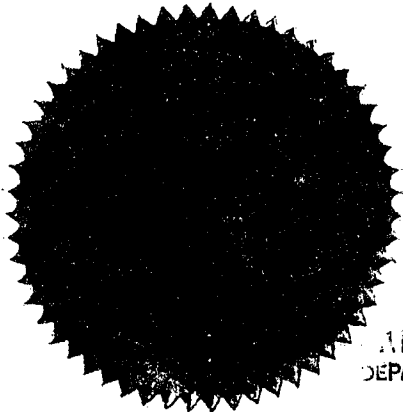


To All To Whom These Presents Shall Come, Greeting:

Whereas, a Certified copy of a resolution adopted by the Board of Commissioners of Redwood County has been filed for record in the office of the Secretary of State, on the 21st day of June, 1982, for the incorporation of the Minnesota Valley Regional Railroad Authority under and in accordance with the provisions of Chapter 616, Laws of Minnesota for 1980;

Now, Therefore, I, Joan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that, effective this date, the corporate existence was created for the above named regional railroad authority as a political subdivision and local government unit of Minnesota.

WITNESS my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this twenty-first day of June, in the year one thousand nine hundred and eighty-two.



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JAN 21 1983

Joan Anderson Grove
Secretary of State

FILED IN OFFICE OF
COUNTY AUDITOR
WOOD COUNTY MN

JOINT RESOLUTION FOR THE MINNESOTA VALLEY REGIONAL RAIL AUTHORITY

JUN 14 1982

The following Resolution was offered by Commissioner Pinske and seconded by Commissioner Frank.

WHEREAS, under the provisions of Minnesota Statutes 398A.01 to 398A.09 (Laws 1980, Chapter 616) the legislature of the State of Minnesota has authorized counties, using State and Federal aids as may be available, to organize by joint resolution for the purpose of preserving and improving local rail service for agriculture, industry, and passenger traffic when determined to be practical and necessary for the public welfare; and

WHEREAS, the counties of Carver, Redwood and Sibley, all bodies politic and corporate under the laws of the State of Minnesota, have determined that a regional rail authority acting under Laws 1980, Chapter 616, is necessary for the purpose of preserving and improving local railroad rights-of-way and that the preservation of such railroad rights-of-way is in the best interests of the public welfare; and

WHEREAS, the counties participating herein desire to establish an organization for the purpose of advancing the objectives and powers of Laws 1980, Chapter 616, and at the same time maintaining, to the extent feasible and practicable, the autonomy and authority of the participating counties herein; and

WHEREAS, notice of public hearings upon the adoption of this organizational resolution has been published in the official county newspaper of each of the participating counties and has been mailed to the governing body of each municipality within each of the participating counties, all at least 30 days before the hearings before the governing bodies of each of the counties, as required by Minnesota Statutes 398A.03, Subdivision 2;

NOW, THEREFORE, BE IT RESOLVED:

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
NOV 23 1982
James Andrew Howe
Secretary of State

34203

1. That the Minnesota Valley Regional Rail Authority is hereby established and organized under the Regional Railroad Authorities Act, Laws 1980, Chapter 616, as a political subdivision and local government unit of the State of Minnesota, to exercise thereunder part of the sovereign power of the State of Minnesota, and in conformity with the provisions of this resolution for the regulation of the business of the Authority.

2. That the participating counties adopting this organizational resolution are: Carver, Redwood and Sibley.

3. That the Board of Commissioners of the Authority shall consist of nine (9) members, each of which shall be a County Commissioner, and three (3) shall be appointed by the governing body of each County. The first Board of Commissioners of the Authority shall consist as follows:

