnesota

City of Janesville, Minnesota

City of Lake Crystal, Minnesota

City of Madelia, Minnesota

City of Melrose, Minnesota

City of Redwood Falls, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46, 538

CERTIFICATE

I, T. N. Weeks, the duly appointed Clerk-Treasurer of the City of Windom do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council at a meeting duly held on April 19, 1977, 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 19th day of April, 1977.

Clerk-Treasurer

(Seal)

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WINDOM, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF WINDOM IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE BOARD OF WATER & LIGHT COMMISSIONERS AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED, by the City Council of the City of Windom, Minnesota as follows:

Section 1. It is hereby found, determined and declared that:

A. Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency, said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

B. Certain representatives and officials of the City of Windom, Minnesota and the Board of Water & Light Commissioners of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

C. The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Windom, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

D. The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

E. The City of Windom, Minnesota is authorized 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

F. This body is the "city council" of the City of Windom, Minnesota within the meaning of the Act; and

G. The City of Windom, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

H. There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Windom, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this City Council and, in addition, there has been presented to this meeting a resolution adopted by the Board of Water & Light Commissioners of the City of Windom, Minnesota (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Windom, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Windom, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in inthe form presented to this meeting and the Mayor or any other officer of this City Council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Windom, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Windom, Minnesota and to attest thereto.

Section 5. It is expressly recognized by this City Council that the Agency Agreement will be executed by the City of Windom and the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Windom, and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to

the Mayor and City Clerk by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor and City Clerk may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this City Council that if (8) eight or more Minnesota Cities (including the City of Windom and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

Section 8. The City Clerk is hereby authorized and directed to forward a copy of this Resolution to the Mayor for his approval in accordance with the requirements of the City Charter.

ADOPTED This 19th day of April, 1977.

Attest:

Mayor

City Clerk

(Seal)

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-446, 542

I, T. N. Weeks, the duly appointed Clerk-Treasurer of the Board of Water & Light Commissioners of the City of Windom do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibit thereto) duly adopted by said Board of Water & Light Commissioners at a meeting held on April 11, 1977 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 11th day of April, 1977.

T N Weeks

Clerk-Treasurer

(Seal)

S-46, 543

RESOLUTION OF THE BOARD OF WATER & LIGHT COMMISSIONERS OF THE CITY OF WINDOM, MINNESOTA,

APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the Members of the Board of Water & Light Commissioners of the City of Windom, Minnesota, as follows:

Section 1: It is hereby found, determined and declared that:

A. Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

B. Certain representatives and officials of the City of Windom Minnesota and this Board of Water & Light Commissioners have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency; and

C. The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Windom, Minnesota desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

D. The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(1) of such Agency Agreement relating to assessments; and

E. The City of Windom, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

F. This Board of Water & Light Commissioners is the "governing body" of the City of Windom, Minnesota within the meaning of the Act; and

G. The City of Windom, Minnesota desires to become a member of the below-mentioned Municipal Power Agency; and

H. There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of April 1, 1977, between and among the City of Windom, Minnesota and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Board of Water & Light Commissioners.

Section 2. The participation of the City of Windom, Minnesota in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Windom, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the President and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Windom, Minnesota and this Board of Water & Light Commissioners as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

Section 4. It is expressly recognized by this Board of Water & Light Commissioners that the Agency Agreement will be executed by the City of Windom and also by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such City of Windom and the Cities of Rochester, Austin and Owatonna, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the President of this Board of Water & Light Commissioners and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the President of this Board of Water & Light Commissioners and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Board of Water & Light

S-46, 545

Commissioners that if eight (8) or more Minnesota Cities (including the City of Windom and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9(E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2) and (3) of said Section 9(E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Windom, Minnesota as a Member of the Southern Minnesota Municipal Power Agency for the term indicated:

Initial Representative	Business Address	Home Address
DeWayne Rubedor	444 9th Street Windom, MN	1337 5th Avenue Windom, MN

The representative shall exercise all of the rights, duties and powers of the City of Windom, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Windom, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor representative is appointed, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the President of this Board of Water & Light Commissioners is hereby authorized and directed to submit the Agency Agreement and this Resolution to the City Council of the City of Windom, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received, and the President is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State of Minnesota in accordance with the Act.

ADOPTED this 11th day of April, 1977.

President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 2 1977
Joan Anderson Growe
Secretary of State

S-46,546

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify, that the within instrument was filed for record in this office on the 2 day of June A. D. 1977, at 8 o'clock A M., and was duly recorded in Book S-46 of Incorporations, on page 299

Joan Anderson Growe

Secretary of State

MPA-3

A-47 897

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of a Resolution adopted by the Representatives of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on July 14, 1977 at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 22nd day of July, 1977.

John A. Cobb

John A. Cobb

A-47, 997½

CERTIFICATE

I, Al J. Westendorf, the duly appointed Secretary of the Water, Light, Power and Building Commission of the City of Melrose, do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by said Water, Light, Power and Building Commission at a meeting held on the 14th day of June, 1977, 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 14th day of June, 1977.

Al. J. Westendorf

A-47, 898

RESOLUTION OF THE WATER, LIGHT, POWER AND BUILDING COMMISSION OF THE CITY OF MELROSE, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF MELROSE, MINNESOTA, IN SUCH AGENCY AND APPOINTING A REPRESENTATIVE AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED by the members of the Water, Light, Power and Building Commission of the City of Melrose, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive, (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota, (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) certain representatives and officials of the City of Melrose, Minnesota, and this Water, Light, Power and Building Commission have heretofore attended certain meetings, participated in certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below-mentioned Municipal Power Agency, and

A-47, 899

(C) The Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Melrose, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

(D) The Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) The City of Melrose, Minnesota, is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) This Water, Light, Power and Building Commission is the "governing body" of the City of Melrose, Minnesota, within the meaning of the Act; and

(G) The City of Melrose, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) There has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") to be dated as of the _____ day of _____, 1977, between and among the City of Melrose, Minnesota, and the Cities of Rochester, Austin and Owatonna and one or more other Minnesota cities listed in Appendix A attached hereto which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this Water, Light, Power and Building Commission.

Section 2. The participation of the City of Melrose, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the membership of the City of Melrose, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the Chairman, Oswald Botz, and the Representative (as hereinafter defined) are hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of, the City of Melrose, Minnesota, and this Water, Light, Power and Building Commission as a "governing body" within the meaning of the Act, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (including such changes, insertions and omissions as is recognized by Section 4 of this Resolution), the same to be conclusively evidenced by such executions.

A-47, 900

Section 4. It is expressly recognized by this Water, Light, Power and Building Commission that the Agency Agreement will be executed by the City of Melrose and also by the Cities of Rochester, Austin, and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become initial members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such cities, although provision has been made, for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain reference to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Chairman of this Water, Light, Power and Building Commission and the Representative by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin, and Owatonna and the Chairman of this Water, Light, Power and Building Commission and the Representative may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this Water, Power, Light and Building Commission that if eight (8) or more Minnesota Cities (including the City of Melrose, and the Cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that upon issuance of the certificate of incorporation by the Secretary of State, all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordances with subsections (1), (2) and (3) of said Section 9 (E).

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Melrose, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency (for the term indicated):

Initial Representative	Business Address	Home Address	(Term of Office)
John Hinnenkamp	21 West Main Melrose, Minn.	19 N 3rd Ave. W. Melrose, Minn.	Indefinitely

A-47, 901

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MELROSE, MINNESOTA, APPROVING THE CREATION OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE MEMBERSHIP OF THE CITY OF MELROSE IN SUCH AGENCY; AND APPROVING A RESOLUTION OF THE WATER, LIGHT, POWER AND BUILDING COMMISSION AND AUTHORIZING THE EXECUTION OF AN AGENCY AGREEMENT RELATING THERETO

BE IT RESOLVED, by the City Council of the City of Melrose, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) certain representatives and officials of the City of Melrose, Minnesota, and the Water, Light, Power and Building Commission of this City have heretofore attended certain meetings, participated in certain discussions and have been involved in the preparation of the Agency Agreement (as hereinafter defined) together with representatives and officials of the Cities of Rochester, Austin, and Owatonna and representatives and officials of other Minnesota Cities listed in Appendix A attached hereto, one or more or all of which will also execute the Agency Agreement (as hereinafter defined) and become a Member of the below mentioned Municipal Power Agency; and

(C) the Act provides that the Municipal Power Agency shall have certain rights and powers as enumerated therein, all of which the City of Melrose, Minnesota, desires to exercise through the formation of, and participation in, a Municipal Power Agency; and

A-47, 902

The Representative shall exercise all of the rights, duties and powers of the City of Melrose, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Melrose, Minnesota, in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Power Agency, as then in effect, until the expiration of his term and a successor representative shall be selected, including the approval of the Bylaws of the Southern Minnesota Municipal Power Agency when the same shall be presented to the Representatives by the Board of Directors of such Agency.

Section 6. In accordance with the requirements of the Act, the Chairman of this Water, Light, Power and Building Commission is hereby authorized and directed to submit the Agency Agreement and this Resolution to the city council of the City of Melrose, Minnesota, for its concurrence and the officers referred to in Section 3 hereof shall not execute the Agency Agreement until such time as such concurrence has been received and the Chairman is hereby authorized and directed to affix to the Agency Agreement a certified copy of this Resolution for submission to the Secretary of State and to the Agency in accordance with the Act.

ADOPTED this 14th day of June, 1977.

Oswald Botz
Chairman

A-47, 903

CERTIFICATE

I, Al.J. Westendorf, the duly appointed City Clerk of the City of Melrose, do hereby certify that attached hereto is a true and co. ..t copy of a resolution (other than the Exhibits thereto) duly adop... by the City Council at a meeting duly held on the 14th day of June, 1977, 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 14th day of June, 1977.

(SEAL)

(Al. J. Westendorf)
City Clerk

(D) the Act and the Agency Agreement (as hereinafter defined) state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9 (I) of such Agency Agreement relating to assessments; and

(E) the City of Melrose, Minnesota, is authorized 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

(F) this body is the "city council" of the City of Melrose, Minnesota, within the meaning of the Act; and

(G) the City of Melrose, Minnesota, desires to become a member of the below-mentioned Municipal Power Agency; and

(H) there has been prepared and presented to this meeting a proposed form of Agency Agreement (attached hereto as Exhibit A and herein referred to as the "Agency Agreement") on this _____ day of _____, 1977, between and among the City of Melrose, Minnesota, and the cities of Rochester, Austin and Owatonna and one or more Minnesota Cities listed in Appendix A attached hereto, which, among other things, creates and establishes the Southern Minnesota Municipal Power Agency, and such Agency Agreement has been reviewed to the extent deemed necessary by this city council and, in addition, there has been presented to this meeting a resolution adopted by the Water, Light, Power and Building Commission of the City of Melrose, Minnesota, (attached hereto as Exhibit B and herein referred to as the "Utility Resolution") which among other things, approves the Agency Agreement, authorizes the execution thereof and appoints a Representative (herein referred to as the "Representative" such term having the same meaning herein as defined in the Utility Resolution).

Section 2. The participation of the City of Melrose, Minnesota, in the creation and formation of the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Melrose Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in in the form presented to this meeting and the Mayor, or any other officer of this city council is hereby authorized and directed to execute such Agency Agreement for, on behalf of, and as the deed of the City of Melrose, Minnesota, with such changes, insertions or omissions therein as do not change the substance of such Agency Agreement (includin such changes, insertions and omissions as is recognized by Section 5 of this Resolution) the same to be conclusively evidenced by such

A-47, 905

execution, and the City Clerk is hereby authorized and directed to affix thereon the seal of the City of Melrose, Minnesota, and to attest thereto.

Section 5. It is expressly recognized by this city council that the Agency Agreement has been executed by the Cities of Rochester, Austin and Owatonna. In addition, it is expected that the governing bodies (as defined in the Act) and the city councils (as defined in the Act) of one or more or all of the Minnesota Cities listed in Appendix A hereto will adopt the appropriate resolutions, and such city or cities will execute the Agency Agreement and become Members of the Southern Minnesota Municipal Power Agency. Accordingly, the form of Agency Agreement presented to this meeting is silent as to such Cities (other than the City of Melrose and the Cities of Rochester, Austin and Owatonna) although provision has been made for their possible inclusion. Within a reasonable period of time, the Agency Agreement will contain references to, and be executed by, one or more or all of the Minnesota Cities listed in Appendix A hereto. The authority granted and the direction given to the Mayor of Melrose, Mr. Robert J. Revermann, and City Clerk, Al. J. Westendorf, by this Resolution is not dependent upon the execution of the Agency Agreement by any of such other Cities, other than Rochester, Austin and Owatonna and the Mayor of Melrose, Robert J. Revermann, and City Clerk, Al. J. Westendorf, may execute the same whether or not any, all or none of the other such Cities execute such Agency Agreement.

It is also expressly recognized by this city council that if eight (8) or more Minnesota Cities (including the cities of Rochester, Austin and Owatonna) execute the Agency Agreement and become initial or additional Members of the Southern Minnesota Municipal Power Agency, Section 6 and Section 9 (E) of such Agency Agreement shall be modified to recognize the fact that all of the Representatives shall not collectively constitute the Board of Directors, but such Directors shall be appointed or elected at the first meeting of the Representatives in accordance with subsections (1), (2), and (3) of said Section 9 (E).

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of Melrose, Robert J. Revermann, is hereby authorized and directed to apply for membership in the Southern Minnesota Municipal Power Agency on behalf of the City of Melrose in accordance with the Act.

ADOPTED this 14th day of June, 1977.

(SEAL)

Robert J. Revermann, Mayor

Attest:

Al. J. Westendorf, City Clerk

RECEIVED
JUN 15 1977
ROCHESTER PUBLIC UTILITIES
ROCHESTER, MN

June 14, 1977

Mr. John Cobb
Rochester Municipal Utilities
P. O. Box 6057
Rochester, Minnesota 55901

A-47, 906

Re: Application by the City of Melrose, Minnesota for membership in the Southern Minnesota Municipal Power Agency

Dear Mr. Cobb:

Enclosed please find resolutions passed by the Water, Light, Power and Building Commission of the City of Melrose, and by the City Council of the City of Melrose, respectively.

Pursuant to the above mentioned resolutions, formal application is hereby made by the City of Melrose for membership in the Southern Minnesota Municipal Power Agency.

It is my understanding that the initial meeting of the Agency is tentatively scheduled for July 14, 1977, at Rochester, Minnesota. The appointed representative of the City of Melrose will be in attendance at this meeting.

If anything further needs to be done to ensure our membership, please contact the City Clerk, Al. J. Westendorf, so that the appropriate action may be taken.

Also, if there are any changes in the July 14th meeting, mentioned above, please inform Mr. Westendorf.

Thank you for your attention.

Respectfully yours,

Robert J. Revermann

Robert J. Revermann
Mayor, City of Melrose

Telephone (612) 256-4205

Law Offices of

Moyer and Moyer

William G. Moyer
Mark H. Moyer

Robert E. Pottratz

300 West Riverside Avenue
Melrose, Minnesota 56352

A-47,907

August 10, 1977

Southern Minnesota Municipal Power Agency
Rochester
Minnesota 55901

Gentlemen:

I have acted as Counsel for the City of Melrose, Minnesota, (the "City") in connection with the proceedings relating to the admission of the "City" as a member of the Southern Minnesota Municipal Power Agency, (the "Municipal Power Agency"). In this connection, I have examined Minnesota Statutes, Sections 453.51 to 453.62, inclusive (the "Act"), the Agency Agreement, dated as of April 1, 1977, relating to the incorporation of the Municipal Power Agency (the "Agency Agreement"), the City Charter of the City, a certified copy of the Resolution of the Water, Light, Power and Building Commission of the City of Melrose, adopted June 14, 1977 (the "Public Utilities Resolution"), and a certified copy of the Resolution of the City Council of the City of Melrose, adopted June 14, 1977 (the "City Council Resolution"), and such other documents as I deem relevant or necessary in order to render this opinion.

Based on the foregoing, I am of the opinion that:

1. The Public Utilities Resolution has been duly and validly adopted in accordance with the provisions of law and is in full force and effect.
2. The City Council Resolution has been duly and validly adopted in accordance with the provisions of law and is in full force and effect.
3. All legal proceedings with respect to the City of Melr which are incident to its membership in the Municipal Power Agency have been taken and no other authorization or approval is necessary for its application for membership in the Municipal Power Agency.

Very truly yours,

Robert E. Pottratz
City Attorney
City of Melrose, Minnesota

REP-ms

DORSEY, WINDHORST, HANNAFORD, WHITNEY & HALLADAY

2300 FIRST NATIONAL BANK BUILDING

MINNEAPOLIS, MINNESOTA 55402

1468 W-FIRST NATIONAL BANK BUILDING
ST. PAUL, MINNESOTA 55101
(612) 227-8017

(612) 340-2600
CABLE: DORROW
TELEX: 29-0605
TELECOPIER: (612) 340-2868

115 THIRD STREET SOUTHWEST
ROCHESTER, MINNESOTA 55901
(507) 288-3156

A-47 907½

August 11, 1977

OWEN C. MARX
(612) 340-2976

Ms. Joan Anderson Growe
Secretary of State
State of Minnesota
Centennial Office Building
St. Paul, Minnesota

Re: Southern Minnesota Municipal Power Agency

Dear Ms. Growe:

In accordance with the provisions of Section 3, Subdivision 2 of Chapter 313, Laws of Minnesota for 1976, please incorporate the enclosed Resolutions for the City of Melrose, Minnesota and the enclosed Resolution of the Representatives of the Southern Minnesota Municipal Power Agency for record in your office. The original Agency Agreement was filed on June 2, 1977, in Book S-46 of Incorporations on page 299.

