

WORTHINGTON CITY COUNCIL

AGENDA

**7:00 P.M. - Tuesday, March 15, 2011
City Hall Council Chambers**

A. CALL TO ORDER

B. INTRODUCTIONS AND OPENING REMARKS

C. AGENDA ADDITIONS/CHANGES AND CLOSURE

1. Additions/Changes

2. Closure

D. CONSENT AGENDA

1. CITY COUNCIL MINUTES (WHITE)

a. City Council Minutes of Regular Meeting February 28, 2011

2. MINUTES OF BOARDS AND COMMISSIONS (PINK)

a. Planning Commission/Board of Appeals Minutes of March 1, 2011

b. Airport Advisory Board Minutes of March 1, 2011

3. CITY COUNCIL BUSINESS - ADMINISTRATION (WHITE)

Case Item

1. Application for Off-Sale Beer License

2. All Hazards Mitigation Plan.

4. BILLS PAYABLE

PLEASE NOTE: All utility expenditures are listed as 601,602,and 604, and are approved by the Water and Light Commission

E. CITY COUNCIL BUSINESS - ADMINISTRATION (WHITE)

Case Items

3. Second Reading Proposed Ordinance - Change of Zone from "M-1" and "M-2" General Manufacturing to "B-2" Central Business District.
4. Consideration of Authorization Design Development Phase For New Fire Station.
5. Authorize the Refunding of Electric Revenue Bonds, Series 2001A and to Establish a Pricing Committee
6. Proposal for the Purchase of Mowing Equipment at Prairie View Golf Links

F. CITY COUNCIL BUSINESS - PUBLIC WORKS (GREEN)

Case Items

1. Request for Approval of Airport Hangar Project

G. CITY COUNCIL BUSINESS - ENGINEERING (BLUE)

Case Items

1. Petition to Vacate Portions of First Avenue and Ninth Street

H. CITY COUNCIL BUSINESS - COMMUNITY/EC DEVELOPMENT (GRAY)

Case Items

1. Special Use Permit - Lots 1 & 2, Block 1, Woodland Ridge Addition
2. Worthington Rediscovered Request
3. Award Contract for Bioscience Training and Testing Center Project
4. Event Center LOI Extension

I. COUNCIL COMMITTEE REPORTS

1. Mayor Oberloh
2. Alderman Ten Haken

3. Alderman Kuhle
4. Alderman Nelson
5. Alderman Wood
6. Alderman Woll

J. CITY ADMINISTRATOR REPORT

K. ADJOURNMENT

**WORTHINGTON CITY COUNCIL
REGULAR MEETING, FEBRUARY 28, 2011**

The meeting was called to order at 7:00 p.m. in City Hall Council Chambers by Mayor Alan E. Oberloh with the following Aldermen present: Lyle Ten Haken, Mike Kuhle, Scott Nelson, Mike Woll. Honorary Council Member: Martin Rickers. Aldermen absent: Ron Wood (excused).

Staff present: Craig Clark, City Administrator; Jim Laffrenzen, Public Works Superintendent; Brad Chapulis, Director of Community/Economic Development; Dwayne Haffield, Director of Engineering; Janice Oberloh, City Clerk.

Others present: Rod Elsing, Clyde and Mary Ann Hoffman; Shawn Noerenberg; Jim Bunner, KWOA; Brittany Workman, Daily Globe.

HONORARY COUNCIL MEMBER

Mayor Oberloh introduced Martin Rickers as the Honorary Council member for the months of February, March and April, 2011.

AGENDA APPROVED

The motion was made by Alderman Ten Haken, seconded by Alderman Kuhle and unanimously carried to approve the agenda as presented.

CONSENT AGENDA APPROVED

The motion was made by Alderman Kuhle, seconded by Alderman Ten Haken and unanimously carried to approve the Consent Agenda as follows:

- City Council Minutes of Regular Meeting February 14, 2011 and Special Meeting of February 15, 2011.
- Minutes of Boards and Commissions - Park & Recreation Advisory Board Minutes of February 3, 2011.
- Off-Site Gambling Permit as follows:
 - Organization: Worthington Hockey Association
 - CEO: Michael Fogelman
 - Event: Raffles
 - Date/Location: March 20, 2011
Worthington Hockey Arena, 1600 Stower Drive
- Temporary On-Sale Liquor License as follows:
 - Applicant: Avera Worthington Specialty Clinics - Kelli Van Grouw
 - Address: 508 Tenth Street, Worthington, Minnesota
 - Event: 21011 Women's Expo
 - Date/Location: Saturday, March 27, 2011
Minnesota West Community & Technical College

1450 Collegeway, Worthington, Minnesota

- Application for On-Sale Beer License as follows:
Hy-Vee, Inc. (for Hy-Vee Gas Station), 1245 Oxford Street, Worthington, MN
- Bills payable and totaling \$383,779.42 be ordered paid.

RESOLUTION NO. 3460 ADOPTED APPROVING CHANGE OF CONTROL OF MEDIACOM MINNESOTA, L.L.C.

Staff presented a resolution approving the merger/change of ownership for Mediacom, who has a franchise agreement with the City of Worthington, from being a publicly held company to one under the sole ownership of Rocco Commisso or JMC Communications LLC . Pursuant to the franchise agreement, and state and federal law, the cable franchise is not transferable without the consent of City Council. Staff worked with Brian Grogan, of Moss & Barnett, who has been the City's legal counsel regarding the local franchise agreement.

The motion was made by Alderman Woll, seconded by Alderman Kuhle and unanimously carried to adopt the following resolution:

RESOLUTION NO. 3460

APPROVING THE PROPOSED CHANGE OF CONTROL OF MEDIACOM MINNESOTA, L.L.C.

(Refer to Resolution File for complete copy of Resolution)

SUMMARY OF PERFORMANCE EVALUATION - CITY ADMINISTRATOR

Mayor Oberloh gave a brief summary of the performance evaluation of City Administrator, Craig Clark, which Council discussed in closed session at their regular City Council meeting February 14, 2011. Mr. Clark was noted to have satisfactory performance and will receive a raise as determined by the City's wage and compensation plan.

