

McGRANN SHEA CARNIVAL STRAUGHN & LAMB, CHARTERED  
ATTORNEYS AT LAW

WILLIAM R. MCGRANN  
DOUGLAS M. CARNIVAL  
KATHLEEN M. LAMB  
JOHN R. SCHULZ  
BRIAN L. SOBOL  
SCOTT B. CROSSMAN  
CARLA J. PEDERSEN

JOSEPH T. BAGNOLI  
ROGER J. STELLJES  
JEFFREY C. URBAN  
KATHLEEN MICHAELA BRENNAN  
CARL S. WOSMEK  
AMY L. COURT  
CHRISTY E. LAWRIE

MATTHEW W. BUCKLEY  
OF COUNSEL  
ROBERT O. STRAUGHN  
PETER L. COOPER  
ANDREW J. SHEA  
(1938-2018)

May 8, 2019

VIA MESSENGER

Honorable Steve Simon  
Minnesota Secretary of State  
**Attn: Official Documents**  
180 State Office Building  
100 Rev. R. Martin Luther King, Jr. Blvd.  
St. Paul, MN 55155

Re: City of Delano – Notice of Withdrawal from Central Minnesota Municipal  
Power Agency (d/b/a Central Municipal Power Agency Services CMPAS)  
Our File No.: 60220-004

Dear Madam or Sir:

On behalf of the City of Delano (the "City") and the Water, Light, and Power Commission of the City of Delano ("DMU"), I enclose, for filing, a certified copy of the Joint Resolution of the City and DMU reflecting withdrawal as a member of the Central Minnesota Municipal Power Agency (d/b/a Central Municipal Power Agency Services CMPAS).

I also enclose a copy of the documents presented for filing. If you would, please return the copies to me, together with your documentation that the filing process has been completed. I enclose a self-addressed, stamped envelope for your convenience.

If you have any questions or need any additional information, please do not hesitate to contact me at (612)338-2525 or [kmb@mcgrannshea.com](mailto:kmb@mcgrannshea.com).

Sincerely,

  
Kaela Brennan

Enclosures

cc (w/ encl.) (via email):

Richard A. Heinemann, Esq.  
Mark Johnson, Esq.  
Phil Kern  
Paul Twite

193990

also; 1001533



JOINT RESOLUTION NO. R-19-13

OF THE CITY OF DELANO, WRIGHT COUNTY, MINNESOTA and  
THE WATER, LIGHT, AND POWER COMMISSION OF THE CITY OF DELANO

**Authorizing the Withdrawal as a Member of the Central Minnesota Municipal  
Power Agency, Transmitting the Notice to the Agency and the Minnesota  
Secretary of State, and the Termination of the Market Participant Agreement and  
the Additional Services Agreement.**

BACKGROUND RECITALS

WHEREAS, on or about July 1, 1987, the City of Delano (the "City") became a member of the Central Minnesota Municipal Power Agency (the "Agency") after the approval of the City Council and the Water, Light, and Power Commission of the City of Delano ("Delano Municipal Utilities" or "DMU"); and

WHEREAS, the Agency was formed through an Agency Agreement originally adopted July 1, 1987, Restated as of January 15, 1997, with a Second Restatement as of August 11, 2004, a Third Restatement as of May 24, 2006, and a Fourth Restated Agency Agreement dated as of January 13, 2010 (the "Agency Agreement"); and

WHEREAS, since the City became a member of the Agency, the City and DMU have entered a number of agreements relating to power supply and certain services and arrangements, including the CMMPA/Participant Market Participant Agreement between Central Minnesota Municipal Power Agency and Delano, Minnesota dated October 1, 2008 (the "Market Participant Agreement") concerning the Agency providing MISO services to the City of Delano, and the Agreement for Additional Services between Central Minnesota Municipal Power Agency and the City of Delano, Minnesota dated October 1, 2008 (the "Additional Services Agreement") concerning the Agency providing various services such as generating capacity planning reserves, sale of excess capacity, and renewable energy requirements; and