Under Chapter 313, the City of Melrose will then automatically become a member of the Agency.

Please acknowledge receipt of the enclosed 14 pages on the enclosed copy of this letter and return to me.

Thank you.

Very truly yours,

Owen C. Marx

Owen C. Marx

OCM/jh
encl.

A-47, 908

RESOLUTION NO. 1977-3

RESOLUTION OF THE REPRESENTATIVES OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION TO THE AGENCY OF THE CITY OF MELROSE, MINNESOTA

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a Member of the Southern Minnesota Municipal Power Agency; and

WHEREAS, in accordance with said Section 9(A), the City of Melrose, Minnesota, has made formal application to become such Member and has filed with the Board of Directors a certified copy of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by said Section 9(A);

NOW, THEREFORE, BE IT RESOLVED that the admission of the City of Melrose, Minnesota, is hereby approved and it is hereby determined that the Agency has not heretofore incurred any costs or expenses and therefore the City of Melrose, Minnesota, need not contribute any moneys with the Agency as a precondition of its admission.

The Board of Directors shall file this Resolution, together with the City Council Resolution and the Commission Resolution referred to above with the Secretary of State and, thereupon, the City of Melrose, Minnesota, shall for all purposes of the Act, the Agency Agreement and the Bylaws, have the same rights, duties and obligations as the Cities constituting the initial Members.

Adopted by the Representatives of the Southern Minnesota Municipal Power Agency this 14th day of July, 1977.

Vote: For: All

Against: None

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 16 day of Aug A. D. 19 77 at 8 o'clock A M., and was duly recorded in Book A-47 of Incorporations, on page 897

Joan Anderson Growe
Secretary of State

MPA-3

L-47, 316

OFFICE OF THE CITY CLERK

I, Karl Huber, Jr., the duly appointed City Clerk of the City of New Ulm, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of the City of New Ulm, Minnesota at a meeting duly held on September 6, 1977, notice of such meeting having been given in accordance with law and at which meeting a quorum was present and acting throughout, and that the Mayor duly approved the Resolution on September 6, 1977.

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 15th day of September, 1977.

Karl Huber Jr
City Clerk

(SEAL)

L-47,317

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF NEW ULM, MINNESOTA, APPROVING THE MEMBERSHIP OF THE CITY OF NEW ULM IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY; AND APPROVING A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION

BE IT RESOLVED by the City Council of the City of New Ulm, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement", a copy of which is attached hereto as Exhibit A) dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and subsequent to June 2, 1977, the City of Melrose was admitted as a Member to the Agency; and

(C) the Act provides that the Agency shall have certain rights and powers as enumerated therein and in the Agency Agreement, all of which the City of New Ulm,

Minnesota desires to exercise through the participation in the Agency; and

(D) the Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of New Ulm, Minnesota is authorized 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

(F) this body is the "city council" of the City of New Ulm, Minnesota within the meaning of the Act; and

(G) the City of New Ulm, Minnesota desires to become a member of the Agency; and

(H) there has been presented to this meeting a resolution adopted by the Public Utilities Commission herein referred to as the "Utilities Resolution" (a copy of which is on file in the office of the City Clerk and is available for inspection) which among other things, approves the Agency Agreement and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of New Ulm, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of New Ulm, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of New Ulm, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in the form presented to this meeting and the City of New Ulm, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 5. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors ad the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of New Ulm agrees to the provisions of the By-laws.

L-47,319

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of New Ulm, Minnesota or the City Clerk is hereby authorized and directed to submit certified copies of this Resolution and the Utilities Resolution to the Agency as required by Section 9(A) of the Agency Agreement.

Section 8. This Resolution shall take effect upon the approval of this Resolution by the Mayor of the City of New Ulm.

ADOPTED this 6th day of September, 1977.

President, City Council

Attest:

By
City Clerk

Approved this ____ day of _____, 1977.

Mayor of City of New Ulm, Minnesota

L-47,320

OFFICE OF THE CITY CLERK

I, Karl Huber, Jr., the duly appointed Secretary of the Public Utilities Commission of the City of New Ulm, 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 Public Utilities Commission at a meeting held on August 23, 1977, notice at which 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 15th day of September, 1977.

Karl Huber Jr.

Secretary
New Ulm Public Utilities Commission

(SEAL)

L-47, 321

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF NEW ULM, MINNESOTA, APPROVING THE MEMBERSHIP OF THE CITY OF NEW ULM IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AND APPOINTING A REPRESENTATIVE WITH RESPECT THERETO

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of New Ulm, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement", a copy of which is attached hereto as Exhibit A), dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and, subsequent to June 2, 1977, the City of Melrose was admitted as a Member to the Agency; and

(C) The Act provides that the Agency shall have certain rights and powers as enumerated therein and in the

L-47,322

Agency Agreement, all of which the City of New Ulm, Minnesota desires to exercise through the participation in the Agency; and

(D) The Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of New Ulm, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) This Public Utilities Commission is the "governing body" of the City of New Ulm, Minnesota within the meaning of the Act; and

(G) the City of New Ulm, Minnesota desires to become a member of the Agency.

Section 2. The participation of the City of New Ulm, Minnesota in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of New Ulm, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of New Ulm, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the City of New Ulm, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 4. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors and the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of New Ulm hereby agrees to the provisions of the By-laws.

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of New Ulm, Minnesota as a Member of the Southern Minnesota Municipal Power Agency [for the term indicated]:

_____

L-47, 323

Harold M. Barck

Business Address - 310 1st North Street, New Ulm, Minnesota 56073

Home Address - 309 South Highland, New Ulm, Minnesota 56073

Term of Office - Until further notice

The Representative shall exercise all of the rights, duties and powers of the City of New Ulm, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of New Ulm, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until (the expiration of his (her) term) a successor Representative shall be selected.

Section 6. In accordance with the requirements of the Agency Agreement, the President of this Public Utilities Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of New Ulm, Minnesota, for its concurrence and upon such concurrence certified copies of this Resolution and the Resolution of the City Council shall be submitted to the Agency as required by Section 9(A) of the Agency Agreement.

Section 7. This Resolution shall take effect immediately.

ADOPTED this 23rd day of August, 1977.

William H. Bloedel
President,
Public Utilities Commission

L-47, 324

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of a Resolution adopted by the Representatives of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on Cctober 4, 1977 at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 5th day of October, 1977.

John A. Cobb

John A. Cobb

L-47,325

RESOLUTION NO. 1977-5

RESOLUTION OF THE REPRESENTATIVES OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION TO THE AGENCY OF THE CITY OF NEW ULM, MINNESOTA

WHEREAS, Section 9(A) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a Member of the Southern Minnesota Municipal Power Agency; and

WHEREAS, in accordance with said Section 9(A), the City of New Ulm, Minnesota, has made formal application to become such Member and has filed with the Board of Directors a certified copy of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by said Section 9(A);

NOW, THEREFORE, BE IT RESOLVED that the admission of the City of New Ulm, Minnesota, is hereby approved.

BE IT FURTHER RESOLVED that it is hereby determined that New Ulm's share of the costs and expenses incurred by the Agency prior to the date hereof is an amount equal to their proportionate share of the Agency's Budget for Fiscal Year 1977 determined by the fraction which New Ulm's Weighted Vote bears to the aggregate amount of all Weighted Votes capable of being cast by all Members. Since the amount so payable by New Ulm will cause the total amount of assessments paid or to be paid by all Members to exceed the $30,000 Agency Budget approved at the Meeting of July 14, 1977, such excess amount shall be held by the Treasurer in the Agency's General Fund and applied to the 1978 Annual Budget and Assessments.

BE IT FURTHER RESOLVED that the Board of Directors shall file this Resolution, together with the City Council Resolution and the Commission Resolution referred to above with the Secretary of State and, thereupon, the City of New Ulm, Minnesota, shall for all purposes of the Act, the Agency Agreement and the Bylaws, have the same rights, duties and obligations as the Cities constituting the Initial Members.

Adopted by the Representatives of the Southern Minnesota Municipal Power Agency this 4th day of October, 1977.

Vote: For:

Against:

L-47, 326

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of a Resolution adopted by the Directors of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on October 4, 1977, at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 5th day of October, 1977.

John A. Cobb

John A. Cobb

L-47, 327

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION OF THE CITY OF NEW ULM, MINNESOTA, AS A MEMBER OF SUCH AGENCY

BE IT RESOLVED by the Board of Directors of the Southern Minnesota Municipal Power Agency that in accordance with Section 9(A)(2) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, the Representatives of the Agency have approved the admission of the City of New Ulm, Minnesota, as a Member of the Agency. In accordance with Section 9(A)(3) the Board of Directors hereby determines that such admission was approved by the required majorities of the Representatives and the President of the Agency shall file or cause to be filed certified copies of this Resolution, said Resolution of the Representatives, the City Council Resolution and the Commission Resolution of the City of New Ulm, Minnesota, with the Secretary of State.

Adopted by the Board of Directors of the Southern Minnesota Municipal Power Agency this 4th day of October, 1977.

L-47, 328

CERTIFICATE

I, Alfred Huseth, the duly appointed City Clerk of the City of Kenyon, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of the City of Kenyon, Minnesota at a meeting duly held on August 15, 1977, 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 15th day of August, 1977.

Alfred Huseth
City Clerk
Alfred Huseth

L-47, 329

RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF KENYON, MINNESOTA,
APPROVING THE MEMBERSHIP OF THE
CITY OF KENYON IN THE SOUTHERN
MINNESOTA MUNICIPAL POWER AGENCY;
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

BE IT RESOLVED by the City Council of the City of Kenyon, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement") a copy of which is attached hereto as Exhibit A, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and subsequent to June 2, 1977, the City of Melrose was admitted as a Member to the Agency; and

(C) the Act provides that the Agency shall have certain rights and powers as enumerated therein and in the Agency Agreement, all of which the City of Kenyon, Minnesota

desires to exercise through the participation in the Agency; and

(D) the Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Kenyon, Minnesota is authorized by the laws of the State of Minnesota to engage in the local distribution and sale of electric energy; and

(F) this body is the "city council" of the City of Kenyon, Minnesota within the meaning of the Act; and

(G) the City of Kenyon, Minnesota desires to become a member of the Agency; and

(H) there has been presented to this meeting a resolution adopted by the Public Utilities Commission herein referred to as the "Utilities Resolution" (a copy of which is on file in the office of the City Clerk and is available for inspection) which among other things, approves the Agency Agreement and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Kenyon, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Kenyon, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of Kenyon, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in the form presented to this meeting and the City of Kenyon, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 5. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors and the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of Kenyon agrees to the provisions of the By-laws.

L-47, 331

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of Kenyon, Minnesota or the City Clerk is hereby authorized and directed to submit certified copies of this Resolution and the Utilities Resolution to the Agency as required by Section 9(A) of the Agency Agreement.

ADOPTED this 15th day of August, 1977.

John Cole, Mayor

Attest:

By: _____
City Clerk
Alfred Huseth

EXHIBIT A

AGENCY AGREEMENT

EXHIBIT B

BY-LAWS

L-47, 333

L-47, 334

CERTIFICATE

I, Michael Ostegard, the duly appointed Secretary of the Public Utilities Commission of the City of Kenyon, 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 Public Utilities Commission at a meeting held on August 15, 1977, notice of such meeting having been given in accordance with law and at which 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 15th day of August, 1977.

/s/ Michael Ostegard

Michael Ostegard, Secretary
Kenyon Public Utilities
Commission

No
[SEAL]

L-47, 335

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF KENYON, MINNESOTA, APPROVING THE MEMBERSHIP OF THE CITY OF KENYON IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AND APPOINTING A REPRESENTATIVE WITH RESPECT THERETO

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Kenyon, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement") a copy of which is attached hereto as Exhibit A, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and, subsequent to June 2, 1977, the City of Melrose was admitted as a Member to the Agency; and

(C) The Act provides that the Agency shall have certain rights and powers as enumerated therein and in the

Agency Agreement, all of which the City of Kenyon, Minnesota desires to exercise through the participation in the Agency; and

(D) The Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Kenyon, Minnesota is authorized by the laws of the State of Minnesota to engage in the local distribution and sale of electric energy; and

(F) This Public Utilities Commission is the "governing body" of the City of Kenyon, Minnesota within the meaning of the Act; and

(G) the City of Kenyon, Minnesota desires to become a member of the Agency.

Section 2. The participation of the City of Kenyon, Minnesota in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Kenyon, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of Kenyon, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the City of Kenyon, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 4. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors and the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of Kenyon hereby agrees to the provisions of the By-laws.

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Kenyon, Minnesota as a Member of the Southern Minnesota Municipal Power Agency until a successor Representative is selected and assumes office:

L-47,337

Initial Representative	Business Address	Home Address
Lorry Wille	713 Second St. Kenyon, MN 55946	Rural Route Kenyon, MN 55946

The Representative shall exercise all of the rights, duties and powers of the City of Kenyon, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Kenyon, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected and assume office.

Section 6. In accordance with the requirements of the Agency Agreement, the President of this Public Utilities Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Kenyon, Minnesota, for its concurrence and upon such concurrence certified copies of this Resolution and the Resolution of the City Council shall be submitted to the Agency as required by Section 9(A) of the Agency Agreement.

Section 7. This Resolution shall take effect immediately.

ADOPTED this 15th day of August, 1977.

Roe Clark

Roe Clark, President,
Public Utilities Commission

L-47, 338

EXHIBIT A

AGENCY AGREEMENT

L-47, 339

EXHIBIT B

BY-LAWS

L-47, 340

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of a Resolution adopted by the Representatives of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on October 4, 1977 at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 5th day of October, 1977.

John A. Cobb

John A. Cobb

RESOLUTION NO. 1977-4 L-47, 341

RESOLUTION OF THE REPRESENTATIVES OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION TO THE AGENCY OF THE CITY OF KENYON, MINNESOTA

WHEREAS, Section 9(A) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a Member of the Southern Minnesota Municipal Power Agency; and

WHEREAS in accordance with said Section 9(A), the City of Kenyon, Minnesota, has made formal application to become such Member and has filed with the Board of Directors a certified copy of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by said Section 9(A);

NOW, THEREFORE, BE IT RESOLVED that the admission of the City of Kenyon, Minnesota, is hereby approved.

BE IT FURTHER RESOLVED that it is hereby determined that Kenyon's share of the costs and expenses incurred by the Agency prior to the date hereof is an amount equal to their proportionate share of the Agency's Budget for Fiscal Year 1977 determined by the fraction which Kenyon's Weighted Vote bears to the aggregate amount of all Weighted Votes capable of being cast by all Members. Since the amount so payable by Kenyon will cause the total amount of assessments paid or to be paid by all Members to exceed the $30,000 Agency Budget approved at the Meeting of July 14, 1977, such excess amount shall be held by the Treasurer in the Agency's General Fund and applied to the 1978 Annual Budget and Assessments.

BE IT FURTHER RESOLVED that the Board of Directors shall file this Resolution, together with the City Council Resolution and the Commission Resolution referred to above with the Secretary of State and, thereupon, the City of Kenyon, Minnesota, shall for all purposes of the Act, the Agency Agreement and the Bylaws, have the same rights, duties and obligations as the Cities constituting the Initial Members.

Adopted by the Representatives of the Southern Minnesota Municipal Power Agency this 4th day of October, 1977.

Vote: For: Sixteen (16)

Against: None

L-47, 342

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of a Resolution adopted by the Directors of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on October 4, 1977, at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 5th day of October, 1977.

John A. Cobb

John A. Cobb

L-47, 343

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION OF THE CITY OF KENYON, MINNESOTA, AS A MEMBER OF SUCH AGENCY

BE IT RESOLVED by the Board of Directors of the Southern Minnesota Municipal Power Agency that in accordance with Section 9(A)(2) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, the Representatives of the Agency have approved the admission of the City of Kenyon, Minnesota, as a Member of the Agency. In accordance with Section 9(A)(3) the Board of Directors hereby determines that such admission was approved by the required majorities of the Representatives and the President of the Agency shall file or cause to be filed certified copies of this Resolution, said Resolution of the Representatives, the City Council Resolution and the Commission Resolution of the City of Kenyon, Minnesota, with the Secretary of State.

ADOPTED by the Board of Directors of the Southern Minnesota Municipal Power Agency this 4th day of October, 1977.

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 15 day of Nov A. D. 19 77, at 8 o'clock A M., and was duly recorded in Book L-47 of Incorporations, on page 341

Joan Anderson Growe
Secretary of State

MPA-3

CERTIFICATE T-47, 630

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of the Resolution adopted by the Representatives of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on January 6, 1978, at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 6th day of January, 1978.