LOAN TO FRIENDS OF THE AUDITORIUM APPROVED

Council considered a request received from the Friends of the Auditorium (FOTA) for a \$15,000 loan to be used as an artist contract deposit. The deposit is due March 9, 2011, and based on the past year's construction, FOTA is financially unprepared until enough ticket sales have been sold. The loan would be for 120 days and would be fully repaid by June 3, 2011.

Council expressed concern about the timing of the request as the show has already been advertised and because the deposit is due March 9th.

The motion was made by Alderman Ten Haken, seconded by Alderman Woll and unanimously carried to approve the loan to the Friends of the Auditorium in the amount of \$15,000 for 120 days.

CHANGE ORDER NO. 1 TO AIRPORT FUELING IMPROVEMENT PROJECT APPROVED

Staff presented Change Order No. 1 to the Airport Fueling Improvement Project. The change order covers additional excavation time needed for installation of the tank because of the sandy, saturated, in-silt material encountered during the excavation that caused the walls of the site to erode and collapse. The change order is for actual costs not to exceed \$16,759.50 which is eligible for a 50% matching grant from MnDOT's Department of Aeronautics. The City's share of the change order is a not to exceed amount of \$8,379.75.

The motion was made by Alderman Kuhle, seconded by Alderman Ten Haken and unanimously carried to approve the change order in a not to exceed amount of \$16,759.50, with the City's share at a not to exceed amount of \$8,379.75.

REQUEST TO REVERSE COUNCIL ACTION AND REVERSE ANNUAL HANGAR LEASE RATE DENIED

At their December 13, 2010 meeting, Council approved an increase in 2011 Airport Hangar Lease Fees, which included increasing the fees for the dirt floor stalls in Hangar #1 from \$35/month or \$360/year if paid in full, to \$46.67/month or \$500/year if paid in full. The Airport Advisory Board was now requesting that Council reverse that action and reduce the fees back to the \$360/year based on the age of the facility and the fact that the doors are difficult to open in the winter season. Four of the six renters have already paid their 2011 fees.

Following discussion, the motion was made by Alderman Woll and seconded by Alderman Ten Haken to deny the request to reverse the lease fees. The following Aldermen voted in favor of the motion: Ten Haken, Nelson, Woll, and the following Aldermen voting against the same: Kuhle. Motion passed.

CONTRACT AWARDED FOR MILLARD/WALKER RESTROOM PROJECT

The following bids were received February 3, 2011 for the Millard/Walker Restroom project:

Doug Nau Construction	\$64,150.00
Clair VanGrouw Construction	\$62,700.00

Both bids were significantly over the estimated cost of approximately \$45,000 partially due to the necessity for a new water and sewer line and the relocation of the facility. The Park Board

considered the bids at their February 3, 2011 meeting, and voted unanimously to move forward with the project, to accept the bid submitted by Clair VanGrouw as the low qualifying bid, and to work with the contractor to identify potential cost savings without reducing quality. Staff noted that following the discussion with the contractor, a change order was drafted for a reduction to the original bid of \$1,235.00. Funds for the project will come from the \$250,000 hospital impact funds Council allocated to the Park Advisory Board for projects.

The motion was made by Alderman Woll, seconded by Alderman Nelson and unanimously carried to award the bid to Clair VanGrouw Construction as the low qualified bidder in the amount of \$62,700 and approve the change order for a reduction of \$1,235.

FIRST READING PROPOSED ORDINANCE - CHANGE OF ZONE FROM "M-1" AND "M-2" GENERAL MANUFACTURING TO "B-2" CENTRAL BUSINESS DISTRICT

At their February 14, 2011 regular meeting, Council gave a first reading to a proposed ordinance that would rezone property owned by the City of Worthington and Rickbeil's Inc. from its current "M-1" and "M-2" General Manufacturing designations to "B-2" Central Business District. A copy of the proposed ordinance was inadvertently omitted from that agenda. Based on advice from the City Attorney, staff was again presenting the application for change of zone and requesting a first reading for the proposed ordinance to rezone the following legally described property from its "M-1" and "M-2" General Manufacturing to "B-2" Central Business District:

The following legally described area, presently included in the "M-1" and "M-2" districts, shall henceforth be included in the "B-2" district:

All of Block 3, Original Plat, City of Worthington, Nobles County, Minnesota.

Together with,

That part of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, and that part of the SE $\frac{1}{4}$ SE $\frac{1}{4}$ and Government Lots 4 and 5 of Section 23, Township 102N, Range 40W, City of Worthington, Nobles County, Minnesota, and that part of the NE $\frac{1}{4}$ NE $\frac{1}{4}$ and Government Lots 1 and 2 of Section 26, Township 102N, Range 40W, City of Worthington, Nobles County, Minnesota, described as follows:

Beginning at the most northerly corner of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, according to the recorded plat thereof; thence on an assumed bearing of south 42°09'26" east, along the northeasterly line of said Auditor's Subdivision, a distance of 220.00 feet; thence north 47°52'16" east a distance of 313.00 feet; thence south 42°07'44" east a distance of 50.87 feet; thence south 43°45'51" west a distance of 92.95 feet; thence south 44°03'32" west a distance of 80.89 feet; thence south 42°04'02" east a distance of 0.50 feet; thence south 47°56' west a distance of 557.55 feet to the southeasterly extension of the northeasterly line of Lot 12 of said Auditor's Subdivision; thence north 42°09'27" west, along said southeasterly extension, a distance of 18.80 feet to the most easterly corner of said Lot 12; thence continuing north 42°09'27" west, along the northeasterly line of said Lot 12, a distance of 140.02 feet to the most northerly corner of said Lot 12; thence south 47°52'26" west, along the northwesterly line of said Lot 12, a distance of 30.00 feet