WHEREAS, the City and DMU have been evaluating their role as a member of the Agency. Since the Agency was created in 1987, the energy markets have changed dramatically. The Midcontinent Independent System Operator ("MISO"), a not-for-profit member-based regional transmission organization, has been established and its role expanded. According to MISO, it "manages approximately 65,000 miles of high-voltage transmission and 200,000 megawatts of power-generating resources across its footprint" as well as providing "an independent platform for efficient regional energy markets" and "foster[ing] wholesale electric competition" since 2001. MISO has affected the nature of energy services, as well as energy costs. These changes have reduced the need for third parties to provide services that the Agency currently provides. In addition, the market in recent years has expanded in terms of a diversity of energy sources, with potential cost

savings. Mindful of cost-efficiency and reliability for its customers, the City and DMU desire to fully explore alternative arrangements, all for the benefit of their customers; and

WHEREAS, the Agency Agreement requires filing notice of its intent to withdraw from the Agency through a written resolution of the governing bodies. The Market Participant Agreement and the Additional Services Agreement also require written notice of the intent to terminate the respective agreements.

### RESOLUTION

NOW THEREFORE, BE IT RESOLVED, by the City of Delano and the Water, Light, and Power Commission of the City of Delano, that they have determined to withdraw from the Central Minnesota Municipal Power Agency, to provide notice of this withdrawal, and to provide notice of termination of the Market Participant Agreement and the Additional Services Agreement.

BE IT FURTHER RESOLVED, that the respective officials and staff of the City and DMU are hereby authorized and directed to work with legal counsel to transmit this resolution to the Board of the Central Minnesota Municipal Power Agency and to the Minnesota Secretary of State, as evidence of the intent to withdraw from the Agency.

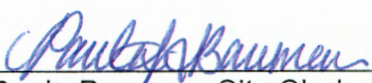
BE IT FURTHER RESOLVED, that the respective officials and staff of the City and DMU are hereby authorized to take such actions as are necessary or convenient to effectuate the intent of this resolution.

Adopted by the Delano City Council and the Water, Light, and Power Commission of the City of Delano the 30<sup>th</sup> day of April, 2019.

CITY OF DELANO

By:   
Dale J. Graunke, Mayor

Attest:

By:   
Paula Bauman, City Clerk

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

By:   
Randy Keranen, Vice Chair

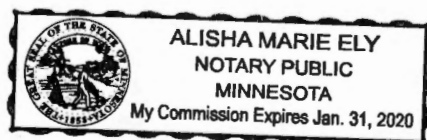
Attest:

By:   
Jason Franzen, Secretary

CERTIFIED COPY

STATE OF MINNESOTA     )  
                                      ) ss  
COUNTY OF WRIGHT     )

The undersigned, a Notary Public in and for the State of Minnesota, hereby certifies that (1) the foregoing resolution is a correct copy of Joint Resolution No. R-19-13 of the City of Delano, Wright County, Minnesota and the Water, Light, and Power Commission of the City of Delano, and (2) the signatories to the Joint Resolution, on behalf of the City of Delano, Wright County, Minnesota, Dale J. Graunke, Mayor, and Paula Bauman, City Clerk, are known to be the individuals described in and who executed the foregoing resolution.



Subscribed and sworn to before me  
this 6<sup>th</sup> day of May, 2019.

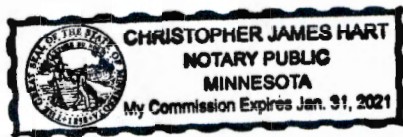
Alisha Marie Ely  
Notary Public



CERTIFIED COPY

STATE OF MINNESOTA       )  
  ) ss  
COUNTY OF WRIGHT       )

The undersigned, a Notary Public in and for the State of Minnesota, hereby certifies that (1) the foregoing resolution is a correct copy of Joint Resolution No. R-19-13 of the City of Delano, Wright County, Minnesota and the Water, Light, and Power Commission of the City of Delano, and (2) the signatories to the Joint Resolution, on behalf of the Water, Light, and Power Commission of the City of Delano, Randy Keranen , Vice Chair, and Jason Franzen, Secretary, are known to be the individuals described in and who executed the foregoing resolution.



Subscribed and sworn to before me  
this 7<sup>th</sup> day of May, 2019.

Christopher Hart  
Notary Public