Joseph F. Neaton	Carver	14715 22nd Street Watertown, MN. 55388
Wallace E. Ess	Carver	217 Walnut Street Chaska, MN. 55318
Earl F. Gnan	Carver	Norwood, MN. 55368
Floyd Hansvick	Redwood	Belview, MN. 56214
Robert Laughlin	Redwood	118 Sunrise Blvd. Redwood Falls, MN. 56283
Richard Jacobsen	Redwood	Morgan, MN. 56266
LeRoy Pinske	Sibley	102 E. Douglas Arlington, MN. 55307
Richard Hebeisen	Sibley	Box 76 Gaylord, MN. 55334
Melvin C. Wichelman	Sibley	507 E. Fourth Street Gibbon, MN. 55335

4. That the registered office of the Authority shall be situated in the City of Redwood Falls, Minnesota.

5. That neither the State of Minnesota, nor any county or counties or any other political subdivision is, or shall be, liable for obligations of the Authority.

6. That the Authority shall exercise such authority as provided in Minnesota Statutes Chapter 398 A, except as otherwise limited by the following additional provisions, in the regulation of the business of the Authority.

A. Each county shall be designated as a regional railroad service area with the territorial boundaries of the county and the serviced area coterminous.

B. The powers of the Minnesota Valley Regional Rail Authority shall apply, and the responsibilities shall be borne, equally within the territorial jurisdiction of such Authority, as provided in Laws 1980, Chapter 616, upon a majority vote of all members of the Authority, provided:

(1) that if authority is exercised to acquire or dispose of real property by purchase, gift, devise, condemnation, conditional sale, lease, lease purchase, or otherwise, to acquire or dispose of personal property of a value in excess of \$25,000.00, to issue bonds or other obligations however designated, to accept, contract for, or receive and disburse federal, state, or other funds or property, public or private, made available by loan, grant or lease, or to enter into any agreement authorized by Minnesota Statutes § 398A.04, Subdivision 9, such majority vote shall include at least one affirmative vote from each of the designated service areas;

(2) that before a service area can be included within the taxing district allowable under Laws 1980, Chapter 616, all commissioners serving on the Authority from the service area where the levy is to be made shall cast affirmative votes to allow the levy, and

(3) that the Authority shall not exercise its power to tax, pursuant to Minnesota Statutes § 398A.04, Subdivision 8, and as provided for herein, until a project feasibility study shall have been completed concerning the acquisition of the Chicago and Northwestern Transportation Company railroad right-of-way from its junction with the Chicago, Milwaukee, St. Paul and Pacific railroad trackage near the City of Norwood in the County of Carver to its termination point in the City of Madison in Lac Qui Parle County, and

(4) that the exercise of the powers as set forth in sub-paragraphs (1), (2), and (3), shall be done only after consultation with each county board represented by a service area.

Nothing herein shall be construed as preventing less than all of the service areas from constituting a taxing district under the provisions of paragraph 6C hereof.

C. Any service area within the territorial jurisdiction of the Minnesota Valley Regional Rail Authority may vote separately or jointly with any other service area to authorize the Authority to exercise the powers and bear the

responsibility on its behalf under the provisions of Laws 1980, Chapter 616. Where a separate service area or joint (and less than all) service areas elect the authority to act on its behalf, an affirmative vote of all of the commissioners of the service area or areas so electing shall be required.

D. In the event that paragraph 6C shall become operative, the powers of the Authority shall only be exercised, or extend to, the authorizing service area or areas, as if the affected county or counties had separately or jointly organized a Regional Rail Authority. No liability shall extend to any service area not voting to participate in any action permitted under Laws 1980, Chapter 616. The service areas voting to participate in any action or resolution shall defend, indemnify and hold the non-participating service areas, their commissioners, officers, agents, and volunteers and employees harmless from any claims, suits, damages, judgments or expense (including but not limited to attorneys fees) from any acts of omissions of any participating service area, its commissioners, officers, agents, volunteers and employees, whether such liability incurred as a result of the performance or non-performance of any such action or resolution.

E. Property acquired on behalf of, or for the benefit of, the service area or areas electing to act under paragraph 6C, shall be held, managed, controlled, sold, conveyed, leased or otherwise disposed of for the benefit of such service area or areas in accordance with the voting requirements contained therein. However, nothing in this organizing resolution shall prevent any other service area from later participating in the benefit of any property acquisition upon such terms and conditions as the acquiring service area or areas may determine.