to the southwesterly line of the northeasterly 30.00 feet of said Lot 12; thence south 42°09'27" east, along said southwesterly line, a distance of 140.02 feet to the southeasterly line of said Auditor's Subdivision; thence south 47°52'16" west, along said southeasterly line, a distance of 448.53 feet to the east line of Government Lot 2 of said Section 26; thence south 0°29'15" east, along said east line and the southeasterly line of said Auditor's Subdivision, a distance of 8.02 feet; thence south 47°52'27" west, along said southeasterly line, a distance of 69.96 feet to the northeasterly line of the southwesterly 6.00 feet of Lot 19 of said Auditor's Subdivision; thence northwesterly, along said northeasterly line, along a non-tangential curve, concave to the northeast, having a radius of 1141.83 feet, a central angle of 13°48'33", the chord of said curve bears north 31°44'19" west, a chord distance of 274.53 feet, an arc distance of 275.20 feet to the northwesterly line of said Auditor's Subdivision; thence north 47°52'26" east, along said northwesterly line, a distance of 922.17 feet to the point of beginning.

Together with,

That part of the Southeast Quarter of the Southeast Fractional Quarter of Section 23, Township 102 North, Range 40 West of the 5th P.M., bounded as follows: Beginning at the point of intersection of the southeasterly extension of the southwesterly line of Tenth Street and the southeasterly line of First Avenue; thence northeasterly along said southeasterly line of First Avenue, a distance of 90 feet; thence southeasterly, along a line at right angles to the last described course, an approximate distance of 46 feet to a point distant 9 feet northwesterly, as measured at right angles, from the center line of a Spur Track (I.C.C. No. 158) of the Chicago, St. Paul, Minneapolis and Omaha Railway Company, as said track is now located and established; thence southwesterly, along a line parallel with said Spur Track center line, a distance of 90 feet, more or less, to the point of intersection of said southeasterly extension of the southwesterly line of Tenth Street; thence northwesterly, along said extension of the southwesterly line of Tenth Street, to the point of beginning.

and

That part of the Southeast Quarter of the Southeast Fractional Quarter of Section 23, Township 102 North, Range 40 West of the 5th P.M., bounded as follows: on the northwest by the southeasterly line of First Avenue; on the southwest by a line drawn at right angles to said southeasterly line of First Avenue from a point on said southeasterly line which is distant 313 feet northeasterly, as measured along said southeasterly line, from the southeasterly extension of the southwesterly line of Ninth Street; on the southeast by a line drawn parallel with and distance 50 feet northwesterly, as measured at right angles, from the center line of the main track of the Chicago, St. Paul, Minneapolis and Omaha Railway Company, as now located and established; and on the northeast by the southeasterly extension of the southwesterly line of Tenth Street. Except easements of record.

The motion was made by Alderman Kuhle, seconded by Alderman Nelson and unanimously carried to approve the application to rezone and give a first reading to the proposed ordinance.

PETITION FOR SURFACING OF 27TH STREET, 29TH STREET AND NORTH ROSE AVENUE CONSIDERED, ADVANCEMENT TO PROJECT HEARING DENIED

Council considered a petition received for surfacing of North Rose Avenue, 27th Street and 29th Street, executed by owners of 37.4% of the property abutting the segments petitioned to be surfaced, or 42% of the abutting property excluding that owned by the City. The petition is for improvement by necessary grading and base, and by bituminous surfacing, and does not meet the level of public

improvement intended by standards. It is the City Attorney's opinion that the City is not required to move forward merely because a sufficient number of persons sign a petition. Dwayne Haffield, Director of Engineering, noted that the City could assess for the initial improvement, but based on the assessment policy, would not be able to assess maintenance costs when the road fails. Payment instead, would be from the general fund, meaning the general taxpayer would be picking up the tab.

Staff was recommending that Council not pursue development of the project as it would be significantly inconsistent with our assessment policy, and substantially contrary to design standards.

Clyde and Mary Ann Hoffman, and Shawn Noerenberg all of whom signed the petition, were present at the meeting and spoke in support of the project.

Following discussion, the motion was made by Alderman Woll and seconded by Alderman Kuhle to proceed to hearing for the project. The following Aldermen voted in favor of the motion: Woll, Kuhle, with the following Aldermen voting against the same: Ten Haken, Nelson. Based on the tie vote, Mayor Oberloh cast his vote against proceeding to the hearing. Motion failed.

Mayor Oberloh, Aldermen Kuhle and Ten Haken, and Dwayne Haffield will meet with property owners in an attempt to find a solution.

PROPOSAL TO CLEAN LIMESTONE PIECES IN MEMORIAL AUDITORIUM AND CHANGES TO ENGRAVED MESSAGE APPROVED

Council considered a proposal for cleaning of the limestone pieces from Central Elementary School and now installed in Memorial Auditorium. Three of the five stones were installed at eye level on a short wall in front of the restrooms created as a feature wall utilizing Vance trust funds. The proposal included sandblasting of the five stones, which have paint, stain, and dirt debris attached to them, and also engraving of a statement of thanks to Jim and Florence Vance as major benefactors of the Memorial Auditorium remodel and addition at an estimated cost of \$6,991. The contingency fund balance is expected to be adequate to complete the project. Prior to the Council meeting, Council members met at the Auditorium to view the stones and the feature wall.

Discussion was held on the difficulty of sandblasting now that the stones were in place, and that perhaps a general cleaning would suffice. Also discussed was the message to be engraved on the feature wall. Mayor Oberloh suggested the message should more appropriately be a more general rededication message, and the thank you's to benefactors should be by plaque on a different wall.

The motion was made by Alderman Ten Haken, seconded by Alderman Nelson and unanimously carried to have Alderman Woll and Dwayne Haffield negotiate a cleaning of the stones up to the proposed number but with reason taken into account and to remove the Vance portion to be addressed in another way.

COUNCIL COMMITTEE REPORTS

Mayor Oberloh - Attended some meetings regarding potential cost savings on the ARMER System. Also looked for ways to work with the County to get economic value from the wind towers.