John A. Cobb

John A. Cobb

T-47, 531

RESOLUTION NO. 1978-2

RESOLUTION OF THE REPRESENTATIVES OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION TO THE AGENCY OF THE CITY OF SLEEPY EYE, MINNESOTA

WHEREAS, Section 9(A) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a Member of the Southern Minnesota Municipal Power Agency; and

WHEREAS, in accordance with said Section 9(A), the City of Sleepy Eye, Minesota, has made formal application to become such Member and has filed with the Board of Directors a certified copy of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by said Section 9(A);

NOW, THEREFORE, BE IT RESOLVED by the Representatives of the Southern Minnesota Municipal Power Agency that the admission of the City of Sleepy Eye, Minnesota, is hereby approved and it is hereby determined that the City of Sleepy Eye's share of the costs and expenses incurred by the Agency to date is equal to, and is hereby assessed as, that fraction of the Agency's 1977 annual budget equal to the proportion which Sleepy Eye's weighted vote bears to the aggregate weighted votes capable of being cast by all of the Members as of December 31, 1977; and such amount shall be paid to the Treasurer for deposit in the Agency's General Fund as soon as practicable. In addition, the City of Sleepy Eye shall be assessed their proportion of the Agency's 1978 annual budget in accordance with Section 9(I) of the Agency Agreement.

The Board of Directors shall file this Resolution, together with the City Council Resolution and the Commission Resolution referred to above with the Secretary of State and, thereupon, the City of Sleepy Eye, Minnesota shall, for all purposes of the Act, the Agency Agreement and the Bylaws, have the same rights, duties and obligations as the Cities constituting the initial Members.

Adopted by the Representatives of the Southern Minnesota Municipal Power Agency this 6th day of January, 1978.

Vote: For: All

Against: None

T-47, 632

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of the Resolution adopted by the Board of Directors of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on January 6, 1978, at which a quorum was present and acting throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of January, 1978.

John A. Cobb

T-47, 633

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SOUTHERN MINNESOTA MUNICIPAL
POWER AGENCY RELATING TO THE ADMISSION
OF THE CITY OF SLEEPY EYE, MINNESOTA,
AS A MEMBER OF SUCH AGENCY

BE IT RESOLVED by the Board of Directors of the Southern Minnesota Municipal Power Agency that in accordance with Section 9(A)(2) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, the Representatives of the Agency have approved the admission of the City of Sleepy Eye, Minnesota, as a Member of the Agency. In accordance with Section 9(A)(3) the Board of Directors hereby determines that such admission was approved by the required majorities of the Representatives and the President of the Agency shall file certified copies of this Resolution, said Resolution of the Representatives, the City Council Resolution and the Commission Resolution of the City of Sleepy Eye, Minnesota, with the Secretary of State.

Adopted by the Board of Directors of the Southern Minnesota Municipal Power Agency this 6th day of January, 1978.

Vote: For: All

Against: None

T-47,634

CERTIFICATE

I, Edwin Treml, the duly appointed City Clerk of the City of Sleepy Eye, Minnesota do hereby certify that attached hereto is a true and correct copy of a resolution (other than the Exhibits thereto) duly adopted by the City Council of the City of Sleepy Eye, Minnesota at a meeting duly held on Oct 25, 1977 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 Oct., 1977.

Edwin Treml

Edwin Treml, City Clerk

T-47, 615

RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF SLEEPY EYE, MINNESOTA,
APPROVING THE MEMBERSHIP OF THE
CITY OF SLEEPY EYE IN THE SOUTHERN
MINNESOTA MUNICIPAL POWER AGENCY;
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

BE IT RESOLVED by the City Council of the City of Sleepy Eye, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement", a copy of which is attached hereto as Exhibit A) dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and subsequent to June 2, 1977, the Cities of Melrose, New Ulm and Kenyon were admitted as Members to the Agency; and

(C) the Act provides that the Agency shall have certain rights and powers as enumerated therein and in the Agency Agreement, all of which the City of Sleepy Eye,

Minnesota desires to exercise through the participation in the Agency; and

(D) the Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) the City of Sleepy Eye, Minnesota is authorized 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

(F) this body is the "city council" of the City of Sleepy Eye, Minnesota within the meaning of the Act; and

(G) the City of Sleepy Eye, Minnesota desires to become a member of the Agency; and

(H) there has been presented to this meeting a resolution adopted by the Public Utilities Commission herein referred to as the "Utilities Resolution" (a copy of which is on file in the office of the City Clerk and is available for inspection) which among other things, approves the Agency Agreement and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Sleepy Eye, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Sleepy Eye, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of Sleepy Eye, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in the form presented to this meeting and the City of Sleepy Eye, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 5. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors and the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of Sleepy Eye agrees to the provisions of the By-laws.

T-41, 637

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of Sleepy Eye, Minnesota or the City Clerk is hereby authorized and directed to submit certified copies of this Resolution and the Utilities Resolution to the Agency as required by Section 9(A) of the Agency Agreement.

Section 8. This Resolution shall take effect immediately.

ADOPTED this 25th day of October, 1977.

Member, City Council

C. H. Fering, Mayor

Attest:

By Edwin V. Treml
Edwin Treml
City Clerk

CERTIFICATE T-47,638

I, Ray Mielke, the duly appointed Secretary of the Public Utilities Commission of the City of Sleepy Eye, 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 Public Utilities Commission at a meeting held on October 24th, 1977, notice of such meeting having been given in accordance with law and at which 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 8th day of November, 1977.

Ray Mielke

Ray Mielke, Secretary
Sleepy Eye Public Utilities
Commission

T-47,639

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF SLEEPY EYE, MINNESOTA, APPROVING THE MEMBERSHIP OF THE CITY OF SLEEPY EYE IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AND APPOINTING A REPRESENTATIVE WITH RESPECT THERETO

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Sleepy Eye, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement", a copy of which is attached hereto as Exhibit A), dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and, subsequent to June 2, 1977, the Cities of Melrose, New Ulm and Kenyon were admitted as Members to the Agency; and

(C) The Act provides that the Agency shall have certain rights and powers as enumerated therein and in the Agency Agreement, all of which the City of Sleepy Eye,

Minnesota desires to exercise through the participation in the Agency; and

(D) The Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Sleepy Eye, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adopted thereto to engage in the local distribution and sale of electric energy; and

(F) This Public Utilities Commission is the "governing body" of the City of Sleepy Eye, Minnesota within the meaning of the Act; and

(G) the City of Sleepy Eye, Minnesota desires to become a member of the Agency.

Section 2. The participation of the City of Sleepy Eye, Minnesota in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Sleepy Eye, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of Sleepy Eye, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the City of Sleepy Eye, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 4. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors and the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of Sleepy Eye hereby agrees to the provisions of the By-laws.

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Sleepy Eye, Minnesota as a Member of the Southern Minnesota Municipal Power Agency:

Ben Groebner

Business Address - 215 6th Ave., S.W.
Sleepy Eye, Minnesota

T-47, 6.11

Home Address - 130 2nd Ave., N.W.
Sleepy Eye, Minnesota

The Representative shall exercise all of the rights, duties and powers of the City of Sleepy Eye, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Sleepy Eye, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected.

Section 6. In accordance with the requirements of the Agency Agreement, the Chairman of this Public Utilities Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Sleepy Eye, Minnesota, for its concurrence and upon such concurrence certified copies of this Resolution and the Resolution of the City Council shall be submitted to the Agency as required by Section 9(A) of the Agency Agreement.

Section 7. This Resolution shall take effect immediately.

ADOPTED this 24th day of October, 1977.

Cletos Schwab, Chairman
Public Utilities Commission

T-47, 642

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of the Resolution adopted by the Representatives of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on January 6, 1978, at which a quorum was present and acting throughout.

IN WITNESS WHEREOF I have hereunto set my hand this 6th day of January, 1978.

John A. Cobb

John A. Cobb

7-41,643

RESOLUTION NO. 1978-1

RESOLUTION OF THE REPRESENTATIVES OF THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY RELATING TO THE ADMISSION TO THE AGENCY OF THE CITY OF PRESTON, MINNESOTA

WHEREAS, Section 9(A) of the Agency Agreement, dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency, authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a Member of the Southern Minnesota Municipal Power Agency; and

WHEREAS, in accordance with said Section 9(A), the City of Preston, Minnesota, has made formal application to become such Member and has filed with the Board of Directors a certified copy of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by said Section 9(A);

NOW, THEREFORE, BE IT RESOLVED by the Representatives of the Southern Minnesota Municipal Power Agency that the admission of the City of Preston, Minnesota, is hereby approved and it is hereby determined that the City of Preston's share of the costs and expenses incurred by the Agency to date is equal to, and is hereby assessed as, that fraction of the Agency's 1977 annual budget equal to the proportion which Preston's weighted vote bears to the aggregate weighted votes capable of being cast by all of the Members as of December 31, 1977; and such amount shall be paid to the Treasurer for deposit in the Agency's General Fund as soon as practicable. In addition, the City of Preston shall be assessed their proportion of the Agency's 1978 annual budget in accordance with Section 9(I) of the Agency Agreement.

The Board of Directors shall file this Resolution, together with the City Council Resolution and the Commission Resolution referred to above with the Secretary of State and, thereupon, the City of Preston, Minnesota, shall for all purposes of the Act, the Agency Agreement and the Bylaws, have the same rights, duties and obligations as the Cities constituting the initial Members.

Adopted by the Representatives of the Southern Minnesota Municipal Power Agency this 6th day of January, 1978.

Vote: For:

Against

T-47, 644

CERTIFICATE

I, JOHN A. COBB, Secretary of the Southern Minnesota Municipal Power Agency do hereby certify that attached hereto is a true and correct copy of the Resolution adopted by the Board of Directors of the Southern Minnesota Municipal Power Agency at a meeting duly called and held on January 6, 1978, at which a quorum was present and acting throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of January, 1978.

John A. Cobb

John A. Cobb

T-47, 645

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SOUTHERN MINNESOTA MUNICIPAL
POWER AGENCY RELATING TO THE ADMISSION
OF THE CITY OF PRESTON, MINNESOTA, AS
A MEMBER OF SUCH AGENCY

BE IT RESOLVED by the Board of Directors of the uthern Minnesota Municipal Power Agency that in accordance with ction 9(A)(2) of the Agency Agreement, dated as of April 1, 1977, eating the Southern Minnesota Municipal Power Agency, the presentatives of the Agency have approved the admission of the ty of Preston, Minnesota, as a Member of the Agency. In cordance with Section 9(A)(3) the Board of Directors hereby termines that such admission was approved by the required majorities the Representatives and the President of the Agency shall file rtified copies of this Resolution, said Resolution of the Repre-ntatives, the City Council Resolution and the Commission Resolution the City of Preston, Minnesota, with the Secretary of State.

Adopted by the Board of Directors of the Southern Minnesota nicipal Power Agency this 6th day of January, 1978.

te: For:

Against

T-47, 646

CERTIFICATE

I, Barbara Hanson, the duly appointed City Clerk 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 the City Council of the City of Preston, Minnesota at a meeting duly held on December 5, 1977, 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 5th day of Dec., 1977.

Barbara Hanson
City Clerk

T-47, 6-17

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PRESTON, MINNESOTA, APPROVING THE MEMBERSHIP OF THE CITY OF PRESTON IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY; AND APPROVING A RESOLUTION OF THE PUBLIC UTILITIES COMMISSION

BE IT RESOLVED by the City Council of the City of Preston, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency", said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as such term is defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and

(B) pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement", a copy of which is attached hereto as Exhibit A) dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and subsequent to June 2, 1977, the Cities of Melrose, New Ulm and Kenyon were admitted as Members to the Agency; and

(C) the Act provides that the Agency shall have certain rights and powers as enumerated therein and in the Agency Agreement, all of which the City of Preston,

T47, 614

Minnesota desires to exercise through the participation in the Agency; and

(D) the Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(1) of such Agency Agreement relating to assessments; and

(E) the City of Preston, Minnesota is authorized 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

(F) this Body is the "city council" of the City of Preston, Minnesota within the meaning of the Act; and

(G) the City of Preston, Minnesota desires to become a member of the Agency; and

(H) there has been presented to this meeting a resolution adopted by the Public Utilities Commission (herein referred to as the "Utilities Resolution") (a copy of which is on file in the office of the City Clerk and is available for inspection) which among other things, approves the Agency Agreement and appoints a Representative (herein referred to as the "Representative", such term having the same meaning herein as defined in the Utilities Resolution).

Section 2. The participation of the City of Preston, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Preston, Minnesota, in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of Preston, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Utilities Resolution is hereby approved, ratified and concurred in.

Section 4. The Agency Agreement is hereby approved and concurred in the form presented to this meeting and the City of Preston, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 5. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors ad the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of Preston agrees to the provisions of the By-laws.

T-47, 6.19

Section 6. The appointment and selection of the Representative pursuant to the Utilities Resolution is hereby approved, ratified, confirmed and concurred with and his rights, powers, duties and responsibilities shall be as set forth in the Act, the Agency Agreement and the Utilities Resolution.

Section 7. The Mayor of the City of Preston, Minnesota or the City Clerk is hereby authorized and directed to submit certified copies of this Resolution and the Utilities Resolution to the Agency as required by Section 9(A) of the Agency Agreement.

Section 8. This Resolution shall take effect immediately.

ADOPTED this 5th day of December, 1977.

Member, City Council

Richard Nelson, Mayor

Attest:

By
Barbara Hanson
City Clerk

T-47, 650

CERTIFICATE

I, Muriel Hanson, the duly appointed Secretary of the 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 Exhibits thereto) duly adopted by said Public Utilities Commission at a meeting held on October 22, 1977, notice of such meeting having been given in accordance with law and at which 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 22nd day of October, 1977.

Muriel Hanson
Secretary
Preston Public Utilities
Commission

T-47, 651

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF PRESTON, MINNESOTA, APPROVING THE MEMBERSHIP OF THE CITY OF PRESTON IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AND APPOINTING A REPRESENTATIVE WITH RESPECT THERETO

BE IT RESOLVED by the Members of the Public Utilities Commission of the City of Preston, Minnesota, as follows:

Section 1. It is hereby found, determined and declared that:

(A) Minnesota Statutes, Section 453.51 through 453.62, inclusive (herein referred to as the "Act") permits any two or more cities which are organized and existing under the laws of the State of Minnesota (or a city charter adopted pursuant thereto) and which are authorized by such laws or charter to engage in the local distribution and sale of electric energy, to establish and create a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota (referred to herein as a "Municipal Power Agency," said term having the same meaning as defined in the Act) by the execution of an agency agreement (as such term is defined in the Act) authorized by the governing body (as such term is defined in the Act) of each city with the concurrence of the city council (as defined in the Act) or other body charged with the general control of the city's governmental affairs, and the filing thereof for record with the Secretary of State of Minnesota; and,

(B) Pursuant to said authority the Cities of Austin, Blooming Prairie, Blue Earth, Delano, Fairmont, Glencoe, Lake City, Marshall, New Prague, Owatonna, Redwood Falls, Rochester, Springfield, Spring Valley, St. Peter, Truman, Waseca, Wells and Windom executed an Agency Agreement (the "Agency Agreement", a copy of which is attached hereto as Exhibit A), dated as of April 1, 1977, creating the Southern Minnesota Municipal Power Agency (the "Agency"). Said Agency Agreement was filed for record with the Secretary of State of Minnesota on June 1, 1977, in accordance with the Act, and a Certificate of Incorporation was issued on June 2, 1977, and, subsequent to June 2, 1977, the Cities of Melrose, New Ulm and Kenyon were admitted as Members to the Agency; and

(C) The Act provides that the Agency shall have certain rights and powers as enumerated therein and in the

Agency Agreement, all of which the City of Preston, Minnesota desires to exercise through the participation in the Agency; and

(D) The Act and the Agency Agreement state that Members of such Municipal Power Agency shall have no pecuniary liability as such Members, except as enumerated in Section 9(I) of such Agency Agreement relating to assessments; and

(E) The City of Preston, Minnesota is authorized by the laws of the State of Minnesota or by its City Charter adpted thereto to engage in the local distribution and sale of electric energy; and

(F) This Public Utilities Commission is the "governing body" of the City of Preston, Minnesota within the meaning of the Act; and

(G) the City of Preston, Minnesota desires to become a member of the Agency.

Section 2. The participation of the City of Preston, Minnesota in the Southern Minnesota Municipal Power Agency is hereby approved, ratified and confirmed and the Membership of the City of Preston, Minnesota in the Southern Minnesota Municipal Power Agency is hereby authorized and approved. The City of Preston, Minnesota hereby requests to become a Member of the Southern Minnesota Municipal Power Agency.

Section 3. The Agency Agreement is hereby approved in the form presented to this meeting and the City of Preston, Minnesota hereby agrees to the provisions of the Agency Agreement.

Section 4. The By-laws of the Agency which were adopted at the initial meetings of the Board of Directors and the Representatives of the Agency on July 14, 1977, and which are attached hereto as Exhibit B are hereby approved and the City of Preston hereby agrees to the provisions of the By-laws.

Section 5. In accordance with the Act and the Agency Agreement, the following person is hereby appointed as the Initial Representative (herein referred to as the "Representative") of the City of Preston, Minnesota as a Member of the Southern Minnesota Municipal Power Agency:

T-47, 653

Chester Rindels

Business Address - Preston, Minnesota

Home Address - Preston, Minnesota

The Representative shall exercise all of the rights, duties and powers of the City of Preston, Minnesota, as a Member of the Southern Minnesota Municipal Power Agency as, for and on behalf of the City of Preston, Minnesota in accordance with the provisions of the Act, the Agency Agreement and the Bylaws of the Southern Minnesota Municipal Power Agency, as then in effect, until a successor Representative shall be selected.