F. This organizing resolution may be amended by resolution or joint resolution of the governing bodies of all counties named herein and the governing body of any additional county named in the amendment, which amendment shall be adopted at or after a hearing upon notice as required by the provision of Minnesota Statutes Chapter 398A.03, Subdivision 2 and Subdivision 4. Each amendment shall be adopted at or after hearing upon notice is required for this organizing resolution. Further, no amendment releasing a county from its obligation as a party named in the resolution shall be effective unless all covenants, agreements, mortgage liens, and other security given for bonds of the Authority have been discharged and satisfied by payment or otherwise in accordance with their terms.

G. Upon termination, any property or funds acquired by the Authority shall be distributed to the parties in the proportion that each party contributed to the cost of such property or funds.

7. The provisions contained in this resolution are severable, and in the event that any of the provisions contained herein shall be found to be invalid, illegal or unenforcible by a court of competent jurisdiction, this resolution shall be interpreted as if such invalid, illegal or unenforcible provisions were not contained herein.


Upon roll call vote being taken thereon, Commissioners Frank, Hebeisen, Kreger and Pinske voted in favor thereof. Commissioner Wichelman abstained.

STATE OF MINNESOTA

COUNTY OF SIBLEY

I, Gene O. Solmonson, Auditor of the County of Sibley do hereby certify that I have compared the foregoing with the original proceedings filed in my office on the 8th day of June, 1982 and that the same is a true and correct copy of part thereof.

Dated this 11th day of June, 1982, Gaylord, Minnesota.


Gene O. Solmonson, Auditor
Sibley County

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Page 1 of 8

Date June 8, 1982 **Resolution No.** 42-82
Motion by Commissioner Wallace E. Ess **Seconded by Commissioner** Jerome J. Aretz

JOINT RESOLUTION FOR THE MINNESOTA VALLEY REGIONAL RAIL AUTHORITY

WHEREAS, under the provisions of Minnesota Statutes 398A.01 to 398A.09 (Laws 1980, Chapter 616) the legislature of the State of Minnesota has authorized counties, using State and Federal aids as may be available, to organize by joint resolution for the purpose of preserving and improving local rail service for agriculture, industry, and passenger traffic when determined to be practical and necessary for the public welfare; and

WHEREAS, the counties of Carver, Redwood and Sibley, all bodies politic and corporate under the laws of the State of Minnesota, have determined that a regional rail authority acting under Laws 1980, Chapter 616, is necessary for the purpose of preserving and improving local railroad rights-of-way and that the preservation of such railroad rights-of-way is in the best interests of the public welfare; and

WHEREAS, the counties participating herein desire to establish an organization for the purpose of advancing the objectives and powers of Laws 1980, Chapter 616, and at the same time maintaining,

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Page 2 of 8

Date June 8, 1982 Resolution No. 42-82
Motion by Commissioner Wallace E. Ess Seconded by Commissioner Jerome J. Aretz

to the extent feasible and practicable, the autonomy and authority of the participating counties herein; and

WHEREAS, notice of public hearings upon the adoption of this organizational resolution has been published in the official county newspaper of each of the participating counties and has been mailed to the governing body of each municipality within each of the participating counties, all at least 30 days before the hearings before the governing bodies of each of the counties, as required by Minnesota Statutes 398A.03, Subdivision 2;

NOW, THEREFORE, BE IT RESOLVED:

1. That the Minnesota Valley Regional Rail Authority is hereby established and organized under the Regional Railroad Authorities Act, Laws 1980, Chapter 616, as a political subdivision and local government unit of the State of Minnesota, to exercise thereunder part of the sovereign power of the State of Minnesota, and in conformity with the provisions of this resolution for the regulation of the business of the Authority.

