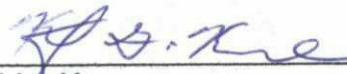


IN WITNESS WHEREOF, the City of Windom has executed this Fourth Restated Agency Agreement this 3rd day of March, 2010


CITY OF WINDOM, MINNESOTA

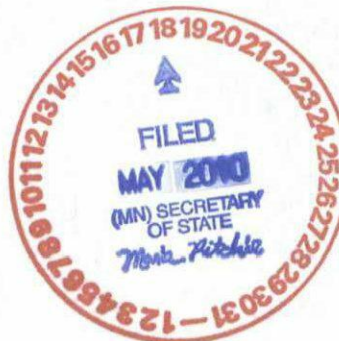
By 
Kirby Kruse, Its Mayor

By 
Steve Nasby, Its City Administrator

WINDOM UTILITIES COMMISSION

By 
Michael Schwalbach, Its President

By 
Chris Johnson, Its Secretary



1002521 **A**

RESOLUTION #2010-05

INTRODUCED: Messer

SECONDED: Maricle

VOTED: Aye: Powers, Ray, Maricle and Messer
Nay: None
Absent: Fast

RESOLUTION AMENDING CENTRAL MINNESOTA MUNICIPAL POWER AGENCY (CMMPA) AGENCY AGREEMENT

BE IT RESOLVED by the City Council of the City of Windom, Minnesota (hereinafter referred to as "City") as follows:

Section 1: It is hereby determined that it is in the best interest of the City to enter into the Amendment of the Agency Agreement entitled the "Fourth Restated Agency Agreement" with the Central Minnesota Municipal Power Agency (hereinafter the "Agency") and authorize the City's continued participation in the Agency.

Section 2: The City hereby approves the amendment of the Agency Agreement in the form of the Fourth Restated Agency Agreement.

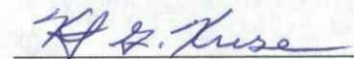
Section 3: The Resolution of the Windom Utility Commission approving the amendment of the Agency Agreement as set out in the Fourth Restated Agency Agreement is hereby approved and the City shall continue its membership in the Agency. The Mayor is hereby authorized and directed to execute the Fourth Restated Agency Agreement on behalf of the City, the same to be exclusively evidenced by such execution and the City Administrator is hereby authorized and directed to affix thereon the seal of the City and to attest thereto.

Adopted this 2nd day of March, 2010.

Attest:



Steve Nasby, City Administrator


Kirby G. Kruse, Mayor

CERTIFICATE

I, Steve Nasby, the City Administrator of the City of Windom, do hereby certify that attached hereto is a true and correct copy of a supplemental resolution (other than the exhibits thereto) duly adopted by the City Council at a meeting duly held on the 2nd day of March 2010, 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 supplemental 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 3rd day of March, 2010.

CITY OF WINDOM



Steve Nasby, City Administrator