Alderman Ten Haken - Attended a Regional Dispatch Center meeting - they continue to work at looking to the LEC for record keeping and 911 calls - they have the ability to collaborate with other counties to house those recorded calls. Worthington is pointed to as the spot for that to happen - we need to work to get there.

Alderman Kuhle - nothing to report.

Alderman Nelson - Attended his first CVB and Chamber meeting - Glenn Thuringer presented with WREDC and convinced both the CVB and Chamber to be sponsors for the Bio Science Conference. They also reviewed the new CVB brochure.

Alderman Woll - Participated in a Parks discussion on the dock issued - the requests continue to increase and he would appreciate any input - to this point there are 8 private docks on public property. The design for the Senior Center is starting - they've had one meeting should have some conceptual drawings soon - they've also been working on the business mode.

CITY ADMINISTRATOR'S REPORT

Craig Clark, City Administrator, reported that on March 10th the CGMC is planning another day at the Capitol if Council was interested in attending. There will be a joint City, County, School District, Township meeting is on the 24th of March.

Alderman Nelson noted that he would not be in attendance at the next City Council meeting. Alderman Ten Haken stated he had already notified the Clerk he would be gone that day. Alderman Nelson said he would be able to attend on the 15th if the meeting were moved to that day. Staff will do some checking and notify Council.

CLOSED SESSION UNDER MINN, STAT § 13D.05 SUBD. 3(C)(3) - PURCHASE OR SALE OF REAL OR PERSONAL PROPERTY - CONSIDERATION OF SETTLEMENT FOR ACQUISITION OF RIGHT OF WAY AND EASEMENTS FOR RYAN'S ROAD/RAY DRIVE PROJECT (PARCEL #31-3857-500)

Mayor Oberloh announced that Council would be going into closed session for consideration of purchase or sale of real or personal property as allowed under Minn. Stat. § 13D.05 Subd. 3 (C)(a). Upon roll call, the following were in attendance for the closed session: Janice Oberloh, Lyle Ten Haken, Mike Kuhle, Martin Rickers, Scott Nelson, Mike Woll, Craig Clark Alan Oberloh, Mark Storm, Dwayne Haffield.

The motion was made by Alderman Kuhle, seconded by Alderman Woll and unanimously carried to close the meeting at 8:55 p.m.

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The motion was made by Alderman Woll, seconded by alderman Kuhle and unanimously carried to reopen the meeting at 9:15 p.m.

The motion was made by Alderman Kuhle, seconded by Alderman Nelson and unanimously carried to accept the negotiated recommended verbal agreement from the Krafts for \$120,000 for the parcel identified as #31-3857-500 for right of way and easement purposes for the Ryan's Road/Ray Drive project.

ADJOURNMENT

The motion was made by Alderman Nelson, seconded by Alderman Ten Haken and unanimously carried to adjourn the meeting at 9:17 p.m.

Janice Oberloh
City Clerk

ADMINISTRATIVE SERVICES MEMO

DATE: MARCH 11, 2011
TO: HONORABLE MAYOR AND CITY COUNCIL
SUBJECT: ITEMS REQUIRING CITY COUNCIL ACTION OR REVIEW

CONSENT AGENDA CASE ITEMS

1. APPLICATION FOR ON-SALE BEER LICENSE

The following application for an Off - Sale Beer License has been received:

ASTRUP Drug, Inc. - Sterling Drug, 511 Tenth Street

All the required documentation and fees have been received. Council action is requested on the application.

2. ALL HAZARDS MITIGATION PLAN

In 2003-2005 Nobles County and Southwest Regional Development Commission (SRDC) completed an initial All Hazards Mitigation Plan (AHMP) to comply with the requirements of the Disaster Mitigation Act of 2000. The City Council at their March 19, 2005 regular meeting passed a resolution to adopt the Nobles County AHMP. In 2009-2010, a project was undertaken to update that plan, so that all local units of government in Nobles County that wished to participate could become eligible to adopt the updated plan.

The City Council at their November 23, 2009 regular meeting authorized the City Administrator to sign a Statement of Interest in All Hazard Mitigation Planning as part of the Nobles County Plan update (*see Exhibit 1*).

The Public Safety Director and City Engineer attended the AHMP meetings and participated in the process.

On February 10, 2011 the City Administrator received notice from SRDC informing the City the Minnesota Department of Homeland Security and Emergency Management (HSEM) and the Federal Emergency Management Agency (FEMA) have approved the Nobles County All Hazard Mitigation Plan (AHMP) and the Nobles County Board of Commissioners has adopted the plan (*see Exhibit 2*). The plan can be accessed at <http://www.swrdc.org/elu.htm#hazard>. The Executive Summary for the AHMP can be seen in *Exhibit 3*.

FEMA and HSEM require all cities that participated in the plan to adopt the AHMP update to remain eligible for certain mitigation funding. SRDC has provided the City with a

resolution to consider for adoption (*see Exhibit 4*).

Staff recommends the authorization of the proposed resolution to adopt the AHMP.

Proposed Motion: Authorization of resolution to adopt Nobles County's All Hazard Mitigation Plan.

CASE ITEMS

3. **SECOND READING PROPOSED ORDINANCE - CHANGE of ZONE FROM "M-1" AND "M-2" GENERAL MANUFACTURING TO "B-2" CENTRAL BUSINESS DISTRICT**

Pursuant to published notice this is the time set for the second reading of proposed ordinance Change of Zone from "M-1" and "M-2" General Manufacturing to "B-2" Central Business District. A complete copy of the ordinance was included in the February 28, 2011 City Council Packet.

4. **CONSIDERATION OF AUTHORIZATION OF DESIGN DEVELOPMENT PHASE FOR NEW FIRE STATION**

The City of Worthington in its 2009 Strategic Plan identified the task of building a new fire station under the Strategic Direction: Supporting and Developing Community Amenities. Council approved the Fire Station Action Plan at its regular meeting on January 25, 2010.