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Page 3 of 8

Date June 8, 1982 Resolution No. 42-82
Motion by Commissioner Wallace E. Ess Seconded by Commissioner Jerome J. Aretz

2. That the participating counties adopting this organizational resolution are: Carver, Redwood and Sibley.

3. That the Board of Commissioners of the Authority shall consist of nine (9) members, each of which shall be a County Commissioner, and three (3) shall be appointed by the governing body of each County. The first Board of Commissioners of the Authority shall consist as follows:

Joseph F. Neaton	Carver	14715 22nd Street Watertown, MN. 55388
Wallace E. Ess	Carver	217 Walnut Street Chaska, MN. 55318
Earl F. Gnan	Carver	Norwood, MN. 55368
Floyd Hansvick	Redwood	Belview, MN. 56214
Robert Laughlin	Redwood	118 Sunrise Blvd. Redwood Falls, MN. 56283
Richard Jacobsen	Redwood	Morgan, MN. 56266
LeRoy Pinske	Sibley	102 E. Douglas Arlington, MN. 55307
Richard Hebeisen	Sibley	Box 76 Gaylord, MN. 55334
Melvin C. Wickelman	Sibley	507 E. Fourth Street Gibbon, MN. 55335

4. That the registered office of the Authority shall be situated in the City of Redwood Falls, Minnesota.

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Page 4 of 8

Date June 8, 1982

Resolution No. 42-82

Motion by Commissioner Wallace E. Ess Seconded by Commissioner Jerome J. Aretz

5. That neither the State of Minnesota, nor any county or counties or any other political subdivision is, or shall be, liable for obligations of the Authority.

6. That the Authority shall exercise such authority as provided in Minnesota Statutes Chapter 398 A, except as otherwise limited by the following additional provisions, in the regulation of the business of the Authority.

A. Each county shall be designated as a regional railroad service area with the territorial boundaries of the county and the serviced area coterminous.

B. The powers of the Minnesota Valley Regional Rail Authority shall apply, and the responsibilities shall be borne, equally within the territorial jurisdiction of such Authority, as provided in Laws 1980, Chapter 616, upon a majority vote of all members of the Authority, provided:

(1) that if authority is exercised to acquire or dispose of real property by purchase, gift, devise, condemnation, conditional sale, lease, lease purchase, or otherwise, to acquire or dispose of personal property of a value in excess of \$25,000.00, to issue bonds or other obligations however designated, to accept, contract for, or receive and disburse federal, state, or other funds or

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Page 5 of 8

Date June 8, 1982 Resolution No. 42-82
Motion by Commissioner Wallace E. Ess Seconded by Commissioner Jerome J. Aretz

property, public or private, made available by loan, grant or lease, or to enter into any agreement authorized by Minnesota Statutes § 398A.04, Subdivision 9, such majority vote shall include at least one affirmative vote from each of the designated service areas;

(2) that before a service area can be included within the taxing district allowable under Laws 1980, Chapter 616, all commissioners serving on the Authority from the service area where the levy is to be made shall cast affirmative votes to allow the levy, and

(3) that the Authority shall not exercise its power to tax, pursuant to Minnesota Statutes § 398A.04, Subdivision 8, and as provided for herein, until a project feasibility study shall have been completed concerning the acquisition of the Chicago and Northwestern Transportation Company railroad right-of-way from its junction with the Chicago, Milwaukee, St. Paul and Pacific railroad trackage near the City of Norwood in the County of Carver to its termination point in the City of Madison in Lac Qui Parle County, and

(4) that the exercise of the powers as set forth in sub-paragraphs (1), (2), and (3), shall be done only after consultation with each county board represented by a service area.

Nothing herein shall be construed as preventing less than all of the service areas

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Page 6 of 8

Date June 8, 1982 **Resolution No.** 42-82
Motion by Commissioner Wallace E. Ess **Seconded by Commissioner** Jerome J. Aretz

from constituting a taxing district under the provisions of paragraph 6C hereof.

