

State of Minnesota

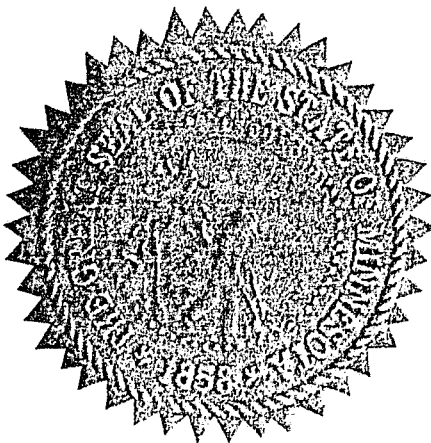
SECRETARY OF STATE

-To All To Whom These Presents Shall Come, Greeting:

Whereas, a certified copy of a resolution adopted by the Board of Commissioners of Nobles and Rock Counties has been filed for record in the office of the Secretary of State, on the 8th day of November, 1988 for the incorporation of the Buffalo Ridge Regional Railroad Authority under and in accordance with the provisions of Chapter 398A of the Minnesota Statutes.

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 8th day of November in the year of our Lord one thousand nine hundred and eighty-eight.



Joan Anderson Grove
Secretary of State.

38574 o.d.

DONALD R. KLOSTERBUER
COUNTY ATTORNEY

OFFICE OF COUNTY ATTORNEY
ROCK COUNTY
129 EAST MAIN
LUVERNE, MINNESOTA
56156

STEVEN C. HEY
ASSISTANT COUNTY ATTORNEY

TELEPHONE (507) 283-9111

November 4, 1988.

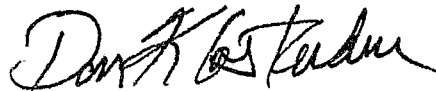
Secretary of State,
180 State Office Building,
St. Paul, Minnesota 55155.

Re: Buffalo Ridge Regional
Railroad Authority

Enclosed and forwarded to you please find the Joint Resolution of the Board of Commissioners of Nobles County and Rock County relative to the formation of a Regional Railroad Authority pursuant to Minnesota Statutes Chapter 398A. The Resolutions have been duly certified by the recording officer of each county adopting the same, and we believe the Resolution conforms with the requirements of Minnesota Statutes 398A.03, Subd. 1. We would be pleased if you would review the same, and if you find it to be in order, to issue a Certificate of Incorporation in accordance with Minnesota Statutes 398A.03, Subd. 3.

Thank you.

Yours truly,


Donald R. Klosterbuer
Rock County Attorney

DRK:jmc

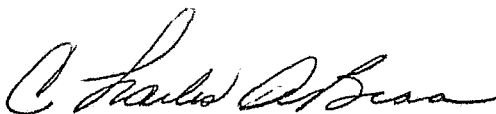
Enc.

CERTIFICATE

STATE OF MINNESOTA)
) ss.
COUNTY OF ROCK)

I, the undersigned, being the duly qualified and acting Auditor of the County of Rock, Minnesota, DO HEREBY CERTIFY that I have compared the attached and foregoing copy of Joint Resolution for the Buffalo Ridge Regional Railroad Authority with the original thereof on file in my office, and the same is a full, true and complete copy of said Resolution as adopted at a meeting of the Board of Commissioners of said County, duly called and held on the 3rd day of November, 1988, insofar as said minutes or resolutions relate to the matter of the formation of a Regional Railroad Authority under and pursuant to Minnesota Statutes Chapter 398A.

WITNESS My hand and seal this 3rd day of November, 1988.



Charles A. Braa, County
Auditor

(SEAL)

JOINT RESOLUTION FOR THE
BUFFALO RIDGE REGIONAL RAILROAD AUTHORITY

The following resolution was offered by Commissioner Allan R. Slieter and seconded by Commissioner W. J. Brakke:

WHEREAS, Under the provisions of Minnesota Statutes Section 398A.01 to 398A.09, as amended, the Legislature of the State of Minnesota has authorized one or more counties, with state and federal aids as may be available, to organize by joint resolution to provide for the preservation and improvement of local rail service for agriculture, industry, or passenger traffic when determined to be practicable and necessary for the public welfare, particularly in the case of abandonment of local rail lines, and,

