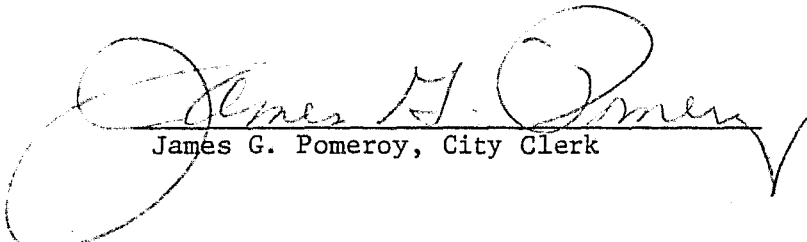


C E R T I F I C A T I O N

STATE OF MINNESOTA)
)ss.
County of Winona)

I, James G. Pomeroy, City Clerk in and for the City of Winona, county and state aforesaid, do hereby certify that I have the care and custody of the resolutions adopted by the City Council of said City; that the annexed and foregoing resolution is a true, correct and compared copy of the original thereof as adopted by said City Council on the 17th day of October, 19 88, and now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said City of Winona, Minnesota, this 19th day of October, 19 88.


James G. Pomeroy, City Clerk

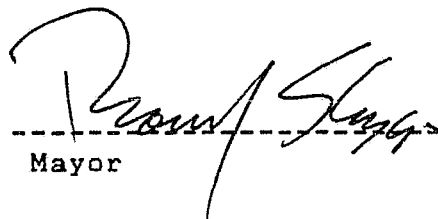
#38853

RESOLUTION

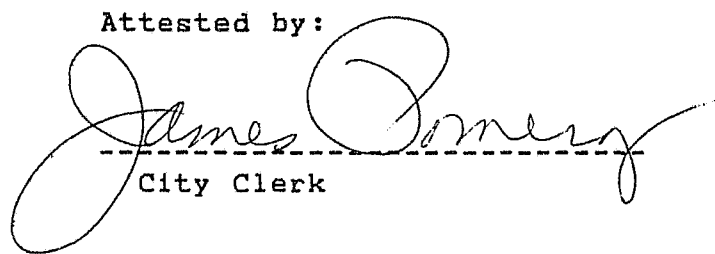
WHEREAS, the membership of the Winona Police Relief Association at its annual membership meeting on July 13, 1988, adopted a resolution, pending approval by the Winona City Council, to amend the by-laws of the Winona Police Relief Association to change vesting from the current 20 years to 5 years (which is now permitted by state law).

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Winona, Minnesota, that the by-laws of the Winona Police Relief Association be amended to include that paragraph adopted by the Winona Police Relief Association membership on July 13, 1988, and that resolution as attached hereto be made a part thereof.

Dated this 17th day of October, 1988.



Mayor

Attested by:


City Clerk

RESOLUTION OF MEMBERSHIP OF
WINONA POLICE RELIEF ASSOCIATION


BE IT RESOLVED that the Bylaws of the Winona Police Relief Association be amended upon receiving approval of the Winona City Council, as required by Minnesota Statutes, Section 423A.19, Subd. 4, by the addition at the end of Article VII of the following new paragraph:

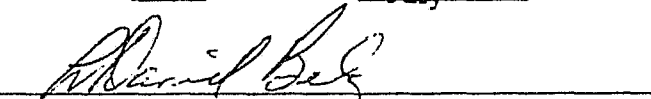
A member with at least five years of service credited by the Winona Police Relief Association is entitled, upon termination of active service and reaching at least the required normal retirement age, to receive a pro rata monthly service pension. The pro rata monthly service pension shall equal that portion of the service pension payable upon meeting the minimum age and years of service requirement that bears the same relationship that the member's actual years and portions of years of service bear to the minimum service requirement. A member entitled to or receiving reduced vesting service pension as just-described is entitled to surviving spouse benefit coverage, surviving child benefit coverage, or both, if all other qualification requirements are met. The survivor benefit shall equal that portion of the survivor benefit payable to a survivor of a deceased retired member who had met the minimum years of service requirement that bears the same relationship that the actual years and portions of years of service of the deceased retired member bear to the minimum service requirement for a service pension. A reduced vesting service pension or a survivor benefit payable on behalf of a deceased person entitled to or receiving a reduced vesting service pension is entitled to post-retirement adjustments if the comparable pension or benefit payable when the full minimum service requirement has been met is subject to post-retirement adjustments. The post-retirement adjustment must be the same percentage increase as the post-retirement adjustment for the comparable pension or benefit payable when the full minimum service requirement has been met;

and that this Bylaw amendment shall be effective when a certified copy of it and the municipal approval has been filed by the municipal Clerk with the Executive Director of the Legislative Commission on Pensions and Retirement, the State Auditor, and the Secretary of State.

Adopted at a duly-called meeting of the members of the Winona Police Relief Association on the 13 day of July, 1988.

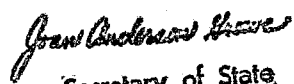
Attest:


Glen Erdmann, Director


L. David Belz, President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 26 1993


Secretary of State

438553