C. Any service area within the territorial jurisdiction of the Minnesota Valley Regional Rail Authority may vote separately or jointly with any other service area to authorize the Authority to exercise the powers and bear the responsibility on its behalf under the provisions of Laws 1980, Chapter 616. Where a separate service area or joint (and less than all) service areas elect the authority to act on its behalf, an affirmative vote of all of the commissioners of the service area or areas so electing shall be required.

D. In the event that paragraph 6C shall become operative, the powers of the Authority shall only be exercised, or extend to, the authorizing service area or areas, as if the affected county or counties had separately or jointly organized a Regional Rail Authority. No liability shall extend to any service area not voting to participate in any action permitted under Laws 1980, Chapter 616. The service areas voting to participate in any action or resolution shall defend, indemnify and hold the non-participating service areas, their commissioners, officers, agents, and volunteers and employees harmless from any claims, suits, damages, judgments or expense (including but not limited to attorneys fees) from any acts of omissions of any participating service area, its commissioners, officers, agents, volunteers

BOARD OF COUNTY COMMISSIONERS Page 7 of 8
CARVER COUNTY, MINNESOTA

Date June 8, 1982 **Resolution No.** 42-82
Motion by Commissioner Wallace E. Ess **Seconded by Commissioner** Jerome J. Aretz

and employees, whether such liability incurred as a result of the performance or non-performance of any such action or resolution.

E. Property acquired on behalf of, or for the benefit of, the service area or areas electing to act under paragraph 6C, shall be held; managed, controlled, sold, conveyed, leased or otherwise disposed of for the benefit of such service area or areas in accordance with the voting requirements contained therein. However, nothing in this organizing resolution shall prevent any other service area from later participating in the benefit of any property acquisition upon such terms and conditions as the acquiring service area or areas may determine.

F. This organizing resolution may be amended by resolution or joint resolution of the governing bodies of all counties named herein and the governing body of any additional county named in the amendment, which amendment shall be adopted at or after a hearing upon notice as required by the provision of Minnesota Statutes Chapter 398A.03, Subdivision 2 and Subdivision 4. Each amendment shall be adopted at or after hearing upon notice is required for this organizing resolution. Further, no amendment releasing a county from its obligation as a party named in the resolution shall be effective unless all covenants, agreements, mortgage liens, and other security given for bonds of the Authority have been discharged and satisfied by payment or otherwise in accordance with their terms.

BOARD OF COUNTY COMMISSIONERS
CARVER COUNTY, MINNESOTA

Date June 8, 1982

Resolution No. 42-82

Motion by Commissioner Wallace E. Ess

Seconded by Commissioner Jerome J. Aretz

G. Upon termination, any property or funds acquired by the Authority shall be distributed to the parties in the proportion that each party contributed to the cost of such property or funds.

7. The provisions contained in this resolution are severable, and in the event that any of the provisions contained herein shall be found to be invalid, illegal or unenforcible by a court of competent jurisdiction, this resolution shall be interpreted as if such invalid, illegal or unenforcible provisions were not contained herein.

FILED IN OFFICE OF
COUNTY AUDITOR
COUNTY MN

JUN 10 1982

YES

Wallace E. Ess

Jerome J. Aretz

Harold Trende

Joe F. Neaton

NO

Earl F. Gnan

State of Minnesota }
County of Carver } ss.

I, Gregory L. Mangold, duly appointed, qualified and acting Executive Secretary to the Carver County Board of Commissioners, State of Minnesota, do hereby certify that I have compared the foregoing copy of a resolution with the original minutes of the proceedings of the Board of County Commissioners, Carver County, Minnesota, at their session held on the 8th day of June, 19 82, now on file in the Auditor's office, and have found the same to be a true and correct copy thereof.

Dated this 8th day of June, 1982.

Gregory L. Mangold
Executive Secretary

JOINT RESOLUTION FOR THE MINNESOTA VALLEY REGIONAL RAIL AUTHORITY

The following Resolution was offered by Commissioner Laughlin and seconded by Commissioner Syverson.