The City Council approved the contract for architectural and engineering services with Buetow and Associates at their regular meeting on October 12, 2010. The approved contract separates the services into different phases:

- Site Feasibility
- Review/Update Programmed Space Study
- Schematic Design Phase
- Design Development Phase
- Construction Documents Phase
- Bidding Phase

- Construction Administration Phase
- Owner Move-In and Occupy

The Fire Station Committee has met with Randy Engel, primary architect, eight times during site feasibility, the programmed space study and the schematic design phase. Sanford has been a partner throughout this part of the project and at the end of this phase Sanford informed the City they were ending their participation. Parallel to those meetings Mr. Engel has worked with City staff on site zoning and with Peer Engineering and City staff on site preparation and remediation in reference to soil contamination issues. City staff has also worked on ancillary issues pertaining to moving forward with the proposed project.

The Fire Station Committee has approved and recommended Conceptual Site Plan 2, iteration M (*Exhibit 7*) for Council's approval and is seeking authorization to proceed to the Design Development Phase.

Exhibits:

5. *Executive Summary*
6. *Cost Estimates for Fire Station with and without Ambulance and Helipad*
7. *Plan M Elevation, Site Plan and Floor Plan*

Proposed Motion: Authorization to proceed with Fire Station Design Development Phase.

5. **AUTHORIZE THE REFUNDING OF ELECTRIC REVENUE BONDS, SERIES 2001A AND TO ESTABLISH A PRICING COMMITTEE**

At its March 14, 2001 meeting, the Water & Light Commission of the City of Worthington authorized the formation of a Pricing Committee for the purpose to negotiate the refunding of Electric Revenue Bonds, Series 2001A (*attached resolution Exhibit 8*).

Exhibit 9 is proposed resolution to acquiesce with the Commissions action on March 14, 2011, to allow the established pricing committee to negotiate the refunding, provided that the reduction in debt service is not less than \$50,000. Also attached in *Exhibit 10* is a pre-sale report.

Council action is requested on the proposed resolutions as presented.

6. **PROPOSAL FOR THE PURCHASE OF MOWING EQUIPMENT AT PRAIRIE VIEW GOLF LINKS**

Staff is recommending the purchase of a new fairway mower and a new rough mower to replace a 1995 fairway mower and add a rough mower to improve efficiency at the golf course and to reduce equipment repair costs. All new equipment carries a 2 year warranty on parts and labor.

Quotes were obtained from MTI in Minneapolis and TurfWerks in Sioux Falls for the two pieces of mowing equipment.

A financing agreement with MTI would result in a total cost for the equipment of \$92,050 which includes \$7031 in finance charges (4.5% interest rate).

A financing agreement TurfWerks would result in a total cost for the equipment of \$95,075 which includes \$7738 in finance charges (5.0% interest rate).

When preparing the 2011 year budget, the intention was to pursue a lease with an outside agency and was to be funded annually from the operating budget, which allocated \$20,300 allocated in the 2011 budget. Because only financing is available to municipalities, not true leases, staff believes that an internal fund is the best option to pursue at this time.

An interfund loan through the City at an interest rate of 1½ percent would result in total cost for the equipment of \$87,346 which includes \$2827 in finance charges. The interfund loan would result in finance savings of \$4204 over the length of the loan.

Staff is recommending the equipment be purchased from MTI with an interfund loan with an initial payment of \$20,300 to come from monies in the current year budget, with annual payments of \$22,349 to be budgeted for in 2012, 2013, and 2014.



OFFICE OF THE ADMINISTRATOR

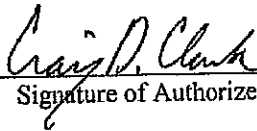
CITY OF WORTHINGTON ■ 303 NINTH STREET, PO BOX 279 ■ WORTHINGTON, MN 56187
TELEPHONE: (507) 372-8600 ■ FAX: (507) 372-8630 ■ www.ci.worthington.mn.us

**Statement of Interest in All-Hazard Mitigation Planning
City of Worthington**

As a potential participant in the Hazard Mitigation Assistance Program, the City of Worthington, Minnesota hereby states their interest in participating in the multi-jurisdictional *Nobles County All-Hazard Mitigation Plan*.

After FEMA funding approval and during the planning implementation, the City of Worthington, Minnesota agrees to participate in the hazard mitigation planning process.

As signed, we understand this is a voluntary program and our participation may benefit our jurisdiction by identifying hazards and prioritizing potential projects to mitigate the effects of natural hazards.



Signature of Authorized Representative



Date

City Administrator

Title



Southwest Regional Development Commission

Serving the Counties of:

Cottonwood • Jackson • Lincoln • Lyon • Murray • Nobles • Pipestone • Redwood • Rock

2401 Broadway Avenue, Suite 1
Slayton, MN 56172-1142
(507) 836-8547
Fax: (507) 836-8866
E-Mail: srdc@swrdc.org / Website: www.swrdc.org

David Benson, Chairman
Miron Carney, Vice-Chairman
Larry Hansen, Treasurer
Lyle Ten Haken, Secretary

10 February 2011

Craig Clark
City Administrator
City of Worthington
PO Box 279
Worthington, MN 56187

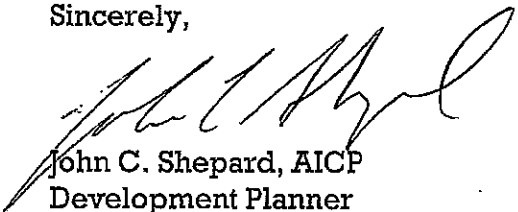
Dear Mr. Clark:

The Minnesota Department of Homeland Security and Emergency Management (HSEM) and the Federal Emergency Management Agency (FEMA) Chicago Office have approved the *Nobles County All Hazard Mitigation Plan (AHMP) Update*. The Nobles County Board of Commissioners has now adopted the update by resolution. A copy is enclosed on CD-R, and can be accessed on our website at <http://www.swrdc.org/elu.htm#hazard>.

All cities in Nobles County participated in the existing AHMP and the update project. **FEMA and HSEM require your city to adopt the AHMP update to remain eligible for certain mitigation funding.** A sample resolution is attached for consideration by your Council at their next meeting. Please return a signed copy of your resolution to me as soon as possible.