Section 6. In accordance with the requirements of the Agency Agreement, the Chairman of this Public Utilities Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Preston, Minnesota, for its concurrence and upon such concurrence certified copies of this Resolution and the Resolution of the City Council shall be submitted to the Agency as required by Section 9(A) of the Agency Agreement.

Section 7. This Resolution shall take effect immediately.

ADOPTED this 22nd day of October, 1977.

Clarence Leutink

Clarence Leutink, President
Public Utilities Commission

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 23 day of Jan A. D. 19 78 at 8 o'clock A M. and was duly recorded in Book T-47 of Incorporations, on page 630

Joan Anderson Growe

Secretary of State

MPA-3

N-49, 432

CERTIFICATE

I, William L. Larson, the duly appointed Secretary of the Water, Light, Power and Building Commission of Marshall do hereby certify that attached hereto is a true and correct copy of a resolution # 5 (other than the Exhibit thereto) duly adopted by said Water, Light, Power and Building Commission at a meeting held on November 20th, 1978, 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 20th day of November, 1978.

William L. Larson

William L. Larson, Secretary

(SEAL)

N-49, 433

RESOLUTION NO. 5

WHEREAS, The City of Marshall is a member of the Southern Minnesota Municipal Power Agency; and

WHEREAS, The representative of the City of Marshall voted against the proposed annual operating budget of the Southern Minnesota Municipal Power Agency; and

WHEREAS, The City of Marshall does not intend to contribute toward the operating budget of the Southern Minnesota Power Agency.

NOW, THEREFORE, BE IT RESOLVED that the City of Marshall does withdraw from the Southern Minnesota Power Agency and by its withdrawal the City of Marshall does not intend to contribute toward the budget of the Southern Minnesota Municipal Power Agency.

BE IT FURTHER RESOLVED that the secretary is instructed to file this resolution in the proper offices and to do everything else which is required to complete the withdrawal of the City of Marshall from the Southern Minnesota Municipal Power Agency.

Passed and adopted this 20th day of December, 1978.

WATER, LIGHT, POWER AND BUILDING COMMISSION

By _____
Its President

N-49, 434

STATE OF MINNESOTA)
: ss.
COUNTY OF LYON)

The undersigned, being the duly qualified and acting Deputy City Clerk-Treasurer of the City of Marshall, Minnesota, and as such the custodian of the books and records of said City, hereby certifies and attests that the attached copy of Resolution No. 243 is a true and correct copy of the original of said Resolution which is on file and of record in my office.

Ruth Mork
Deputy City Clerk-Treasurer
City of Marshall, Minnesota

(SEAL)

N-49, 435

RESOLUTION NO. 243

WHEREAS, The City ofMarshall is a member of the Southern Minnesota Municipal Power Agency; and

WHEREAS, The representative of the City of Marshall voted against the proposed annual operating budget of the Southern Minnesota Municipal Power Agency; and

WHEREAS, The City of Marshall does not intend to contribute toward the operating budget of the Southern Minnesota Power Agency.

NOW, THEREFORE, BE IT RESOLVED that the City of Marshall does withdraw from the Southern Minnesota Power Agency and by its withdrawal the City of Marshall does not intend to contribute toward the budget of the Southern Minnesota Municipal Power Agency.

BE IT FURTHER RESOLVED that the city clerk is instructed to file this resolution in the proper offices and to do everything else which is required to complete the withdrawal of the City of Marshall from the Southern Minnesota Municipal Power Agency.

Passed and adopted this 20thday of November, 1978.

COMMON COUNCIL OF THE CITY OF MARSHALL

By _____
Its Mayor

By _____
Its City Clerk

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 24 day of Nov A. D. 19 78, at 4:30 o'clock P M., and was duly recorded in Book N-49 of Incorporations, on page 432

Joan Anderson Growe
Secretary of State

MPA-3

EXTRACT OF MINUTES OF MEETING OF THE
LIGHT & POWER COMMISSION OF THE
CITY OF GLENCOE, McLEOD COUNTY, MINNESOTA

V-9, 531

HELD May 21, 1979 - Glencoe, Minnesota

Pursuant to due call and notice thereof, a Regular meeting of the Light & Power Commission of the City of Glencoe, Minnesota was duly called and held at Commission Office - 305 11th Street East, Glencoe, MN., in said City on the 21 day of May, 1979, at 8:00 o'clock P.m.

The following members of the Commission were present:

Stepien, Eggersgluess, Kelly, and Pagel

and the following were absent:

Waldoch

Commissioner Kelly introduced the following resolution and moved its adoption:

RESOLUTION PROVIDING FOR WITHDRAWAL OF THE CITY OF GLENCOE, McLEOD COUNTY, MINNESOTA FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS:

A. The City of Glencoe owns and operates a municipal electric light and power plant and system hereinafter referred to as the "Public Utility", which is under the jurisdiction of the Light & Power Commission hereinafter referred to as the "Commission", and has been under the jurisdiction of the Commission since 1938;

B. The Commission has heretofore, pursuant to law, participated in the creation and formation of the Southern Minnesota Municipal Power Agency by Resolution dated March 21, 1977 and execution of the Agency Agreement dated April 11, 1977. In accordance with the Minnesota Statutes, Section 453.51 thru 453.62, inclusive (herein referred to as the "Act") Glencoe together with the Cities of Rochester, Austin, Owatonna and twenty other Minnesota Cities established and created a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota by the execution of the agency agreement authorized by the governing body of each City with the concurrence of the City Council by Resolution dated March 21, 1977, and the filing thereof for record with the Secretary of State of Minnesota;

C. There is provision for withdrawal from the Agency under Sectoon 9A of the Act, under certain conditions, by Resolution of the governing body of the City of Glencoe, McLeod County, Minnesota;

D. The Agency Agreement requires full participation in the program of the Agency or withdrawal which is contrary to the Glencoe's understanding that future plans for construction and finance would be "open-ended". (In other words if a construction project were undertaken, those wishing to participate could make the commitment...those who did not feel the proposed commitment to be in their best interest could pass, but would be liable for operation and administrative costs of the Agency only.)

E. The annual assessments include, in addition to expenditures for operation and administrative expenses of the Agency, compensation for architectural, engineering, legal, fiscal and similar services which are related to future construction projects. This places the Commission in the position where if we continue membership in the Agency we will be assessed for studies and services requiring substantial capital outlay for a program which may not appreciably improve the economics of providing for Glencoe's power supply. The City of Glencoe has to date been assessed $ 20,892.88 for Agency participation most of which is for preliminary reports and studies which have not resulted in a definite plan of action...the Commission is of the opinion the Agency program does not offer any direct economic benefits over present methods of operation available from present interchange agreements until 1987 or later...the Commission can envision a sharp escalation in the assessments plus substantial carrying costs during the period 1979 thru 1987 and beyond...program cost estimates are based upon present day costs which inflationery pressures will certainly escalate substantially...transmission arrangements and costs are still undertermined.

F. The Commission is of the opinion the Glencoe Electric Utility Plant and System is too small to carry the burden of assessments required to invest in a major generating unit, related transmission facilities, etc. (which will not be operable until 1987 at the earliest) and at the same time continue to invest in facilities or purchase capacity from the MAPP pool or other sources to provide for its requirements during this approximate 8-10 year construction period.

G. The Commission is interested in the Agency concept and maintains an open-mind on rejoining the Agency after a definite plan is adopted which can be evaluated by the City's Attorneys, Engineers and professional Advisors prior to making any further commitments for payments of Agency assessments.

H. The Commission is of the opinion it is in the best interest of the City of Glencoe at this time to keep all options open by continuing the present method of operation whereby the City operates its systems in parallel with that of Northern States Power Company producing, purchasing or exchanging energy depending upon the most economical method of operation on a day to day basis.

NOW THEREFORE, BE IT RESOLVED by the Light & Power Commission of

the City of Glencoe, Minnesota that the City of Glencoe withdraw from the Southern Minnesota Municipal Power Agency in accordance with provisions of Section 9A of the Act effective May 21, , 1979 /

In accordance with the requirements of the Act, the President of this Glencoe Light & Power Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Glencoe, Minnesota for its concurrence and the President is hereby authorized and directed to file with the Board of Directors of the Agency and the Secretary of State a certified copy of this Commission Resolution and a certified copy of the City Council Resolution expressing the City of Glencoe's desire to so withdraw.

The motion for the adoption of the foregoing resolution was duly seconded by member Eggersgluess and upon a vote being taken thereon, the following voted in favor thereof:

Eggersgluess, Kelly, Pagel, and Stepien

and the following voted against the same:

None

Whereupon said Resolution was declared duly passed and adopted.

V-50, 534

STATE OF MINNESOTA
COUNTY OF MCLEOD
CITY OF GLENCOE

I, the undersigned, being the duly qualified and acting Secretary of the Light and Power Commission of the City of Glencoe, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of said Commission, held on the date therein indicated, with the original minutes thereof on file in my office, and that the same is a full, true and correct transcript thereof insofar as said minutes relate to the adoption of the resolution authorizing and directing the withdrawal of the City of Glencoe, McLeod County, Minnesota Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency effective May 21, 1979.

WITNESS my hand as such Secretary this 21 day of May, 1979.

CITY OF GLENCOE LIGHT AND POWER COMMISSION

Secretary of the Light and Power Commission

V-50, 535

EXTRACT OF MINUTES OF MEETING OF THE
CITY COUNCIL OF THE CITY OF
GLENCOE, MINNESOTA

HELD: June 18, , 19 79

Pursuant to due call and notice thereof, a regular meeting of the City Council of the City of Glencoe, Minnesota, was duly held at the City Hall in said City on the 18th day of June, 19 79, at 7:30 o'clock P .m.

The following aldermen were present: Breyer, Hafner, Beneke and Lemke

and the following were absent: Vogt

Alderman Hafner introduced the following resolution and moved its adoption:

RESOLUTION CONCURRING IN THE ACTION OF
THE LIGHT AND POWER COMMISSION OF THE CITY
PROVIDING FOR WITHDRAWAL OF THE
CITY OF GLENCOE, MCLEOD COUNTY, MINNESOTA
FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS: The Light & Power Commission of the City of Glencoe has adopted a Resolution providing for withdrawal of the Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency; said Resolution is by reference incorporated in and made a part of this Resolution to the same extent and with the same force and effect as if set out fully herein, and a copy is attached hereto.

NOW THEREFORE, BE IT RESOLVED By the City Council of the City of Glencoe, Minnesota as follows:

The Council hereby concurs in the Resolution adopted by the Commission providing for withdrawal of the City of Glencoe, McLeod County, Minnesota, from the Southern Minnesota Municipal Power Agency, and hereby joins in and adoptes the same Resolution with the same force and effect as if said Resolution had been adopted by the Council.

V-50,536

The motion for the adoption of the foregoing Resolution was seconded by alderman Beneke and upon a vote being taken thereon, the following voted in favor thereof:

Lemke, Beneke, Hafner and Breyer

and the following voted against the same: none

Alderman Vogt being absent

Whereupon said Resolution was declared duly passed and adopted the 18th day of June, 19 79.

Mayor

ATTEST:

City Clerk

V-50,537

STATE OF MINNESOTA
COUNTY OF MCLEOD
CITY OF GLENCOE

I, the undersigned, being the duly qualified and acting Clerk of the City of Glencoe, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of the City Council of said City, held on the date therein indicated, with the original thereof on file and of record in my office and that the same is a full, true and complete transcript insofar as the same relates to the concurrence of the City Council in adoption of the Resolution of the Light & Power Commission authorizing and directing the withdrawal of the City of Glencoe, McLeod County, Minnesota Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency effective May 21, 1979.

WITNESS my hand as such Clerk and the official seal of said City this 20th day of June, 1979.

(SEAL)

City Clerk

V-50, 538

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 22 day of June A. D. 19 71 at 4:30 o'clock P M., and was duly recorded in Book V-50 of Incorporations, on page 531

Joan Anderson Growe
Secretary of State

MPA-3

EXTRACT OF MINUTES OF MEETING OF THE
WATER, LIGHT & POWER COMMISSION OF THE
CITY OF DELANO, WRIGHT COUNTY, MINNESOTA

Z-50,929

HELD: May 2, 1979

Pursuant to due call and notice thereof, a regular meeting of the Water, Light & Power Commission of the City of Delano, Minnesota was duly called and held at Municipal Utilities Office, in said City on the 2nd day of May, 1979, at 8:30 o'clock A .m.

The following members of the Commission were present:
Edward Leiter, John Tulkki, Cornelius Stein

and the following were absent:

Commissioner Tulkki introduced the following resolution and moved its adoption:

RESOLUTION PROVIDING FOR WITHDRAWAL OF THE CITY OF DELANO, WRIGHT COUNTY, MINNESOTA FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS:

A. The City of Delano owns and operates a municipal electric light and power plant and system hereinafter referred to as the "Public Utility", which is under the jurisdiction of the Water, Light & Power Commission hereinafter referred to as the "Commission", and has been under the jurisdiction of the Commission since 1932.

B. The Commission has heretofore, pursuant to law, participated in the creation and formation of the Southern Minnesota Municipal Power Agency by Resolution dated April 6, 1977 and execution of the Agency Agreement dated April 1, 1977. In accordance with the Minnesota Statutes, Section 453.51 thru 453.62, inclusive (herein referred to as the "Act") Delano together with the Cities of Rochester, Austin, Owatonna and twenty other Minnesota Cities established and created a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota by the execution of the agency agreement, authorized by the governing body of each City with the concurrence of the City Council by Resolution dated April 18, 1977, and the filing thereof for record with the Secretary of State of Minnesota;

C. There is provision for withdrawal from the Agency under Section 9A of the Act, under certain conditions, by Resolution of the governing body of the City of Delano, Wright County, Minnesota;

D. The Agency Agreement requires full participation in the program of the Agency or withdrawal which is contrary to the Delano's understanding that future plans for construction and finance would be "open-ended". (In other words if a construction project were undertaken, those wishing to participate could make the commitment...those who did not feel the proposed commitment to be in their best interest could pass, but would be liable for operation and administrative costs of the Agency only.)

E. The annual assessments include, in addition to expenditures for operation and administrative expenses of the Agency, compensation for architectural, engineering, legal, fiscal and similar services which are related to future construction projects. This places the Commission in the position where if we continue membership in the Agency we will be assessed for studies and services requiring substantial capital outlay for a program which may not appreciably improve the economics of providing for Delano's power supply. The City of Delano has to date been assessed $ 8,164.51 for Agency participation most of which is for preliminary reports and studies which have not resulted in a definite plan of action...the Commission is of the opinion the Agency program does not offer any direct economic benefits over present methods of operation available from present interchange agreements until 1987 or later...the Commission can envision a sharp escalation in the assessments plus substantial carrying costs during the period 1979 thru 1987 and beyond...program cost estimates are based upon present day costs which inflationery pressures will certainly escalate substantially...transmission arrangements and costs are still undertermined.

F. The Commission is of the opinion the Delano Electric Utility Plant and System is too small to carry the burden of assessments required to invest in a major generating unit, related transmission facilities, etc. (which will not be operable until 1987 at the earliest) and the same time continue to invest in facilities or purchase capacity from the MAPP Pool or other sources to provide for its requirements during this approximate 8-10 year construction period.

G. The Commission is interested in the Agency concept and maintains an open-mind on rejoining the Agency after a definite plan is adopted which can be evaluated by the City's Attorneys, Engineers and professional Advisors prior to making any further commitments for payments of Agency assessments.

H. The Commission is of the opinion it is in the best interest of the City of Delano at this time to keep all options open by continuing the present method of operation whereby the City operates its systems in parallel with that of Northern States Power Company producing, purchasing or exchanging energy depending upon the most economical method of operation on a day to day basis.

NOW THEREFORE, BE IT RESOLVED by the Water, Light & Power Commission of the City of Delano, Minnesota that the City of Delano withdraw

Z 50, 931

from the Southern Minnesota Municipal Power Agency in accordance with provisions of Section 9A of the Act effective April 1, 1977.

In accordance with the requirements of the Act, the President of this Delano Water, Light & Power Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Delano, Minnesota for its concurrence and the President is hereby authorized and directed to file with the Board of Directors of the Agency and the Secretary of State a certified copy of this Commission Resolution and a certified copy of the City Council Resolution expressing the City of Delano's desire to so withdraw.

The motion for the adoption of the foregoing resolution was duly seconded by member Leiter and upon a vote being taken thereon, the following voted in favor thereof:

Tulkki, Leiter and Stein

and the following voted against the same:

None

Whereupon said Resolution was declared duly passed and adopted.

Z-50, 932

STATE OF MINNESOTA
COUNTY OF WRIGHT
CITY OF DELANO

I, the undersigned, being the duly qualified and acting Secretary of the Water, Light and Power Commission of the City of Delano, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of said Commission, held on the date therein indicated, with the original minutes thereof on file in my office, and that the same is a full, true and correct transcript there of insofar as said minutes relate to the adoption of the Resolution authorizing and directing the withdrawal of the City of Delano, Wright County, Minnesota Water, Light and Power Commission from membership in the Southern Minnesota Municipal Power Agency effective June 1, 1979.

WITNESS my hand as such Secretary this 2nd day of May, 1979.