WHEREAS, under the provisions of Minnesota Statutes 398A.01 to 398A.09 (Laws 1980, Chapter 616) the legislature of the State of Minnesota has authorized counties, using State and Federal aids as may be available, to organize by joint resolution for the purpose of preserving and improving local rail service for agriculture, industry, and passenger traffic when determined to be practical and necessary for the public welfare; and

WHEREAS, the counties of Carver, Redwood and Sibley, all bodies politic and corporate under the laws of the State of Minnesota, have determined that a regional rail authority acting under Laws 1980, Chapter 616, is necessary for the purpose of preserving and improving local railroad rights-of-way and that the preservation of such railroad rights-of-way is in the best interests of the public welfare; and

WHEREAS, the counties participating herein desire to establish an organization for the purpose of advancing the objectives and powers of Laws 1980, Chapter 616, and at the same time maintaining, to the extent feasible and practicable, the autonomy and authority of the participating counties herein; and

WHEREAS, notice of public hearings upon the adoption of this organizational resolution has been published in the official county newspaper of each of the participating counties and has been mailed to the governing body of each municipality within each of the participating counties, all at least 30 days before the hearings before the governing bodies of each of the counties, as required by Minnesota Statutes 398A.03, Subdivision 2;

NOW, THEREFORE, BE IT RESOLVED:

1. That the Minnesota Valley Regional Rail Authority is hereby established and organized under the Regional Railroad Authorities Act, Laws 1980, Chapter 616, as a political subdivision and local government unit of the State of Minnesota, to exercise thereunder part of the sovereign power of the State of Minnesota, and in conformity with the provisions of this resolution for the regulation of the business of the Authority.

2. That the participating counties adopting this organizational resolution are: Carver, Redwood and Sibley.

3. That the Board of Commissioners of the Authority shall consist of nine (9) members, each of which shall be a County Commissioner, and three (3) shall be appointed by the governing body of each County. The first Board of Commissioners of the Authority shall consist as follows:

Joseph F. Neaton	Carver	14715 22nd Street Watertown, MN. 55388
Wallace E. Ess	Carver	217 Walnut Street Chaska, MN. 55318
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Floyd Hansvick	Redwood	Belview, MN. 56214
Robert Laughlin	Redwood	118 Sunrise Blvd. Redwood Falls, MN. 56283
Richard Jacobsen	Redwood	Morgan, MN. 56266
LeRoy Pinske	Sibley	102 E. Douglas Arlington, MN. 55307
Richard Hebeisen	Sibley	Box 76 Gaylord, MN. 55334
Melvin C. Wickelman	Sibley	507 E. Fourth Street Gibbon, MN. 55335

4. That the registered office of the Authority shall be situated in the City of Redwood Falls, Minnesota.

5. That neither the State of Minnesota, nor any county or counties or any other political subdivision is, or shall be, liable for obligations of the Authority.

6. That the Authority shall exercise such authority as provided in Minnesota Statutes Chapter 398 A, except as otherwise limited by the following additional provisions, in the regulation of the business of the Authority.

A. Each county shall be designated as a regional railroad service area with the territorial boundaries of the county and the serviced area coterminous.

B. The powers of the Minnesota Valley Regional Rail Authority shall apply, and the responsibilities shall be borne, equally within the territorial jurisdiction of such Authority, as provided in Laws 1980, Chapter 616, upon a majority vote of all members of the Authority, provided:

(1) that if authority is exercised to acquire or dispose of real property by purchase, gift, devise, condemnation, conditional sale, lease, lease purchase, or otherwise, to acquire or dispose of personal property of a value in excess of \$25,000.00, to issue bonds or other obligations however designated, to accept, contract for, or receive and disburse federal, state, or other funds or property, public or private, made available by loan, grant or lease, or to enter into any agreement authorized by Minnesota Statutes § 398A.04, Subdivision 9, such majority vote shall include at least one affirmative vote from each of the designated service areas;

(2) that before a service area can be included within the taxing district allowable under Laws 1980, Chapter 616, all commissioners serving on the Authority from the service area where the levy is to be made shall cast affirmative votes to allow the levy, and

(3) that the Authority shall not exercise its power to tax, pursuant to Minnesota Statutes § 398A.04, Subdivision 8, and as provided for herein, until a project feasibility study shall have been completed concerning the acquisition of the Chicago and Northwestern Transportation Company railroad right-of-way from its junction with the Chicago, Milwaukee, St. Paul and Pacific railroad trackage near the City of Norwood in the County of Carver to its termination point in the City of Madison in Lac Qui Parle County, and

(4) that the exercise of the powers as set forth in sub-paragraphs (1), (2), and (3), shall be done only after consultation with each county board represented by a service area.