If you have any questions, please contact me at 507.836.1633 or email jshpard@swrdc.org.

Sincerely,



John C. Shepard, AICP
Development Planner

Cc: Melvin Ruppert, Nobles County Administrator
Enc.: CD with AHMP Update, Appendices, and Model Resolution of Adoption

Nobles County All-Hazard Mitigation Plan

Update — 2011

Executive Summary

This hazard mitigation plan documents the multi-jurisdictional, multi-hazard mitigation planning update process in Nobles County, Minnesota, which is intended to meet the requirements of the federal Disaster Mitigation Act of 2000.

The Nobles County All-Hazard Mitigation Plan is intended to protect residents and infrastructure from natural and human caused hazards, while continuing to foster a healthy economy and environment by maintaining fiscal responsibility and quality services.

In 2003-05, Nobles County and Southwest Regional Development Commission (SRDC) completed an initial All Hazard Mitigation Plan. In 2009-10, a project was undertaken to update that plan, so that all local units of government in Nobles County that wished to participate could become eligible to adopt the updated plan. All incorporated municipalities continued to participate in the County's hazard mitigation planning process: Adrian, Bigelow, Brewster, Dundee, Ellsworth, Kinbrae, Lismore, Round Lake, Rushmore, Wilmont and Worthington, Minnesota.

Nobles County and the cities of Adrian and Worthington participate in the National Flood Insurance Program (NFIP). All cities with currently identified Flood Hazard Areas currently participate in the NFIP.

The Nobles County All-Hazard Mitigation Planning Team identified the following natural and man-made hazards as current High Rank Hazards for Nobles County:

- Blizzards and Winter Storms
- Tornado / Straight-line Winds
- Hazardous Materials
- Public Health and Infectious Disease

The Planning Team considered back-up power supplies, hardening utilities, training to identify hazardous materials, and working with manufactured home parks to be priority mitigation actions for this update.

This plan is formatted to follow FEMA guidance. Chapter One introduces the concept of multi-hazard mitigation planning, in one section. Section I describes all-hazard mitigation programs in Minnesota and provides a profile of Nobles County.

Chapter Two covers prerequisites for eligibility to adopt this multi-hazard mitigation plan in multiple jurisdictions, in two sections. Section II describes the plan adoption process. Section III describes multi-jurisdictional participation in the planning process.

Chapter Three documents the process used in developing this plan. Section IV describes the planning process, the All Hazard Mitigation Planning Team, public involvement, and existing plans, studies, reports and technical information used in the planning process.

Chapter Four is the risk assessment of hazards facing the county, in multiple sections. Section V describes identified natural and technological hazards. Section VI provides a profile of identified hazards. Section VII provides an overview of vulnerability to identified hazards. Section VIII addresses Repetitive Loss Properties. Section IX addresses risks to structures. Section X addresses estimates of potential losses. Section XI provides an analysis of development trends. Section XII addresses multi-jurisdictional risk analysis for participating jurisdictions.

Chapter Five documents goals, objectives and mitigation strategies that the All-Hazard Mitigation Planning Team developed through the all-hazard mitigation planning process. Section XIII describes mitigation goals and objectives. Section XIV describes the comprehensive range of specific mitigation actions identified. Section XV addresses NFIP compliance. Section XVI describes implementation of mitigation actions. Section XVII addresses the multi-jurisdictional nature of mitigation actions.

Chapter Six documents procedures for long-term plan maintenance. Section XVIII describes monitoring, evaluating and updating the plan. Section XIX addresses incorporation of this plan into existing planning mechanisms. Section XX addresses the need for continued public involvement.

This planning process has been conducted by SRDC and Nobles County Emergency Management in accordance with current guidance provided by US Federal Emergency Management Agency (FEMA) and Minnesota Homeland Security and Emergency Management (HSEM).

This project was supported by Grant Award Number FEMA-DR-1717-MN awarded by the Federal Emergency Management Agency (FEMA). Points of View or opinions in this document are those of the author and do not represent endorsement by FEMA or reflect FEMA's views.

RESOLUTION OF THE CITY OF WORTHINGTON

ADOPTION OF THE
NOBLES COUNTY ALL-HAZARD MITIGATION PLAN UPDATE 2011

WHEREAS, the City of Worthington has participated in the hazard mitigation planning process as established under the Disaster Mitigation Act of 2000, and

WHEREAS, the Act establishes a framework for the development of a multi-jurisdictional County All Hazard Mitigation Plan (AHMP); and

WHEREAS, the Act as part of the planning process requires public involvement and local coordination among neighboring local units of government and businesses; and

WHEREAS, the Nobles County AHMP includes a risk assessment including past hazards, hazards that threaten the County, an estimate of structures at risk, a general description of land uses and development trends; and

WHEREAS, the Nobles County AHMP includes a mitigation strategy including goals and objectives and an action plan identifying specific mitigation projects and costs; and

WHEREAS, the Nobles County AHMP includes a maintenance or implementation process including plan updates, integration of the plan into other planning documents and how Nobles County will maintain public participation and coordination; and

WHEREAS, the Plan has been shared with the Minnesota Division of Homeland Security and Emergency Management and the Federal Emergency Management Agency for review and comment; and

WHEREAS, the Nobles County All-Hazard Mitigation Plan will make the county and participating jurisdictions eligible to receive FEMA hazard mitigation assistance grants; and

WHEREAS, this is a multi-jurisdictional Plan and cities that participated in the planning process may choose to also adopt the County Plan.

NOW THEREFORE BE IT RESOLVED that the City of Worthington supports the hazard mitigation planning effort and wishes to adopt the Nobles County All-Hazard Mitigation Plan Update.

This Resolution was declared duly passed and adopted and was signed by the _____ and attested to by the _____ this ____ day of _____, 2011.