Secretary of the Water, Light & Power Commission

Z-50, 933

EXTRACT OF MINUTES OF MEETING OF THE
CITY COUNCIL OF THE CITY OF
DELANO, MINNESOTA

HELD: June 18, 1979

Pursuant to due call and notice thereof, a regular meeting of the City Council of the City of Delano, Minnesota, was duly held at the City Hall in said City on the 18th day of June, 1979, at 8 o'clock P .m.

The following councilmen were present:
Maas, Bogenrief, Litfin, and Huncha

and the following were absent:
Bostic.

Councilman Huncha introduced the following resolution and moved its adoption:

RESOLUTION CONCURRING IN THE ACTION OF
THE WATER, LIGHT AND POWER COMMISSION OF THE CITY
PROVIDING FOR WITHDRAWAL OF THE
CITY OF DELANO, WRIGHT COUNTY, MINNESOTA
FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS: The Water, Light & Power Commission of the City of Delano has adopted a Resolution providing for withdrawal of the Water, Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency; said Resolution is by reference incorporated in and made a part of this Resolution to the same extent and with the same force and effect as if set out fully herein, and a copy is attached hereto.

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

The Council hereby concurs in the Resolution adopted by the Commission providing for withdrawal of the City of Delano, Wright County, Minnesota, from the Southern Minnesota Municipal Power Agency, and hereby joins in and adopts the same Resolution with the same force and effect as if said Resolution had been adopted by the Council.

Z-50, 934

The motion for the adoption of the foregoing Resolution was seconded by Councilman Maas and upon a vote being taken thereon, the following voted in favor thereof:
Maas, Bogenrief, Litfin, and Huncha,

and the following voted against the same:
none.

Whereupon said Resolution was declared duly passed and adopted the 18th day of June, 19 78.

Ray R. Maas -Mayor

ATTEST:

J. L. Johnson, City Clerk

Z 60, 935

STATE OF MINNESOTA
COUNTY OF WRIGHT
CITY OF DELANO

I, the undersigned, being the duly qualified and acting Clerk of the City of Delano, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of the City Council of said City, held on the date therein indicated, with the original thereof on file and of record in my office and that the same is a full, true and complete transcript insofar as the same relates to the concurrence of the City Council in adoption of the Resolution of the Water, Light & Power Commission authorizing and directing the withdrawal of the City of Oelano, Wright County, Minnesota Water, Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency effective June 1, 1979.

WITNESS my hand as such Clerk and the official seal of said City This 18th day of June, 1979.

City Clerk
J. L. Johnson

(SEAL)

Z-50,936

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 20 day of July A. D. 19 74, at 4:30 o'clock P M., and was duly recorded in Book A-2 of Incorporations, on page 329

Joan Anderson Growe

Secretary of State

MPA-3

EXTRACT OF MINUTES OF MEETING OF THE
LIGHT & POWER COMMISSION OF THE
CITY OF MELROSE, STEARNS COUNTY, MINNESOTA H-5425

HELD Monday, August 13, 1979

Pursuant to due call and notice thereof, a special meeting of the Light & Power Commission of the City of Melrose, Minnesota, was duly called and held at City Hall, in said City on the 13th day of August, 1979, at 12:30 o'clock, P.M.

The following members of the Commission were present: Norman Bohlig, Oswald Botz, and Olaf Becker.

Commissioner Olaf Becker introduced the following resolution and moved its adoption:

RESOLUTION PROVIDING FOR WITHDRAWAL OF THE CITY OF MELROSE, STEARNS COUNTY, MINNESOTA FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS:

A. The City of Melrose owns and operates a municipal electric light and power plant and system hereinafter referred to as the "Public Utility", which is under the jurisdiction of the Light & Power Commission.

B. The Commission has heretofore, pursuant to law, participated with the Southern Minnesota Municipal Power Agency by Resolution dated June 14, 1977, and execution of the Agency Agreement dated thereafter. In accordance with the Minnesota Statutes, Section 453.51 thru 453.62, inclusive (herein referred to as the "Act") Melrose together with the Cities of Rochester, Austin, Owatonna and twenty other Minnesota Cities established and created a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota by the execution of the agency agreement authorized by the governing body of each City with the concurrence of the City Council by Resolution dated June 14, 1977, and the filing thereof for record with the Secretary of State of Minnesota;

C. There is provision for withdrawal from the Agency under Section 9A of the Act, under certain conditions, by Resolution of the governing body of the City of Melrose, Stearns County, Minnesota;

D. The Commission is of the opinion the Melrose Electric Utility Plant and System is too small to carry the burden of assessments required to invest in a major generating unit contemplated by Agency, related transmission facilities, etc. (which will not be operable until 1987 at the earliest) and at the same time continue to invest in facilities or purchase capacity from the MAPP pool or other sources to provide for its requirements during this approximate 8-10 year construction period.

H-5/426

E. The Commission is interested in the Agency concept and maintains an open-mind on rejoining the Agency after a definite plan is adopted which can be evaluated by the City's Attorneys, Engineers and professional Advisors prior to making any further commitments, for payments of Agency assessments.

F. The Commission is of the opinion it is in the best interest of the City of Melrose at this time to keep all options open by continuing the present method of operation whereby the City operates its systems in parallel with that of Northern States Power Company producing, purchasing or exchanging energy depending upon the most economical method of operation on a day to day basis.

NOW THEREFORE, BE IT RESOLVED by the Light & Power Commission of the City of Melrose, Minnesota, that the City of Melrose withdraw from the Southern Minnesota Municipal Power Agency in accordance with provisions of Section 9A of the Act effective September 1, 1979.

In accordance with the requirements of the Act, the President of this Melrose Light & Power Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Melrose, Minnesota, for its concurrence and the President is hereby authorized and directed to file with the Board of Directors of the Agency and the Secretary of State a certified copy of this Commission Resolution and a certified copy of the City Council Resolution expressing the City of Melrose's desire to so withdraw.

The motion for the adoption of the foregoing resolution was duly seconded by member Oswald Botz and upon a vote being taken thereon, the following voted in favor thereof:

OSWALD BOTZ
NORMAN BOHLIG
OLAF BECKER

and no one voted against the same:

Whereupon said Resolution was declared duly passed and adopted.

Norman M. Bohlig
Chairman

H-51, 427

STATE OF MINNESOTA
COUNTY OF STEARNS
CITY OF MELROSE

I, the undersigned, being the duly qualified and acting SECRETARY of the Light and Power Commission of the City of Melrose, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of the minutes of a meeting of said Commission, held on the date therein indicated, with the original minutes thereof on file in my office and that the same is a full, true and correct transcript thereof insofar as said minutes relate to the adoption of the resolution authorizing and directing the withdrawal of the City of Melrose, Stearns County, Minnesota Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency effective September 1, 1979.

WITNESS my hand as such Secretary this 13th day of August, 1979.

Al J. Westendorf
Secretary of the Light and Power Commission

H-51, 428

EXTRACT OF MINUTES OF MEETING OF THE
CITY COUNCIL OF THE CITY OF
MELROSE, MINNESOTA

HELD: September 4 1979

Pursuant to due call and notice thereof, a meeting of the City Council of the City of Melrose, Minnesota, was duly held at the City Hall in said City on the 4th day of September, 1979, at 7:30 o'clock, P.M.

The following councilmen were present:

Omer Sieben, Gary Walz, Frank Maleska, Joe Beckermann and Mayor Allen Horn

and the following were absent: None

Councilman Omer Sieben introduced the following resolution and moved its adoption:

RESOLUTION CONCURRING IN THE ACTION OF THE LIGHT AND POWER COMMISSION OF THE CITY OF MELROSE, STEARNS COUNTY, MINNESOTA PROVIDING FOR WITHDRAWAL OF THE CITY FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, The Light & Power Commission of the City of Melrose has adopted a Resolution providing for withdrawal of the Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency, said Resolution is by reference incorporated in and made a part of this Resolution to the same extent and with the same force and effect as if set out fully herein, and a copy is attached hereto

NOW THEREFORE, BE IT RESOLVED, By the City Council of the City of Melrose, Minnesota as follows:

The Council hereby concurs in the Resolution adopted by the Commission providing for withdrawal of the City of Melrose, Stearns County, Minnesota, from the Southern Minnesota Municipal Power Agency, and hereby joins in and adopts the same Resolution with the same force and effect as if said Resolution had been adopted by the Council.

H-51,429

The motion for the adoption of the foregoing Resolution was seconded by Councilman Gary Walz and upon a vote being taken thereon, the following voted in favor thereof:

Omer Sieben, Gary Walz, Frank Maleska, Joe Beckermann, Mayor Allen Horn

and the following voted against the same: None

Whereupon said Resolution was declared duly passed and adopted the 4th day of September, 19 79.

Allen L Horn
Mayor

ATTEST:

City Clerk

H-51 430

STATE OF MINNESOTA
COUNTY OF STEARNS
CITY OF MELROSE

I, the undersigned, being the duly qualified and acting Clerk of the City of Melrose, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of the City Council of said City, held on the date therein indicated, with the original thereof on file and of record in my office, and that the same is a full, true and complete transcript insofar as the same relates to the concurrence of the City Council in adoption of the Resolution of the Light & Power Commission authorizing and directing the withdrawal of the City of Melrose, Stearns County, Minnesota Light & Power Commission from membership in the Southern Minnesota Municipal Power Agency effective September 4, 1979.

WITNESS my hand as such Clerk and the official seal of said City this 4th day of September, 1979.

City Clerk

(SEAL)

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 6 day of Sept A. D. 19 79, at 4:00 o'clock P.M. and was duly recorded in Book H-51 of Incorporations, on page 428

Secretary of State

MPA-3

EXTRACT OF MINUTES OF MEETING OF THE
PUBLIC UTILTIES COMMISSION OF THE
CITY OF KENYON, GOODHUE COUNTY, MINNESOTA

I-51, 575

HELD: July 16, 1979, Kenyon, Minnesota.

Pursuant to due call and notice thereof, a regular meeting of the Public Utilties Commission of the City of Kenyon, Minnesota, was duly called and held at Commission office in said City on the 16th day of July, 1979, at 8:00 o'clock P.M.

The following members of the Commission were present:

Forsberg, Fenne and Clark;

and the following were absent:

None.

Commissioner Clark introduced the following resolution and moved its adoption:

RESOLUTION PROVIDING FOR WITHDRAWAL OF THE CITY OF KENYON, GOODHUE COUNTY, MINNESOTA FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS:

A. The City of Kenyon owns and operates a municipal electric light and power plant and system hereinafter referred to as the "Public Utility", which is under the jurisdiction of the Public Utilities Commission hereinafter referred to as the "Commission", and has been under the jurisdiction of the Commission since 1932;

B. The Commission has heretofore, pursuant to law, participated in the creation and formation of the Southern Minnesota Municipal Power Agency by Resolution dated July 18, 1977 and execution of the Agency Agreement dated April 1, 1977. In accordance with the Minnesota Statutes, Section 453.51 thru 453.62, inclusive (herein referred to as "Act") together with the Cities of Rochester, Austin, Owatonna and twenty other Minnesota Cities established and created a municipal power agency, as a separate political subdivision and municipal corporation of the State of Minnesota by the execution of the agency agreement authorized by the governing body of each City with the concurrence of the City Council by Resolution dated August 15, 1977, and the filing thereof for record with the Secretary of State of Minnesota;

C. There is provision for withdrawal from the Agency under Section 9A of the Act, under certain conditions, by Resolution of the governing body of the City of Kenyon, Goodhue County, Minnesota;

D. The Agency Agreement requires full participation in the program of the

Agency or withdrawal which is contrary to the Kenyon's understanding that future plans for construction and finance would be "open-ended". (In other words if a construction project were undertaken, those wishing to participate could make the commitment...those who did not feel the proposed commitment to be in their best interest could pass, but would be liable for operation and administrative costs of the Agency only.)

E. The annual assessments include, in addition to expenditures for operation and administrative expenses of th Agency, compensation for architectural, engineering, legal, fiscal and similar services which are related to future construction projects. This places the Commission in the position where if we continue membership in the Agency we will be assessed for studies and services requiring substantial capital outlay for a program which may not appreciably improve the economies of providing for Kenyon's power supply. The City of Kenyon has to date been assessed $5,000.00 + for Agency participation most of which is for preliminary reports and studies which have not resulted in a definite plan of action... the Commission is of the opinion the Agency program does not offer any direct economic benefits over present methods of operation available from present interchange agreements until 1987 or later...the Commission can envision a sharp escalation in the assessments plus substantial carrying costs during the period 1979 thur 1987 and beyond...program cost estimates are based upon present day costs which inflationery pressures will certainly escalate substantially... transmission arrangements and costs are still undertermined.

F. The Commission is of the opinion the Kenyon Electric Utility Plant and System is too small to carry the burden of assessments required to invest in a major generating unit, related transmission facilities, etc., (which will not be operable until 1987 at the earliest) and at the same time continue to invest in facilities or purchase capacity from the MAPP pool or other sources to provide for its requirements during this approximate 8-10 year construction period.

G. The Commission is interested in the Agency concept and maintains an open-mind on rejoining the Agency after a definite plan is adopted which can be evaluated by the City's Attorneys, Engineers and professional advisors prior to mailing any further commitments for payments of Agency assessments.

H. The Commission is of the opinion it is in the best interest of the City of Kenyon at this time to keep the present method of operation whereby the City buys all power from that of Northern States Power Company.

NOW THEREFORE, BE IT RESOLVED by the Public Utilities Commission of the City of Kenyon, Minnesota, that the City of Kenyon withdraw from the Southern Minnesota Municipal Power Agency in accordance with provisions of Section 9A of the Act effective July 16, 1979.

In accordance with the requirements of the Act, the President of this Kenyon Light & Power Commission is hereby authorized and directed to submit this Resolution to the City Council of the City of Kenyon, Minnesota, for its concurrence and the President is hereby authorized and directed to file with the Board of Directors of the Agency and the Secretary of State a certified copy of this Commission Resolution and a certified copy of the City Council Resolution expressing the City

I-51,577

of Kenyon's desire to so withdraw.

The motion for the adoption of the foregoing resolution was duly seconded by member Forsberg and upon a vote being taken thereon, the following voted in favor thereof:

Forsberg, Fenne and Clark

and the following voted against the same:

None.

Whereupon said Resolution was declared duly passed and adopted.

I-61, 578

STATE OF MINNESOTA
COUNTY OF GOODHUE
CITY OF KENYON

I, the undersigned, being the duly qualified and acting Secretary of the Public Utilities Commission of the City of Kenyon, Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of said Commission, held on the date therein indicated, with the original minutes thereof on file in my office, and that the same is a full, true and correct transcript thereof insofar as said minutes relate to the adoption of the resolution authorizing and directing the withdrawal of the City of Kenyon, Goodhue County, Public Utilities Commission from membership in the Southern Minnesota Municipal Power Agency effective July 16, 1979.

WITNESS my hand as such Secretary this 23 day of August, 1979.

Secretary of Kenyon Public Utilities Commission

T-51, 579

EXTRACT OF MINUTES OF MEETING OF THE
CITY COUNCIL OF THE CITY OF
KENYON, MINNESOTA

HELD: September 4, 1979

Pursuant to due call and notice thereof, a regular meeting of the City Council of the City of Kenyon, Minnesota, was duly held at the City Hall in said city on the 4th day of September, 1979, at 7:30 o'clock P.M.

The following council members were present:

J. Houglum, H. Ase, E. Fredrickson, F. Huberty and Mayor K. Lair.

and the following were absent:

None

Councilman Helen Ase introduced the following resolution and moved its adoption:

RESOLUTION CONCURRING IN THE ACTION OF
THE PUBLIC UTILITIES COMMISSION OF THE CITY
PROVIDING FOR WITHDRAWAL OF THE
CITY OF KENYON, GOODHUE COUNTY, MINNESOTA
FROM MEMBERSHIP IN THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS: The Public Utilities Commission of the City of Kenyon has adopted a Resolution providing for the withdrawal of the Public Utilities Commission from membership in the Southern Minnesota Municipal Power Agency; said Resolution is by reference incorporated in and made a part of this Resolution to the same extent and with the same force and effect as if set out fully herein, and a copy is attached hereto.

NOW THEREFORE, BE IT RESOLVED By the City Council of the City of Kenyon, Minnesota, as follows:

The Council hereby concurs in the Resolution adopted by the Commission providing for withdrawal of the City of Kenyon, Goodhue County, Minnesota, from the Southern Minnesota Municipal Power Agency, and hereby joins in and adopts the same Resolution with the same force and effect as if said Resolution had been adopted by the Council.

The motion for the adoption of the foregoing Resolution was seconded by Councilman Earl Fredrickson and upon a vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

Whereupon said Resolution was declared duly passed and adopted the 5th day of September, 1979.

Mildred Lair
Mildred Lair
Mildred Lair, Mayor

Attest:
Irene H Dunker
Irene H Dunker
Irene Dunker, City Clerk

STATE OF MINNESOTA
COUNTY OF GOODHUE
CITY OF [illegible]

I-51, 581

I, the undersigned, being the duly qualified and acting Clerk of the City of [illegible], Minnesota, DO HEREBY CERTIFY that I have carefully compared the attached and foregoing extract of minutes of a meeting of the City Council of said City, held on the date therein indicated, with the original thereof on file and of record in my office and that the same is a full, true and complete transcript insofar as the same is a full, true and complete transcript insofar as the same relates to the concurrence of the City Council in adoption of the Resolution of the Public Utilities Commission authorizing and directing the withdrawal of the City of [illegible], Goodhue County, Public Utilities Commission from membership in the Southern Minnesota Municipal Power Agency effective July 16, 1979.