Nothing herein shall be construed as preventing less than all of the service areas from constituting a taxing district under the provisions of paragraph 6C hereof.

C. Any service area within the territorial jurisdiction of the Minnesota Valley Regional Rail Authority may vote separately or jointly with any other service area to authorize the Authority to exercise the powers and bear the

responsibility on its behalf under the provisions of Laws 1980, Chapter 616. Where a separate service area or joint (and less than all) service areas elect the authority to act on its behalf, an affirmative vote of all of the commissioners of the service area or areas so electing shall be required.

D. In the event that paragraph 6C shall become operative, the powers of the Authority shall only be exercised, or extend to, the authorizing service area or areas, as if the affected county or counties had separately or jointly organized a Regional Rail Authority. No liability shall extend to any service area not voting to participate in any action permitted under Laws 1980, Chapter 616. The service areas voting to participate in any action or resolution shall defend, indemnify and hold the non-participating service areas, their commissioners, officers, agents, and volunteers and employees harmless from any claims, suits, damages, judgments or expense (including but not limited to attorneys fees) from any acts of omissions of any participating service area, its commissioners, officers, agents, volunteers and employees, whether such liability incurred as a result of the performance or non-performance of any such action or resolution.

E. Property acquired on behalf of, or for the benefit of, the service area or areas electing to act under paragraph 6C, shall be held, managed, controlled, sold, conveyed, leased or otherwise disposed of for the benefit of such service area or areas in accordance with the voting requirements contained therein. However, nothing in this organizing resolution shall prevent any other service area from later participating in the benefit of any property acquisition upon such terms and conditions as the acquiring service area or areas may determine.

F. This organizing resolution may be amended by resolution or joint resolution of the governing bodies of all counties named herein and the governing body of any additional county named in the amendment, which amendment shall be adopted at or after a hearing upon notice as required by the provision of Minnesota Statutes Chapter 398A.03, Subdivision 2 and Subdivision 4. Each amendment shall be adopted at or after hearing upon notice is required for this organizing resolution. Further, no amendment releasing a county from its obligation as a party named in the resolution shall be effective unless all covenants, agreements, mortgage liens, and other security given for bonds of the Authority have been discharged and satisfied by payment or otherwise in accordance with their terms.

G. Upon termination, any property or funds acquired by the Authority shall be distributed to the parties in the proportion that each party contributed to the cost of such property or funds.


7. The provisions contained in this resolution are severable, and in the event that any of the provisions contained herein shall be found to be invalid, illegal or unenforcible by a court of competent jurisdiction, this resolution shall be interpreted as if such invalid, illegal or unenforcible provisions were not contained herein.

Upon roll call vote being taken thereon, all Commissioners voted in favor thereof.

STATE OF MINNESOTA)
COUNTY OF REDWOOD .)

I, Larry Bunting, Deputy Auditor of the County of Redwood, do hereby certify that I have compared the foregoing with the original proceedings in my office on the 1st day of June, 1982, and that the same is a true and correct copy of part thereof.

Dated this 4th day of June, 1982, Redwood Falls, Minnesota



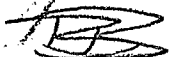
Larry Bunting, Deputy Auditor
Redwood County

#34263
O.D.

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 21st day of June
A. D. 19 82, at 4:30 o'clock P. M.,
and was duly recorded in Book _____
of Incorporations, on page _____

John Anderson Stearns
 Secretary of State