(SEAL)

Mayor

Attest:

City Clerk



BUETOW AND ASSOCIATES INC
AN ARCHITECTURAL SERVICES COMPANY
2345 Rice Street Suite 210
St. Paul, Minnesota 55113

Site Feasibility/Space Study Phase and Schematic Design Phase Executive Summary

**Worthington Fire Station/Ambulance Facility
Worthington, Minnesota 56187
BA #1025**

Executive Summary

Page 1

A City-owned site in downtown Worthington located at the corner of Second Avenue and Ninth Street has been selected for the new Worthington Fire Station. That site used to be the home of a former Campbell's Soup Plant.

The new Fire Station is planned to occupy 2.8 acres, is to be placed at the easterly portion of that site and will also require the closing of the tail end of Ninth Street from Second Avenue to where it abuts First Avenue. A portion of First Avenue will also be closed to facilitate emergency vehicle access to this site.

This site was selected because it is an improvement over the current Fire Station's location in that: its commanding and prominent location will allow the Fire Department to continue to maintain a rapid emergency call response, it provides the public with high visibility of an essential public service, there would be less disruption to adjoining or nearby residences at this location and this site allows reuse of a former 'brownfield' site.

The new Fire Station is planned to occupy an onsite footprint of 18,000 square feet and will resolve issues that exist with the current fire station that include: lack of enough proximate parking for firefighters and visitors, lack of enough space for firefighter and administrative operations, insufficient clearances for vehicles within the Apparatus Bay, noncompliance with the current Minnesota State Building Code (insofar as accessibility, energy use and fire safety), an aging building that requires facility and equipment rehabilitation and lack of provisions for firefighter gender equity.

The Zoning designation of the site is being changed from M2 to B2 to recognize this and other potential new uses planned for the site and to allow placement there of an essential municipal facility.

A Boundary and Topographical Survey of the site was prepared and Geotechnical Soil Borings were completed in preparation for the execution of this project.

The Architect, Buetow and Associates, Inc. of Roseville, Minnesota was selected to design this important project by the City in October, 2010 because of their extensive experience in the design of municipal Fire Stations in Minnesota. The process has started with the Architect's preparation of a Site Feasibility and Space Needs Analysis, Helipad Study and Schematic Design. A Space Needs Questionnaire was prepared by the Architect and distributed to the Committee for review, completion and return to the Architect. Buetow and Associates, Inc. has met on eight separate occasions with the Fire Station Committee to discuss site and building designs, has received valuable input and direction from the Fire Station Committee and has completed the preparation of Schematic Design Drawings.



BUETOW AND ASSOCIATES INC
AN ARCHITECTURAL SERVICES COMPANY
2345 Rice Street Suite 210
St. Paul, Minnesota 55113

Worthington Fire Station/Ambulance Facility
Worthington, Minnesota 56187
BA #1025

Executive Summary

Page 2

The Proposed Project Schedule envisions the following: completion of Construction Documents and the start of the Public Bidding process at the end of July, 2011, General Contractor Bids to be received in mid-September, 2011 and Building Construction to start in late September or early October, 2011. Also, a separate Contract for Site Earthwork is proposed that could allow the start of that work early September, 2011. It is anticipated that construction of the project will take 11 to 14 months to complete.

The current Estimate of Construction Cost is \$3,740,000 and the current Estimate of Project Cost is \$4,420,000.



BUETOW AND ASSOCIATES INC
AN ARCHITECTURAL SERVICES COMPANY
2345 Rice Street Suite 210
St. Paul, Minnesota 55113

Schematic Design Phase Estimate of Construction and Project Costs

Worthington Fire Station/Ambulance Facility	Schematic Design Phase
Schematic Design Phase	
Worthington, Minnesota 56187	March 9, 2011
BA #1025	Page 1

Fire Station (Floor Plan M)	
18,000 square feet (Building Footprint on the Site)	\$3,400,000
<u>10% Construction Contingency</u>	<u>\$ 340,000</u>
Subtotal (Estimated Construction Costs)	\$3,740,000
Soft Costs	\$ 680,000
(Boundary and Topographic Survey, Special Inspections, Geotechnical Borings, On-site Inspector, Furnishings, Telephone System, Signage, Data Server System, Moving Costs and Professional Fees)	
Total Estimated Project Cost	\$4,420,000

Note #1: Land Purchase and environmental/abatement costs and fees are not included.
Note #2: Estimated Construction Costs are based upon Building Footprint on the Site. Total floor area that includes the Hose/Training Tower and Mezzanines is 19,960 square feet.

Fire Station/Ambulance Facility (Floor Plan K)	
21,500 gross square feet (Footprint)	\$4,000,000
<u>10% Construction Contingency</u>	<u>\$ 400,000</u>
Subtotal (Estimated Construction Costs)	\$4,400,000
Soft Costs	\$ 800,000
(Boundary and Topographic Survey, Special Inspections, Geotechnical Borings, On-site Inspector, Furnishings, Telephone System, Signage, Data Server System, Moving Costs and Professional Fees)	
Total Estimated Project Cost	\$5,200,000

Note #1: Land Purchase and environmental/abatement costs and fees are not included.
Note #2: Estimated Construction Costs are based upon Building Footprint on the Site. Total floor area that includes the Hose/Training Tower and Mezzanines is 23,590 square feet.
Note #3: Spaces shared by the Fire Department and by the Ambulance Program constitute about 18% of the facility's gross floor area.
Note #4: Helipad: The Helipad is expected to add \$200,000 to the above cost.