WITNESS my hand as such Clerk and the official seal of said City this 5th day of September, 1979.

Irene Dunker

Irene Dunker, City Clerk

(SEAL)

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 13 day of Sept A. D. 19 79, at 4:30 o'clock P M., and was duly recorded in Book I-51 of Incorporations, on page 575

Joan Anderson Growe

Secretary of State

MPA-3

CERTIFICATE OF CHANGE OF REGISTERED OFFICE

by

Southern Minnesota Municipal Power Agency
(name of corporation)

Pursuant to Minnesota Statutes Section ~~301.33 or 317.19~~, the undersigned, David M. Martin (name), hereby certifies that the Board of Directors of Southern MN Municipal Power Agency (name of corporation), a Minnesota corporation, has resolved to change the corporation's registered office from:

506 1st Avenue N.E.	Rochester	Olmsted	55901
(no. & street)	(city)	(county)	(zip)

to

1440 Valley High Drive	Rochester	Olmsted	55901
(no. & street)	(city)	(county)	(zip)

The effective date of the change will be the tenth day of October, 19 80 or the day of filing of this certificate with the Secretary of State, whichever is later.

DATED 9/16/81

SIGNED _____
President
(title or office)

For Use By Secretary of State - Receipt Number

For Use By Secretary of State - File Data

STATE OF M...
DEPARTMENT OF ...
I hereby certify that the within instrument was filed for record in this office on the 1 day of Oct, A.D. 19 81, at 1:30 o'clock P.M., and was duly recorded in Book A-55 of Incorporations, on page 143

Joan Anderson Growe
Secretary of State

PLEASE READ DIRECTIONS ON REVERSE SIDE BEFORE COMPLETING

MPA-3

F-58

Certificate of Change
Of
Registered Office
Of
Southern Minnesota Municipal Power Agency

The undersigned, David M. Martin and Joseph Collins, the President and Secretary respectively of Southern Minnesota Municipal Power Agency, a Minnesota corporation, certify that the following resolutions changing the location and post office address of the registered office of the corporation in Minnesota were duly adopted by the Board of Directors of the corporation at a meeting on October 5, 1982.

BE IT RESOLVED, That the registered office of this corporation in Minnesota be changed from 1440 Valley High Drive in the City of Rochester, County of Olmsted, to Suite 400, 21 S.W. First St., in the City of Rochester, County of Olmsted.

BE IT FURTHER RESOLVED, That the foregoing change in the registered office of this corporation shall be effective upon the date of the filing with the Secretary of State of Minnesota of a proper certificate evidencing such change and the officers of this corporation are directed to execute and file such a certificate.

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IN WITNESS WHEREOF, We have set our hands and the seal of Southern Minnesota Municipal Power Agency on October 5, 1982.

David M. Martin, President

Joseph Collins, Secretary

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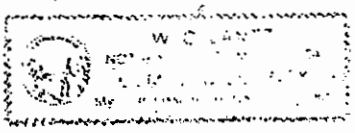
STATE OF MINNESOTA)
) ss.
COUNTY OF OLMSTED)

The foregoing instrument was acknowledged before me this ____ day of _____, 1982, by David M. Martin, President and Joseph Collins, Secretary of Southern Minnesota Municipal Power Agency, a Minnesota corporation, on behalf of the corporation.

_____

(Notarial Seal)



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MPA-3

SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

Certificate of the President

The undersigned, Donald E. Meyer, President of Southern Minnesota Municipal Power Agency, a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Agency"), hereby certifies that attached hereto is a true, complete and correct copy of resolutions duly adopted by the Representatives of the Members of the Agency at a meeting duly called and held on June 21, 1984, at which a quorum was present and acting throughout, and that the attached resolutions have not been altered, amended, supplemented or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Don E. Meyer

Donald E. Meyer
President

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V-67, 121

RESOLUTIONS OF THE REPRESENTATIVES OF THE MEMBERS
OF SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
APPOVING ADMISSION OF THE
CITIES OF GRAND MARAIS, LITCHFIELD,
MORA, NORTH BRANCH AND PRINCETON, MINNESOTA,
AS MEMBERS OF THE AGENCY

WHEREAS, the Agency and United Minnesota Municipal Power Agency ("United Minnesota") have approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between the Agency, United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of the Agency and the United Cities; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating the Agency (the "Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a member of the Agency; and

WHEREAS, the Agreement of Combination provides for the adoption by each United City of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by Section 9(A) of the Agency Agreement and the filing of certified copies thereof with the Board of Directors of the Agency;

NOW, THEREFORE, BE IT HEREBY

RESOLVED, that the admission of the United Cities as members of the Agency is hereby approved, subject to the satisfactory completion of all conditions to the Closing (as defined in the Agreement of Combination) set forth in the Agreement of Combination; and be it further

RESOLVED, that the satisfaction by United Minnesota and the United Cities of all conditions to the Closing set forth in the Agreement of Combination to be satisfied by them shall be deemed to be payment in full of the United Cities' share of the costs and expenses incurred by the Agency prior to the date of admission of the United Cities as members of the Agency, as described in Section 9(A)(2)(B) of the Agency Agreement, and no further payment shall be required therefor; and be it further

RESOLVED, that it is hereby delegated to the President of the Agency the power and authority to confirm the satisfaction of all conditions to the Closing set forth in the Agreement of Combination prior to or at the Closing, and upon such confirmation to cause a certified copy of the resolutions of the Board of Directors confirming the admission of the United Cities (substantially in the form of Annex 24 to the Agreement of Combination), accompanied by certified copies of these resolutions and the Commission Resolution and the City Council Resolution of each United City, to be filed with the Minnesota Secretary of State, and thereupon the United Cities, for all purposes of Chapter 453, Minnesota Statutes, the Agency Agreement and the By-laws of the Agency, shall become members of the Agency with the same rights, duties and obligations of the cities constituting the initial members of the Agency.

ADOPTED by the Representatives of the Members of Southern Minnesota Municipal Power Agency this 21st day of June, 1984.

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SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

Certificate of the President

The undersigned, Donald E. Meyer, President of Southern Minnesota Municipal Power Agency, a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Agency"), hereby certifies that attached hereto is a true, complete and correct copy of resolutions duly adopted by the Board of Directors of the Agency at a meeting duly called and held on September 12, 1984, at which a quorum was present and acting throughout, and that the attached resolutions have not been altered, amended, supplemented or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Donald E. Meyer
President

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RESOLUTIONS OF THE BOARD OF DIRECTORS
OF SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
CONFIRMING ADMISSION OF THE
CITIES OF GRAND MARAIS, LITCHFIELD,
MORA, NORTH BRANCH AND PRINCETON, MINNESOTA,
AS MEMBERS OF THE AGENCY

WHEREAS, the Agency and United Minnesota Municipal Power Agency ("United Minnesota") have approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between the Agency, United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of the Agency and the United Cities; and

WHEREAS, on June 21, 1984, the Representatives of the members of the Agency adopted resolutions (the "Representative Resolution"), a copy of which is attached as Exhibit A hereto, approving admission of the United Cities as members of the Agency, subject to the satisfactory completion of all conditions to the Closing (as defined in the Agreement of Combination) set forth in the Agreement of Combination; and

WHEREAS, the Representatives of the members of the Agency have delegated to the President of the Agency the power and authority to confirm the satisfaction of all conditions to the Closing as set forth in the Representative Resolution;

NOW, THEREFORE, BE IT HEREBY

RESOLVED AND CONFIRMED, that the Board of Directors has received certified copies of a Commission Resolution and a City Council Resolution from each United City, as defined in and required by the Agency Agreement dated as of April 1, 1977, creating the Agency (the "Agency Agreement"); and be it further

RESOLVED, that, in accordance with Section 9(A)(3) of the Agency Agreement, the Board of Directors hereby determines that admission of the United Cities as members of the Agency was approved by the required majorities of the Representatives; and be it further

RESOLVED, that, upon confirmation by the President of the Agency that all conditions to the Closing have been satisfied prior to or at the Closing, which confirmation shall be acknowledged by the President as set forth below, the President is hereby authorized and directed to cause certified copies of these resolutions, the Representative Resolution and

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the Commission Resolution and the City Council Resolution of each United City to be filed with the Minnesota Secretary of State.

ADOPTED by the Board of Directors of Southern Minnesota Municipal Power Agency this 12th day of September, 1984.

CONFIRMATION

The President of the Agency hereby confirms that all conditions to the Closing described above have been satisfied on or prior to the date hereof.

Date: September 20, 1984

President

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Exhibit
to Resolutions of
Board of Directors

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RESOLUTIONS OF THE REPRESENTATIVES OF THE MEMBERS
OF SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
APPOVING ADMISSION OF THE
CITIES OF GRAND MARAIS, LITCHFIELD,
MORA, NORTH BRANCH AND PRINCETON, MINNESOTA,
AS MEMBERS OF THE AGENCY

WHEREAS, the Agency and United Minnesota Municipal Power Agency ("United Minnesota") have approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between the Agency, United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of the Agency and the United Cities; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating the Agency (the "Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Agency Agreement and a member of the Agency; and

WHEREAS, the Agreement of Combination provides for the adoption by each United City of a Commission Resolution and a City Council Resolution (as such terms are defined in the Agency Agreement) incorporating therein the provisions required by Section 9(A) of the Agency Agreement and the filing of certified copies thereof with the Board of Directors of the Agency;

NOW, THEREFORE, BE IT HEREBY

RESOLVED, that the admission of the United Cities as members of the Agency is hereby approved, subject to the satisfactory completion of all conditions to the Closing (as defined in the Agreement of Combination) set forth in the Agreement of Combination; and be it further

RESOLVED, that the satisfaction by United Minnesota and the United Cities of all conditions to the Closing set forth in the Agreement of Combination to be satisfied by them shall be deemed to be payment in full of the United Cities' share of the costs and expenses incurred by the Agency prior to the date of admission of the United Cities as members of the Agency, as described in Section 9(A)(2)(B) of the Agency Agreement, and no further payment shall be required therefor; and be it further

RESOLVED, that it is hereby delegated to the President of the Agency the power and authority to confirm the satisfaction of all conditions to the Closing set forth in the Agreement of Combination prior to or at the Closing, and upon such confirmation to cause a certified copy of the resolutions of the Board of Directors confirming the admission of the United Cities (substantially in the form of Annex 24 to the Agreement of Combination), accompanied by certified copies of these resolutions and the Commission Resolution and the City Council Resolution of each United City, to be filed with the Minnesota Secretary of State, and thereupon the United Cities, for all purposes of Chapter 453, Minnesota Statutes, the Agency Agreement and the By-laws of the Agency, shall become members of the Agency with the same rights, duties and obligations of the cities constituting the initial members of the Agency.

ADOPTED by the Representatives of the Members of Southern Minnesota Municipal Power Agency this 21st day of June, 1984.

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CERTIFICATE

The undersigned, Jean Ann Johnson, Secretary of the Public Utilities Commission of the City of Grand Marais, Minnesota (the "PUC"), hereby certifies that attached hereto is a true, complete and correct copy of a resolution duly adopted by the Public Utilities Commission of the City at a meeting duly called and held on July 11, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Jean Ann Johnson,
Secretary

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RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF GRAND MARAIS, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Grand Marais, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Glenn Bergstrom

Business Address: Public Utilities Commission, P.O. Box 83, Grand Marais, Minnesota 5560

Home Address: P.O. Box 642, Grand Marais, Minnesota 55604

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 11th day of July, 1984.

CERTIFICATE

The undersigned, Thomas N. Swenson, City Clerk/Treasurer of the City of Grand Marais, Minnesota (the "City"), hereby certifies that attached hereto is a true, complete and correct copy of a resolution duly adopted by the City Council of the City at a meeting duly called and held on July 11, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Thomas N. Swenson
City Clerk/Treasurer

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RESOLUTIONS OF THE CITY COUNCIL
OF THE CITY OF GRAND MARAIS, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

WHEREAS, the City of Grand Marais, Minnesota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this City Council has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this City Council desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination; and

WHEREAS, there has been presented to this meeting resolutions adopted by the Public Utilities Commission of the City (the "Utilities Resolution"), a copy of which is attached as Exhibit A hereto, which, among other things, approves the Southern Agency Agreement, appoints a Representative to Southern Minnesota and approves termination of United Minnesota;

NOW, THEREFORE, BE IT

RESOLVED by this City Council as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "city council" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. The appointment and selection of the initial Representative pursuant to the Utilities Resolution is hereby approved, ratified and confirmed and his or her rights, duties, powers and responsibilities shall be as set forth in the Utilities Resolution.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Utilities Resolution is hereby approved, ratified and confirmed in all respects.

Section 8. The Mayor or the City Clerk of the City is hereby authorized and directed to submit certified copies of this resolution and the Utilities Resolution to the Boards of Directors of Southern Minnesota and United Minneosta.

Section 9. This resolution shall take effect immediately.

ADOPTED by the City Council of the City this 11th day of July, 1984.

Exhibit A

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RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF GRAND MARAIS, MINNESOTA, APPROVING MEMBERSHIP OF THE CITY IN SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY, APPOINTING A REPRESENTATIVE AND APPROVING TERMINATION OF UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Grand Marais, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Glenn Bergstrom

Business Address: Public Utilities Commission, P.O. Box 83, Grand Marais, Minnesota 5560

Home Address: P.O. Box 642, Grand Marais, Minnesota 55604

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 11th day of July, 1984.

V-67, 136

CERTIFICATE

The undersigned, Betty Anderson, City Clerk of the City of Litchfield, Minnesota (the "City"), hereby certifies that the attached hereto is a true, complete and correct copy of a resolution duly adopted by the Public Utilities Commission of the City at a meeting duly called and held on July 10, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Betty Anderson
City Clerk/Treasurer

V65 137

RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF LITCHFIELD, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Litchfield, Minnesota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Dallas E. Nelson

Business Address: 421 W. Third Street, Litchfield, MN 55355

Home Address: 901 Meadow Road, Litchfield, MN 55355

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The President of this Public Utilities Commission is hereby authorized and directed to take all actions which he may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The President of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution

and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 7. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 10th day of July, 1984.

V-62, 140

CERTIFICATE

The undersigned, Betty Anderson, City Clerk of the City of Litchfield, Minnesota (the "City"), hereby certifies that the attached hereto is a true, complete and correct copy of a resolution duly adopted by the City Council of the City at a meeting duly called and held on July 16, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Betty Anderson
City Clerk/Treasurer

V-6C 141

RESOLUTION NO. 5-7-1

RESOLUTIONS OF THE CITY COUNCIL
OF THE CITY OF LITCHFIELD, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

WHEREAS, the City of Litchfield, Minnesota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this City Council has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this City Council desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination; and

WHEREAS, there has been presented to this meeting resolutions adopted by the Public Utilities Commission of the City (the "Utilities Resolution"), a copy of which is attached as Exhibit A hereto, which, among other things, approves the Southern Agency Agreement, appoints a Representative to Southern Minnesota and approves termination of United Minnesota;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this City Council as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "city council" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. The appointment and selection of the initial Representative pursuant to the Utilities Resolution is hereby approved, ratified and confirmed and his or her rights, duties, powers and responsibilities shall be as set forth in the Utilities Resolution.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The President of the Public Utilities Commission of the City is hereby authorized and directed to take all actions which he may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Utilities Resolution is hereby approved, ratified and confirmed in all respects.

Section 8. The Mayor or the City Clerk of the City is hereby authorized and directed to submit certified copies of this resolution and the Utilities Resolution to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 9. This resolution shall take effect immediately.

ADOPTED by the City Council of the City this 16th day of July, 1984.

Approved:

Attest:

Betty A. Lewis
City Clerk

V-67

Exhibit A 143

RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF LITCHFIELD, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Litchfield, Minnesota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

V-62, 111

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Dallas E. Nelson

Business Address: 421 W. Third Street, Litchfield, MN 55355

Home Address: 901 Meadow Road, Litchfield, MN 55355

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The President of this Public Utilities Commission is hereby authorized and directed to take all actions which he may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The President of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution

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and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 7. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 10th day of July, 1964.

V-62, 146

CITY OF MORA

117 Southeast Railroad Avenue
MORA, MINNESOTA 55051
612/679-1511

CERTIFICATION

The undersigned, Dorothea McCallum, Secretary to the Public Utilities Commission of the City of Mora, Minnesota (the "City"), hereby certifies that attached hereto is a true, complete and correct copy of a resolution duly adopted by the Public Utilities Commission of the City at a meeting duly called and held on July 23, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Dorothea McCallum

★ MORA'S DALA HORSE — This 25-foot replica of Mora, Sweden's famous hand-carved Dala Horse stands just off Highway 65 at the fairgrounds in Mora, Minnesota. It was constructed and decorated in authentic color by the Mora Jaycees, and presented to the community as a civic symbol.

V-8, 147

RESOLUTION NO. 84-5

RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF MORA, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Mora, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

(B) this body is the "city council" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. The appointment and selection of the initial Representative pursuant to the Utilities Resolution is hereby approved, ratified and confirmed and his or her rights, duties, powers and responsibilities shall be as set forth in the Utilities Resolution.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Utilities Resolution is hereby approved, ratified and confirmed in all respects.