WHEREAS, The counties of Nobles and Rock, all bodies politic and corporate under the laws of the State of Minnesota, have determined that a Regional Railroad Authority under the provisions of Minnesota Statutes, Chapter 398A as amended, is necessary for the preservation and improvement of local rail service for agriculture, industry or passenger traffic, and that the preservation of such railroad right 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 Minnesota Statutes Chapter 398A 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 newspaper of each of the participating counties; and has been mailed to the governing body of each municipality within each of the participating counties at least thirty days before the hearings, and a joint hearing was conducted before the governing bodies of each of the counties, as required by Minnesota Statutes 398A.03, Subd. 2;

NOW THEREFORE, BE IT RESOLVED:

1. That the Buffalo Ridge Regional Railroad Authority (hereinafter "Authority") is hereby established and organized under the Regional Railroad Authorities Act, Laws 1980, Chapter 616, as amended, 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 municipalities adopting the organizational resolution are Rock County and Nobles County.

3. That the Board of Commissioners of the Authority shall consist of six members, three of which shall be appointed by the governing body of each county. Each county shall appoint two county commissioners and one other individual residing within the county who may or may not be a county commissioner. The first Board of Commissioners of the Authority shall consist as follows:

<u>Name</u>	<u>County</u>	<u>Address</u>
Allen R. Slieter	Rock	Hardwick, MN. 56134
Dennis A. Roning	Rock	Box 146, Hills, MN. 56138
Marlyn Jansen	Rock	Magnolia, MN. 56158
Harry Russell	Nobles	Bigelow, MN. 56117
Marvell J. Tripp	Nobles	1422 South Shore Drive, Worthington, MN. 56187
Marvin Baumgard	Nobles	RR 1, Brewster, MN. 56119

4. The registered office of the Authority shall be situated in the City of Luverne, Rock County, Minnesota.

5. That neither the State of Minnesota, nor either Rock County or Nobles County, or any other political subdivision shall be liable for obligations of the Authority.

6. That the Authority shall exercise the powers and authorities of a Regional Railroad Authority as provided in Minnesota Statutes Chapter 398A except as otherwise and hereinafter expressly limited by the following additional provisions:

a. The powers of the Buffalo Ridge Regional Railroad Authority shall apply, and the responsibility shall be born, equally within the territorial jurisdiction of such Authority, upon majority vote of all members of the Authority provided:

(a) That the following powers shall not be exercised without the prior approval of each of the counties hereto, to wit:

(1) Authority to acquire or dispose of real property by purchase, gift, devise, condemnation, conditional sale lease, lease purchase or otherwise.

(2) To acquire or dispose of personal property of the value in excess of \$25,000.00.

(3) To issue bonds or other obligations however designated.

(4) To accept, contract for or receive and disburse federal, state or other funds for property, public or private, made available by loan, grant or lease.

(5) To enter into any agreement authorized by Minnesota Statutes 398A.04, Subd. 9.

(6) The exercise of any authority to tax pursuant to Minnesota Statutes, Section 398A.04, Subd. 8.

(b) Any municipality within the territorial jurisdiction of the Buffalo Ridge Regional Railroad Authority may vote separately or jointly with any other municipality to authorize the authority to exercise the powers and to bear the responsibility on its behalf under the provisions of Minnesota Statutes Chapter 398A.

(c) In the event that any municipality shall authorize the exercise of powers by the Authority pursuant to Paragraph 6b, no liability shall extend to any other municipality not voting to participate in any such action, and the municipality voting to participate in any action or resolution shall defend, indemnify, and hold the nonparticipating municipalities, their commissioners, officers, agents and volunteers and employees from any claims, suits, damages, judgments, or expenses (including but not limited to attorney's fees), from any acts or omissions of any participating municipality, its commissioners, officers, agents, volunteers and employees, whether such liability is incurred as a result of the performance or nonperformance of any such action or resolution.

(d) Property acquired on behalf of, or for the benefit of, a municipality electing to under Paragraph 6b shall be held, managed, controlled, sold, conveyed, leased or otherwise disposed of for the benefit of such municipality. Nothing in this organized resolution shall prevent any other municipality from later participating in the benefit of any such property acquisition upon such terms and conditions as the acquiring municipality may designate.