Section 8. The Mayor or the City Clerk of the City is hereby authorized and directed to submit certified copies of this resolution and the Utilities Resolution to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 9. This resolution shall take effect immediately.

ADOPTED by the City Council of the City this 23 day of July, 1984.

V-62, 149

CITY OF MORA

117 Southeast Railroad Avenue
MORA, MINNESOTA 55051
612/679-1511

Mora's Dala Horse

CERTIFICATION

The undersigned, Dorothea McCallum, City Clerk of the City of Mora Minnesota (the "City"), hereby certifies that attached hereto is a true, complete and correct copy of a resolution duly adopted by the City Council of the City at a meeting duly called and held on July 23, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof,

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Dorothea McCallum

★ MORA'S DALA HORSE — This 25-foot replica of Mora, Sweden's famous hand-carved Dala Horse stands just off Highway 65 at the fairgrounds in Mora, Minnesota. It was constructed and decorated in authentic color by the Mora Jaycees, and presented to the community as a civic symbol.

V-62, 150

RESOLUTION NO. 84-777

RESOLUTIONS OF THE CITY COUNCIL
OF THE CITY OF MORA, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

WHEREAS, the City of Mora, Minnesota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this City Council has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this City Council desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination; and

WHEREAS, there has been presented to this meeting resolutions adopted by the Public Utilities Commission of the City (the "Utilities Resolution"), a copy of which is attached as Exhibit A hereto, which, among other things, approves the Southern Agency Agreement, appoints a Representative to Southern Minnesota and approves termination of United Minnesota;

NOW, THEREFORE, BE IT

RESOLVED by this City Council as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

V-67, 151

(B) this body is the "city council" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. The appointment and selection of the initial Representative pursuant to the Utilities Resolution is hereby approved, ratified and confirmed and his or her rights, duties, powers and responsibilities shall be as set forth in the Utilities Resolution.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Utilities Resolution is hereby approved, ratified and confirmed in all respects.

Section 8. The Mayor or the City Clerk of the City is hereby authorized and directed to submit certified copies of this resolution and the Utilities Resolution to the Boards of Directors of Southern Minnesota and United Minneosta.

Section 9. This resolution shall take effect immediately.

ADOPTED by the City Council of the City this 23 day of July, 1984.

Exhibit A

V-62 152

RESOLUTION NO. 84-5

RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF MORA, MINNESOTA, APPROVING MEMBERSHIP OF THE CITY IN SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY, APPOINTING A REPRESENTATIVE AND APPROVING TERMINATION OF UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Mora, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Util Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Robert A. Filson

Business Address: 117 S.E. Railroad Ave.
Mora, MN. 55051

Home Address: _____

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 23 day of JULY, 1984.

V-62, 154

CERTIFICATE

The undersigned Joe Rudberg, City Clerk of the City of North Branch (the "City"), hereby certifies that attached hereto is a true, complete and correct copy of a resolution duly adopted by the Utilities Commission of the City at a meeting duly called and held on 23 July, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Joe Rudberg

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RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF NORTH BRANCH, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of North Branch, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

V-62, 155½

confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Richard Anderson

Business Address: P.O. Box 176, North Branch, MN 55056

Home Address: P.O. Box 62, North Branch, MN 55056

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 23rd day of July, 1984.

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CERTIFICATE

The undersigned Joe Rudberg, City Clerk of the City of North Branch (the "City"), hereby certifies that attached hereto is a true, complete and correct copy of a resolution duly adopted by the council of the City at a meeting duly called and held on 23 July, 1984, at which a quorum was present and acting throughout, and that the attached resolution has not been altered, amended, supplemented or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 20, 1984.

Joe Rudberg

V-67 157

RESOLUTIONS OF THE CITY COUNCIL
OF THE CITY OF NORTH BRANCH, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

WHEREAS, the City of North Branch, Minnesota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this City Council has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this City Council desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination; and

WHEREAS, there has been presented to this meeting resolutions adopted by the Public Utilities Commission of the City (the "Utilities Resolution"), a copy of which is attached as Exhibit A hereto, which, among other things, approves the Southern Agency Agreement, appoints a Representative to Southern Minnesota and approves termination of United Minnesota;

NOW, THEREFORE, BE IT

RESOLVED by this City Council as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "city council" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. The appointment and selection of the initial Representative pursuant to the Utilities Resolution is hereby approved, ratified and confirmed and his or her rights, duties, powers and responsibilities shall be as set forth in the Utilities Resolution.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Utilities Resolution is hereby approved, ratified and confirmed in all respects.

Section 8 The Mayor or the City Clerk of the City is hereby authorized and directed to submit certified copies of this resolution and the Utilities Resolution to the Boards of Directors of Southern Minnesota and United Minneosta.

Section 9. This resolution shall take effect immediately.

ADOPTED by the City Council of the City this 23rd day of July, 1984.

Exhibit V-62 159

RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF NORTH BRANCH, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of North Branch, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Richard Anderson

Business Address: P.O. Box 176, North Branch, MN 55056

Home Address: P.O. Box 62, North Branch, MN 55056

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 23rd day of July, 1984.

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CERTIFICATE OF THE PRINCETON PUBLIC UTILITIES COMMISSION

I, Harold R. Steppuhn, the General Manager of the Princeton Public Utilities Commission, do hereby certify that attached hereto is a copy of the Resolutions of the Princeton Public Utilities Commission, adopted at a meeting held on July 25, 1984. Such Resolutions have not been altered or amended since that date, and are in full force and effect as of the date hereof.

Dated: September 20, 1984

THE PRINCETON PUBLIC UTILITIES COMMISSION

By Harold Steppuhn
Harold R. Steppuhn
General Manager

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RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF PRINCETON, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Princeton, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Harold R. Steppuhn
Business Address: Box 218
Princeton, MN 55371
Home Address: 605 - 6th Street South
Princeton, MN 55371

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 25th day of July, 1984.

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CERTIFICATE OF THE CITY OF PRINCETON

I, Gregory S. Withers, the City Administrator of The City Of Princeton, do hereby certify that attached hereto is a copy of the Resolutions of the City Council, adopted at a meeting held on July 26, 1984. Such Resolutions have not been altered or amended since that date, and are in full force and effect as of the date hereof.

Dated: September 20, 1984

THE CITY OF PRINCETON

By _____
Gregory S. Withers
City Administrator

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RESOLUTIONS OF THE CITY COUNCIL
OF THE CITY OF PRINCETON, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY
AND APPROVING A RESOLUTION OF THE
PUBLIC UTILITIES COMMISSION

WHEREAS, the City of Princeton, Minnsota (the "City"), is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, this City Council has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this City Council desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination; and

WHEREAS, there has been presented to this meeting resolutions adopted by the Public Utilities Commission of the City (the "Utilities Resolution"), a copy of which is attached as Exhibit "A" hereto, which, among other things, approves the Southern Agency Agreement, appoints a Representative to Southern Minnesota and approves termination of United Minnesota.

NOW, THEREFORE, BE IT

RESOLVED by this City Council as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "city council" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. The appointment and selection of the initial Representative pursuant to the Utilities Resolution is hereby approved, ratified and confirmed and his or her rights, duties, powers and responsibilities shall be as set forth in the Utilities Resolution.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Utilities Resolution is hereby approved, ratified and confirmed in all respects.

Section 8. The Mayor or the City Clerk of the City is hereby authorized and directed to submit certified copies of this resolution and the Utilities Resolution to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 9. This resolution shall take effect immediately.

ADOPTED by the City Council of the City this 26th day of July, 1984.

Faith N. Zwemke, Mayor

ATTEST:

Myla Tollnie, Deputy Clerk

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Exhibit A

RESOLUTIONS OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF PRINCETON, MINNESOTA,
APPROVING MEMBERSHIP OF THE CITY IN
SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY,
APPOINTING A REPRESENTATIVE
AND APPROVING TERMINATION OF
UNITED MINNESOTA MUNICIPAL POWER AGENCY

WHEREAS, the City of Princeton, Minnesota (the "City") is a member of United Minnesota Municipal Power Agency ("United Minnesota"), a municipal power agency formed under Chapter 453, Minnesota Statutes (the "Act"); and

WHEREAS, This Public Utilities Commission has approved an Agreement of Combination dated as of June 1, 1984 (the "Agreement of Combination"), between Southern Minnesota Municipal Power Agency ("Southern Minnesota"), United Minnesota and the Cities of Grand Marais, Litchfield, Mora, North Branch and Princeton, Minnesota (collectively, the "United Cities"), which sets forth the terms of a proposed combination of Southern Minnesota and the United Cities and termination of United Minnesota; and

WHEREAS, Section 9(A) of the Agency Agreement dated as of April 1, 1977, creating Southern Minnesota (the "Southern Agency Agreement"), authorizes any city organized and existing under the laws of the State of Minnesota or a city charter adopted pursuant thereto and authorized by or pursuant to such laws or charter to engage in the local distribution and sale of electric energy to become a party to the Southern Agency Agreement and a member of Southern Minnesota; and

WHEREAS, this Public Utilities Commission desires to request the admission of the City as a member of Southern Minnesota upon the terms set forth in the Agreement of Combination;

NOW, THEREFORE, BE IT HEREBY

RESOLVED by this Public Utilities Commission as follows:

Section 1. It is hereby found, determined and declared that:

(A) the City is authorized 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

(B) this body is the "governing body" of the City within the meaning of the Act; and

(C) the City desires to become a member of Southern Minnesota.

Section 2. The membership and participation of the City in Southern Minnesota is hereby authorized, approved, ratified and

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confirmed. The City hereby requests to become a member of Southern Minnesota.

Section 3. The Southern Agency Agreement is hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of the Southern Agency Agreement.

Section 4. The By-laws of Southern Minnesota are hereby approved in the form presented to this meeting and the City hereby agrees to the provisions of such By-laws.

Section 5. In accordance with the Act and the Southern Agency Agreement, the following person is hereby appointed as the initial Representative of the City to Southern Minnesota:

Name: Harold R. Steppuhn
Business Address: Box 218
Princeton, MN 55371
Home Address: 605 - 6th Street South
Princeton, MN 55371

The Representative and any successor Representative appointed in accordance with the Southern Agency Agreement shall exercise all of the rights, duties, powers and responsibilities of the City as a member of Southern Minnesota on behalf of the City in accordance with the provisions of the Act, the Southern Agency Agreement and the By-laws of Southern Minnesota as then in effect.

Section 6. The termination of the Agency Agreement dated as of October 1, 1977, creating United Minnesota, is hereby approved, effective upon completion of the combination described in the Agreement of Combination and the satisfaction of all other obligations of United Minnesota described therein, all as determined by the United Minnesota Board of Directors. The proper officials of the City are hereby authorized and directed to take all actions which they may deem necessary or desirable in connection with the liquidation of the business of United Minnesota and the termination of United Minnesota, including without limitation the execution and delivery of an agreement of termination of United Minnesota in a form approved by the United Minnesota Board of Directors.

Section 7. The Chairman of this Public Utilities Commission is hereby authorized and directed to submit this resolution to the City Council of the City for its concurrence and upon such concurrence certified copies of this resolution and the resolution of the City Council shall be submitted to the Boards of Directors of Southern Minnesota and United Minnesota.

Section 8. This resolution shall take effect immediately.

ADOPTED by the Public Utilities Commission of the City this 25th day of July, 1984.

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STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 20 day of Sept A. D. 1984, at 4:30 o'clock P M, and was duly recorded in Book V-62 of Incorporations, on page 120

Secretary of State

CERTIFICATE OF TRANSCRIPT — N.U.Publ. V6, New Ulm, Minn.

MPA-3

State of Minnesota,
COUNTY OF BROWN
CITY OF NEW ULM } ss.

Certificate of Transcript 1[illegible]

I, Sherri J. Notch, City Clerk of the City of New Ulm in said county and state, do hereby certify that I have carefully compared the annexed copies of

Of the Public Utilities Commission Resolution providing for the withdrawal of the City of New Ulm from Southern Minnesota Municipal Power Agency and the termination of membership of the City of New Ulm therein

with the original records and files in my office, and that the same is a true and correct copy thereof and of the whole of said original records.

Witness my hand and the seal of said city at New Ulm, Minn., this 23rd day of May A. D. 19 86

City Clerk

1.150

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF NEW ULM, MINNESOTA
PROVIDING FOR THE WITHDRAWAL OF THE CITY OF NEW ULM
FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
AND THE TERMINATION OF MEMBERSHIP
OF THE CITY OF NEW ULM THEREIN

Commissioner Gregg offered the following resolution and moved its adoption:

WHEREAS, the City of New Ulm is a member of Southern Minnesota Municipal Power Agency (the "Agency"); and

WHEREAS, it is determined and declared that it is in the best interests of the City of New Ulm that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE, BE IT RESOLVED, BY THE MEMBERS OF THE PUBLIC UTILITIES COMMISSION OF THE CITY OF NEW ULM, MINNESOTA, AS FOLLOWS:

1. This Commission hereby expresses its desire to withdraw the membership of the City of New Ulm in the Agency and hereby requests the same.

2. It is hereby directed that certified copies of this resolution shall be transmitted to the City Council of the City of New Ulm so that a similar resolution may be adopted by the City Council and any other appropriate action may be taken and that certified copies hereof and of such City Council resolution shall be filed with the Board of Directors of the Agency and with the Secretary of State of the State of Minnesota.

The motion for the adoption of the foregoing resolution was duly seconded by Commissioner Wilson and, the roll being called, the following vote was recorded:

Voting Aye: Commissioners Gregg, Warta, Wilson, and President Marti

Voting Nay: None.

Not Voting: Commissioner Kuehner (absent).

Whereupon said resolution was declared to have been duly adopted this 24th day of September, 1985.

President of the Public Utilities Commission

Attest:

Secretary

CERTIFICATE OF TRANSCRIPT — N.U.Publ. V6. New Ulm. Minn.

State of Minnesota,
COUNTY OF BROWN,
CITY OF NEW ULM
} ss.

Certificate of Transcript

1151

I, Sherri J. Notch, City Clerk of the City of New Ulm in said county and state, do hereby certify that I have carefully compared the annexed copies of

RESOLUTION 85-166

with the original records and files in my office, and that the same is a true and correct copy thereof and of the whole of said original records.

Witness my hand and the seal of said city at New Ulm, Minn., this 23rd day of May A. D. 1986

Sherri J. Notch
City Clerk

RESOLUTION NO. 85-166

RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF NEW ULM, MINNESOTA
PROVIDING FOR THE WITHDRAWAL OF THE CITY OF NEW ULM
FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
AND THE TERMINATION OF MEMBERSHIP
OF THE CITY OF NEW ULM THEREIN

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF NEW ULM, MINNESOTA, AS FOLLOWS:

WHEREAS, the Public Utilities Commission of the City of New Ulm, Minnesota, has duly adopted a resolution dated the 1st day of October, 1985, requesting withdrawal of the City of New Ulm from Southern Minnesota Municipal Power Agency (the "Agency"), and directing the transmittal of certified copies of said resolution to the City Council of the City of New Ulm for additional and appropriate action; and

WHEREAS, it is determined and declared that it is in the best interests of the City of New Ulm that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE:

1. The City of New Ulm hereby expresses its desire to withdraw its membership in the Agency and hereby requests the same.

2. It is hereby directed that this resolution shall be executed by the President and Clerk of the City Council immediately upon the adoption hereof and that certified copies hereof and of the resolution of the Public Utilities Commission shall be filed with the Board of Directors of the Agency and with the Secretary of State of Minnesota and that all other actions necessary to accomplish full and final termination of membership of the City of New Ulm in the Agency shall be taken without further action by the City Council.

Adopted this 1st day of October, 1985.

President of the City of
New Ulm City Council

Attest:
Clerk of the City of New Ulm

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 3 1986
Secretary of State

MPA-3

2325

CERTIFICATE OF CHANGE OF LOCATION OF
REGISTERED OFFICE
FOR A
MUNICIPAL POWER AGENCY

Southern Minnesota Municipal Power Agency (the "Agency") was created pursuant to Chapter 453, Minnesota Statutes, and an Agency Agreement dated as of April 1, 1977 between the original members of the Agency (the "Agency Agreement"). The Agency Agreement was filed with the Secretary of State of Minnesota on June 1, 1977, and a Certificate of Incorporation was issued on June 2, 1977.

Section 7 of the Agency Agreement states tnat the Registered Office of the Agency was 506 First Avenue N.E., Rochester, Minnesota 55901. By a Certificate of Change of Location of Registered Office for a Municipal Power Agency filed with the Secretary of State of Minnesota on October 1, 1981, the Registered Office was changed to 1440 Valley High Drive, Rochester, Minnesota 55901, and by a Certificate of Change of Location of Registered Office for a Municipal Power Agency filed with the Secretary of State of Minnesota on October 8, 1982, the Registered Office was changed to Suite 400, 21 First Street S.W., Rochester, Minnesota 55901.

In accordance with Section 7 of the Agency Agreement and Section 453.53(5), Minnesota Statutes, the Board of Directors of the Agency on October 10, 1986, changed the location of the Registered Office, effective as of that date, to:

500 First Avenue S.W.
Rochester, Minnesota 55902.

This document constitutes the "certificate of change of location of registered office" within the meaning of Section 453.53(5), Minnesota Statutes.

9720.17

Date: October 13, 1986

SOUTHERN MINNESOTA MUNICIPAL
POWER AGENCY

By _____
Pierre J. Heroux
Executive Director

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 16 1986

Joan Anderson Growe
Secretary of State

MPA-3

4223

CERTIFICATE

I, DENNIS NELSON, the duly appointed secretary of the Public Utilities Commission of the City of Windom, Minnesota, do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by said Public Utilities Commission at a meeting duly held on JAN 12, 1988, 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 supplemented, amended or rescinded and is in full force and effect on the date hereof.

Date: JAN 22 1988

Secretary
Public Utilities Commission

4224

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF WINDOM, MINNESOTA
PROVIDING FOR THE WITHDRAWAL OF THE CITY OF WINDOM
FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
AND THE TERMINATION OF MEMBERSHIP
OF THE CITY OF WINDOM THEREIN

BE IT RESOLVED BY THE PUBLIC UTILITIES COMMISSION OF THE CITY OF WINDOM, MINNESOTA, AS FOLLOWS:

WHEREAS, the City of Windom, Minnesota, is a member of Southern Minnesota Municipal Power Agency, a Minnesota municipal power agency formed under Chapter 453, Minnesota Statutes (the "Agency"); and

WHEREAS, it is determined and declared that it is in the best interests of the City of Windom that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE:

1. The City of Windom hereby expresses its desire to withdraw its membership in the Agency and hereby requests the same.

2. It is hereby directed that certified copies of this resolution shall be forwarded to the City Council of the City of Windom for additional and appropriate action and that certified copies of this resolution and the resolution of the City Council shall be filed with the Board of Directors of the Agency and with the Secretary of State of Minnesota and that all other actions necessary to accomplish full and final termination of membership of the City of Windom in the Agency shall be taken.

Adopted this 12TH day of JAN., 1983.

CERTIFICATE

I, DENNIS NELSON, the duly appointed City Clerk of the City of Windom, Minnesota, do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by the Windom City Council at a meeting duly held on JAN. 19, 1988, 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 supplemented, amended or rescinded and is in full force and effect on the date hereof.

Date: JAN 22, 1988

City Clerk
Windom, Minnesota

RESOLUTION #3-88

INTRODUCED: Freking
SECONDED: Armstrong
VOTED: Aye-Armstrong, Messer, Schwalbach, Freking, Otto; Nay-none.

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WINDOM, MINNESOTA PROVIDING FOR THE WITHDRAWL OF THE CITY OF WINDOM FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE TERMINATION OF MEMBERSHIP OF THE CITY OF WINDOM THEREIN

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WINDOM, MINNESOTA AS FOLLOWS:

WHEREAS, the Public Utilities Commission of the City of Windom, Minnesota, has duly adopted a resolution dated January 12th, 1988, requesting withdrawl of the City of Windom from Southern Minnesota Municipal Power Agency (the "Agency"); and directing the transmittal of certified copies of said resolution to the City Council of the City of Windom for additional and appropriate action; and

WHEREAS, it is determined an declared that it is in the best interests of the City of Windom that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE:

1. The City of Windom hereby expresses its desire to withdraw its membership in the Agency and hereby requests the same.

2. It is hereby directed that this resolution shall be executed by the Mayor of the City Council and the City Clerk of the City of Windom immediately upon the adoption hereof and certified copies hereof and of the resolution of the Public Utilities Commission shall be filed with the Board of Directors of the Agency and with the Secretary of State of Minnesota and that all other actions necessary to accomplish full and final termination of membership of the City of Windom in the Agency shall be taken without further action by the City Council.

Adopted this 19th day of January, 1988.

John L Geller SR
Mayor
City Council of the
City of Windom

Attest: Joyce Lefler
City Clerk of the
City of Windom

1227

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 23 1988

Joan Anderson Growe
Secretary of State

MPA-3

4135

CERTIFICATE

I, Monte Rohman, the duly appointed City Clerk-Treasurer of the City of Truman, Minnesota, do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by the Truman City Council at a meeting duly held on December 21, 1987, 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 supplemented, amended or rescinded and is in full force and effect on the date hereof.

Date: 1-14-88

Monte Rohman

City Clerk-Treasurer

Truman, Minnesota

RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF TRUMAN, MINNESOTA
PROVIDING FOR THE WITHDRAWAL OF THE CITY OF TRUMAN
FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
AND THE TERMINATION OF MEMBERSHIP
OF THE CITY OF TRUMAN THEREIN

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF TRUMAN, MINNESOTA, AS FOLLOWS:

WHEREAS, the Public Utilities Commission of the City of Truman, Minnesota, has duly adopted a resolution dated December 7, 1987, requesting withdrawal of the City of Truman from Southern Minnesota Municipal Power Agency (the "Agency"), and directing the transmittal of certified copies of said resolution to the City Council of the City of Truman for additional and appropriate action; and

WHEREAS, it is determined and declared that it is in the best interests of the City of Truman that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE:

1. The City of Truman hereby expresses its desire to withdraw its membership in the Agency and hereby requests the same.

2. It is hereby directed that this resolution shall be executed by the President of the City Council and the City Clerk-Treasurer of the City of Truman immediately upon the adoption hereof and that certified copies hereof and of the resolution of the Public Utilities Commission shall be filed with the Board of Directors of the Agency and with the Secretary of State of Minnesota and that all other actions necessary to accomplish full and final termination of membership of the City of Truman in the Agency shall be taken without further action by the City Council.

Adopted this 21st day of December, 1987.

Richard R. Lee
President
City Council of the
City of Truman

Attest:
Monte Rahman
City Clerk-Treasurer of the
City of Truman

STATE OF MINNESOTA
FILED
MAR 22 1988

MPA-3

4135

CERTIFICATE

I, Harley H. Bettin, the duly appointed secretary of the Public Utilities Commission of the City of Truman, Minnesota, do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by said Public Utilities Commission at a meeting duly held on December 7, 1987, 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 supplemented, amended or rescinded and is in full force and effect on the date hereof.

Date: 1-14-88

Harley H. Bettin
Secretary
Public Utilities Commission

F 4136

RESOLUTION OF THE PUBLIC UTILITIES COMMISSION
OF THE CITY OF TRUMAN, MINNESOTA
PROVIDING FOR THE WITHDRAWAL OF THE CITY OF TRUMAN
FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
AND THE TERMINATION OF MEMBERSHIP
OF THE CITY OF TRUMAN THEREIN

BE IT RESOLVED BY THE PUBLIC UTILITIES COMMISSION OF THE CITY OF TRUMAN, MINNESOTA, AS FOLLOWS:

WHEREAS, the City of Truman, Minnesota, is a member of Southern Minnesota Municipal Power Agency, a Minnesota municipal power agency formed under Chapter 453, Minnesota Statutes (the "Agency"); and

WHEREAS, it is determined and declared that it is in the best interests of the City of Truman that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE:

1. The City of Truman hereby expresses its desire to withdraw its membership in the Agency and hereby requests the same.

2. It is hereby directed that certified copies of this resolution shall be forwarded to the City Council of the City of Truman for additional and appropriate action and that certified copies of this resolution and the resolution of the City Council shall be filed with the Board of Directors of the Agency and with the Secretary of State of Minnesota and that all other actions necessary to accomplish full and final termination of membership of the City of Truman in the Agency shall be taken.

Adopted this Seventh day of December, 1987.

STATE OF MINNESOTA
FILED

MAR 22 1988

MPA-3

4352

CERTIFICATE OF RECORDING OFFICER

The undersigned duly qualified and acting City Clerk of the City of Springfield does hereby certify: That the attached is a true and correct copy of the Public Utilities Commission resolution adopted on December 13, 1979 and the City Council resolution adopted on December 18, 1979, and further, that both of these resolutions approving withdrawal from Southern Minnesota Municipal Power Agency have been fully recorded in the journal of proceedings and records in my office.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of March, 1988.

Marian J. Schwieger

Marian J. Schwieger, City Clerk
City of Springfield, Minnesota

RESOLUTION OF SPRINGFIELD PUBLIC UTILITIES
COMMISSION OF THE CITY OF SPRINGFIELD, MINNESOTA
REQUESTING WITHDRAWAL FROM SOUTHERN MINNESOTA
MUNICIPAL POWER AGENCY

BE IT RESOLVED BY THE MEMBERS OF THE SPRINGFIELD PUBLIC UTILITIES COMMISSION OF THE CITY OF SPRINGFIELD as follows:

That membership in the Southern Minnesota Municipal Power Agency be withdrawn and that the City Council approve said withdrawal and that both the City Council and the Public Utilities Commission notify the Southern Minnesota Municipal Power Agency of the request to withdrawal and submit certified copies thereto so that the withdrawal may be granted, pursuant to the terms of the agreement between the City of Springfield and the Southern Minnesota Municpal Power Agency and that certified copies be submitted to the Board of Directors of the Southern Minnesota Municipal Power Agency and the Secretary of State.

Adopted this 13 day of [illegible], 1979.

Public Utilities Commission

P. J. Schmidt

By: P. J. Schmidt, Chairman

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SPRINGFIELD, MINNESOTA, REQUESTING WITHDRAWAL FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND APPROVING RESOLUTION OF SPRINGFIELD PUBLIC UTILITIES COMMISSION REQUESTING WITHDRAWAL FROM THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SPRINGFIELD, BROWN COUNTY, MINNESOTA, as follows:

WHEREAS, the City of Springfield, by resolution of the City Council April 19, 1977, approved the creation of the Southern Minnesota Municipal Power Agency and the membership of the City of Springfield in such agency, and,

WHEREAS, it has been determined by the City Council of the City of Springfield that continued membership in the Southern Minnesota Municipal Power Agency is no longer desirable for the residents of the City of Springfield, and,

WHEREAS, the Public Utilities Commission of the City of Springfield has approved a resolution requesting withdrawal from the Southern Minnesota Municipal Power Agency, and,

WHEREAS, it appears to be in the best interests of the residents of the City of Springfield that the City withdraw from said power agency,

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SPRINGFIELD, BROWN COUNTY, MINNESOTA, That the City request by this resolution, the right to withdraw from the Southern Minnesota Municipal Power Agency pursuant to the right granted in the agency agreement and that said resolution be by certified copy submitted to the Board of Directors of Southern Minnesota Municipal Power Agency and the Secretary of State. Further, that the resolution passed by the Public Utilities Commission requesting withdrawal from the Southern Minnesota Municipal Power Agency be and the same hereby is approved.

Dated this 18 day of DEC., 1979.

Don Lindley

Don Lindley, Mayor

Attest:

P. H. Solyntjes

P. H. Solyntjes, City Clerk

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 23 1988 F

Joan Anderson Growe
Secretary of State

MPA-3

1475

CERTIFICATE

I, Donna Nelson, the duly appointed secretary of the Board of Public Works of Blue Earth do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by said Board of Public Works at a meeting held on the 15th day of October, 1979, 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 of Blue Earth this 15 day of October, 1979.

Donna Nelson

Donna Nelson, Secretary
Blue Earth Board of Public Works

RESOLUTION OF THE BOARD OF PUBLIC WORKS OF THE CITY OF BLUE EARTH, MINNESOTA, PROVIDING FOR WITHDRAWAL OF THE CITY OF BLUE EARTH FROM THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE TERMINATION OF MEMBERSHIP OF THE CITY OF BLUE EARTH THEREIN

BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF PUBLIC WORKS OF THE CITY OF BLUE EARTH, MINNESOTA AS FOLLOWS:

Section I.

It is found and declared that heretofore by appropriate action of this Board and of the City of Blue Earth resolutions were duly adopted making the City of Blue Earth a member of the Southern Minnesota Municipal Power Agency.

Section II.

It is further found, determined and declared that it is the request of this Board and the desire of said Board acting on behalf of the City of Blue Earth that such membership be terminated forthwith in accordance with the agency agreement and the provisions of the laws of the State of Minnesota relating thereto.

Section III.

It is directed that this resolution be transmitted to the City Council of the City of Blue Earth for further appropriate action and that certified copies thereof be furnished to the City Council of the City of Blue Earth so that a similar resolution may be adopted by the City Council of the City of Blue Earth and both transmitted to the agency and filed with the said Southern Minnesota Municipal Power Agency and with the Secretary of State of the State of Minnesota.

Adopted this 15 day of October, 1979.

John Breen
President
Blue Earth Board of Public Works

CERTIFICATE

I, David Childs, the duly appointed City Clerk of the City of Blue Earth do hereby certify that attached hereto is a true and correct copy of a resolution duly adopted by the Blue Earth City Council at a meeting duly held on this 6th day of November, 1979, 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 Blue Earth City Council this 6thday of November, 1979.

David M. Childs

David Childs
City Clerk
Blue Earth, Minnesota

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BLUE EARTH, MINNESOTA PROVIDING FOR WITHDRAWAL OF THE CITY OF BLUE EARTH FROM THE SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY AND THE TERMINATION OF MEMBERSHIP OF THE CITY OF BLUE EARTH THEREIN

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BLUE EARTH, MINNESOTA AS FOLLOWS:

Section I.

It is hereby recited that heretofore the Board of Public Works of the City of Blue Earth, Minnesota had duly adopted a resolution dated the 15th day of October, 1979 requesting withdrawal of the City of Blue Earth from the Southern Minnesota Municipal Power Agency and directing the transmittal of a copy of said resolution to the City Council of the City of Blue Earth for additional and appropriate action.

Section II.

It is further found, determined and declared that it is in the best interests of the City of Blue Earth that its membership in said association be terminated forthwith in accordance with the agency agreement and the provisions of the laws of the State of Minnesota relating thereto.

Section III.

It is directed that this resolution be transmitted forthwith to the Southern Minnesota Municipal Power Agency in accordance with the agency agreement and for the purpose of receiving notice from such agency forthwith of any legal obligation arising from assessments unpaid which the said City of Blue Earth will be required to pay by reason of such withdrawal. It is further found and declared that if such legal obligation shall exist, it shall be paid to the Southern Minnesota Municipal Power Agency forthwith so that upon filing of certified copies of this resolution the termination of membership of the City of Blue Earth shall be fully effective.

Section IV.

It is directed that this resolution be executed immediately upon the adoption thereof by the President and Clerk of said City Council, and that certified copies thereof be filed forthwith with the Southern Minnesota Municipal Power Agency and with the Secretary of State of Minnesota and that all other actions necessary and reasonable to accomplish full and final termination of membership in said Southern Minnesota Municipal Power Agency be taken without further action by the said City Council.

Adopted this 6th day of November, 1979.

Mayor of the City of Blue Earth

Attest:

David M. Childs

Clerk of the City of Blue Earth

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUL 11 1988

Joan Anderson Growe

Secretary of State

MPA-3

RESOLUTION NO. 16-88

RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF SLEEPY EYE, MINNESOTA
PROVIDING FOR THE WITHDRAWAL OF THE CITY OF SLEEPY EYE
FROM SOUTHERN MINNESOTA MUNICIPAL POWER AGENCY
AND THE TERMINATION OF MEMBERSHIP
OF THE CITY OF SLEEPY EYE THEREIN

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SLEEPY EYE, MINNESOTA, AS FOLLOWS:

WHEREAS, the Public Utilities Commission of the City of Sleepy Eye, Minnesota, has duly adopted a resolution dated November 14, 1978, resolving to withdraw the City of Sleepy Eye from Southern Minnesota Municipal Power Agency (the "Agency"); and

WHEREAS, it is determined and declared that it is in the best interests of the City of Sleepy Eye that its membership in the Agency be terminated forthwith in accordance with the Agency Agreement which established the Agency and the laws of the State of Minnesota relating thereto;

NOW, THEREFORE:

1. The City of Sleepy Eye hereby expresses its desire to withdraw its membership in the Agency and hereby requests the same.

2. It is hereby directed that this resolution shall be executed by the Mayor and the City Clerk of the City of Sleepy Eye immediately upon the adoption hereof and that certified copies hereof and of the resolution of the Public Utilities Commission shall be filed with the Board of Directors of the Agency and with the Secretary of State of Minnesota and that all other actions necessary to accomplish full and final termination of membership of the City of Sleepy Eye in the Agency shall be taken without further action by the City Council.

Adopted this 5th day of July, 1988.

Mayor
City of Sleepy Eye

Attest: Edward Tremel
City Clerk of the
City of Sleepy Eye

EXTRACT OF MINUTES

The following is an extract from the minutes of the Regular Meeting of the City of Sleepy Eye Public Utility Commission held on the 14th day of November, 1978. Charman Pro tem Mielke and Commission members Riedl, Pedersen and Beech were in attendance. Also present were Superintendent Groebner and City Councilman Schotzko.

"Membership and dues for Southern Minnesota Municipal Power Agency came up for discussion. Commissioner Riedl moved to withdraw membership with SMMPA. The motion had a second of Commissioner Beech and carried. Ayes: 4. Nayes: 0."

STATE OF MINNESOTA)
COUNTY OF BROWN) SS
CITY OF SLEEPY EYE)

I, David H. Logue, being duly appointed and acting Superintendent for the City of Sleepy Eye, Minnesota Public Utilities Commission do hereby certify that the above and foregoing extract of minutes is a true and correct copy of the original minutes of the meeting.

Witness my hand and seal this 22nd day of March, 1988.

Deborah J. Brandl
Notary Public—Minnesota
Brown County
My Comm. Exp. 10-23-91

Deborah J. Brandl

David H. Logue
Superintendent of Utilities
Sleepy Eye, Minnesota

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 1 1988

Joan Anderson Growe
Secretary of State