(e) This organizational resolution may be amended by resolution or joint resolution of the governing bodies of both counties named herein and the governing body of any additional municipality named in the amendment, which amendment shall be adopted at or after hearing upon notice as required by the provisions of Minnesota Statutes 398A.03, Subd. 2 and Subd. 4. Each amendment shall be adopted at or after hearing upon notice as required for this organizing resolution. No member releasing the municipality from its obligation as the party named in this resolution shall be effective unless all covenants, agreements, mortgage liens, or other security given for bonds of the Authority have been discharged and satisfied by payment or otherwise in accordance with their terms.

(f) Upon termination, any property or funds acquired by the Authority shall be distributed to the parties in the proportion that each part 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 unenforceable by a Court of competent jurisdiction, this resolution shall be interpreted as if such invalid, illegal or unenforceable provision were not contained herein.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 8 1933

John Andrew Howe
Secretary of State

JOINT RESOLUTION FOR THE
BUFFALO RIDGE REGIONAL RAILROAD AUTHORITY

The following resolution was offered by Commissioner
Marvell J. Tripp and seconded by Commissioner
Marvin E. Baumgard :

WHEREAS, Under the provisions of Minnesota Statutes Section 398A.01 to 398A.09, as amended, the Legislature of the State of Minnesota has authorized one or more counties, with state and federal aids as may be available, to organize by joint resolution to provide for the preservation and improvement of local rail service for agriculture, industry, or passenger traffic when determined to be practicable and necessary for the public welfare, particularly in the case of abandonment of local rail lines, and,

WHEREAS, The counties of Nobles and Rock, all bodies politic and corporate under the laws of the State of Minnesota, have determined that a Regional Railroad Authority under the provisions of Minnesota Statutes, Chapter 398A as amended, is necessary for the preservation and improvement of local rail service for agriculture, industry or passenger traffic, and that the preservation of such railroad right 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 Minnesota Statutes Chapter 398A 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 newspaper of each of the participating counties; and has been mailed to the governing body of each municipality within each of the participating counties at least thirty days before the hearings, and a joint hearing was conducted before the governing bodies of each of the counties, as required by Minnesota Statutes 398A.03, Subd. 2;

NOW THEREFORE, BE IT RESOLVED:

1. That the Buffalo Ridge Regional Railroad Authority (hereinafter "Authority") is hereby established and organized under the Regional Railroad Authorities Act, Laws 1980, Chapter 616, as amended, 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 municipalities adopting the organizational resolution are Rock County and Nobles County.

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4. The registered office of the Authority shall be situated in the City of Luverne, Rock County, Minnesota.

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(a) That the following powers shall not be exercised without the prior approval of each of the counties hereto, to wit:

(1) Authority to acquire or dispose of real property by purchase, gift, devise, condemnation, conditional sale lease, lease purchase or otherwise.

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(6) The exercise of any authority to tax pursuant to Minnesota Statutes, Section 398A.04, Subd. 8.

(b) Any municipality within the territorial jurisdiction of the Buffalo Ridge Regional Railroad Authority may vote separately or jointly with any other municipality to authorize the authority to exercise the powers and to bear the responsibility on its behalf under the provisions of Minnesota Statutes Chapter 398A.

(c) In the event that any municipality shall authorize the exercise of powers by the Authority pursuant to Paragraph 6b, no liability shall extend to any other municipality not voting to participate in any such action, and the municipality voting to participate in any action or resolution shall defend, indemnify, and hold the nonparticipating municipalities, their commissioners, officers, agents and volunteers and employees from any claims, suits, damages, judgments, or expenses (including but not limited to attorney's fees), from any acts or omissions of any participating municipality, its commissioners, officers, agents, volunteers and employees, whether such liability is incurred as a result of the performance or nonperformance of any such action or resolution.

(d) Property acquired on behalf of, or for the benefit of, a municipality electing to under Paragraph 6b shall be held, managed, controlled, sold, conveyed, leased or otherwise disposed of for the benefit of such municipality. Nothing in this organized resolution shall prevent any other municipality from later participating in the benefit of any such property acquisition upon such terms and conditions as the acquiring municipality may designate.

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(f) Upon termination, any property or funds acquired by the Authority shall be distributed to the parties in the proportion that each part 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 unenforceable by a Court of competent jurisdiction, this resolution shall be interpreted as if such invalid, illegal or unenforceable provision were not contained herein.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 8 1983

Jean Anderson Howe
Secretary of State

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O.D.