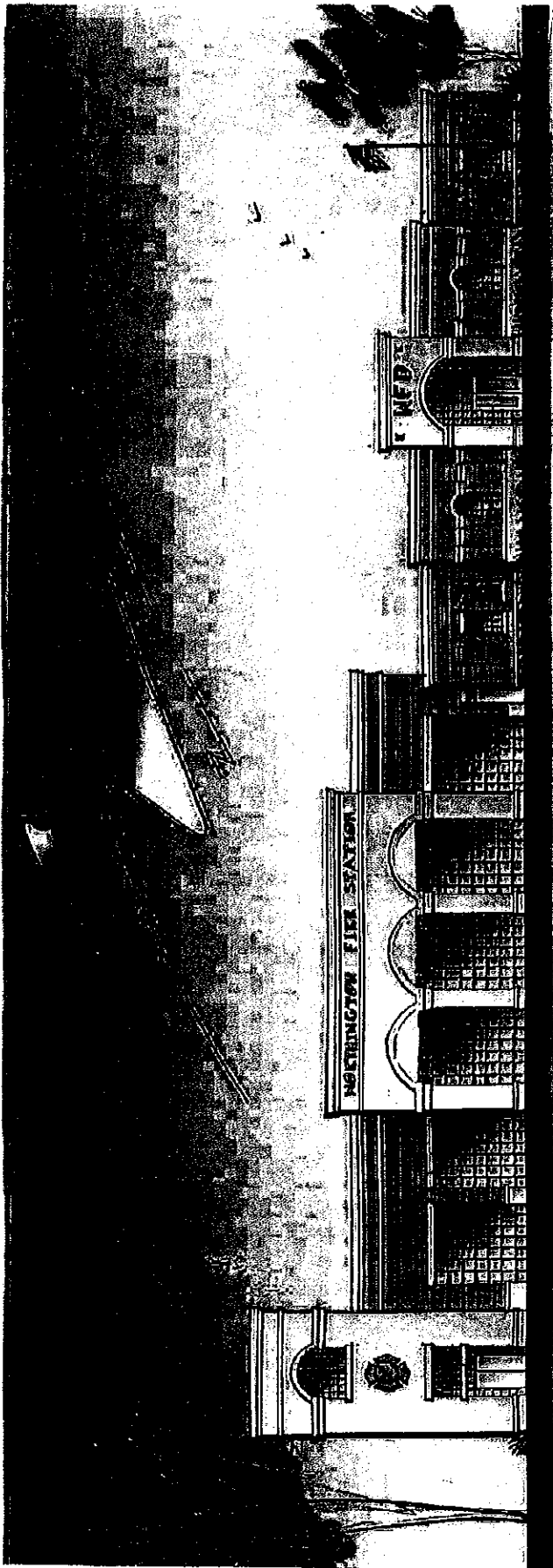
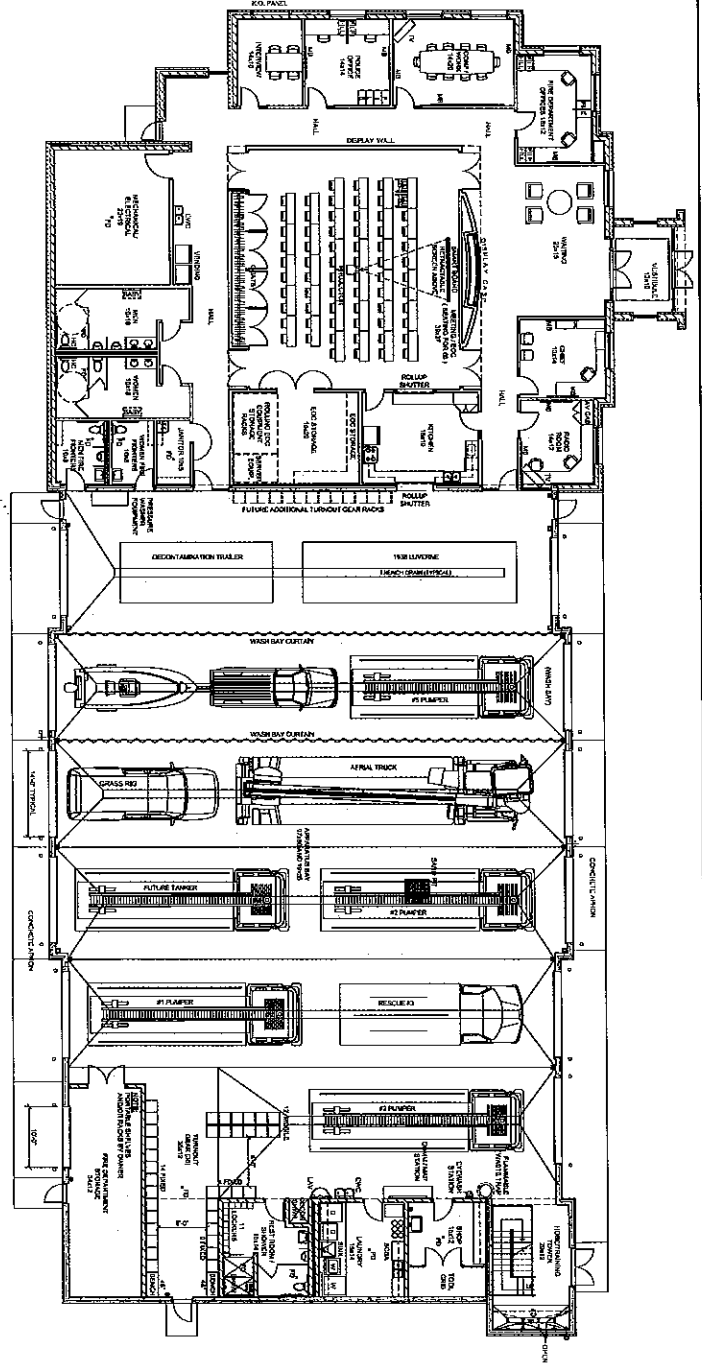


Exhibit 7A

SCHEMATIC DESIGN - MAIN LEVEL FLOOR PLAN - M

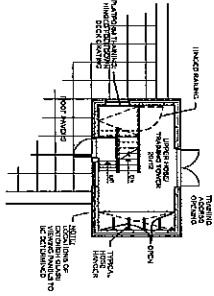


GROSS FLOOR AREAS:

MAIN LEVEL.....	1800 sq. ft.
MEZZANINE LEVEL.....	1,780 sq. ft.
UPPER HOSETRAINING TOWER.....	340 sq. ft.
Total	20,000 sq. ft.

ASSIGNMENT OF SPACES:

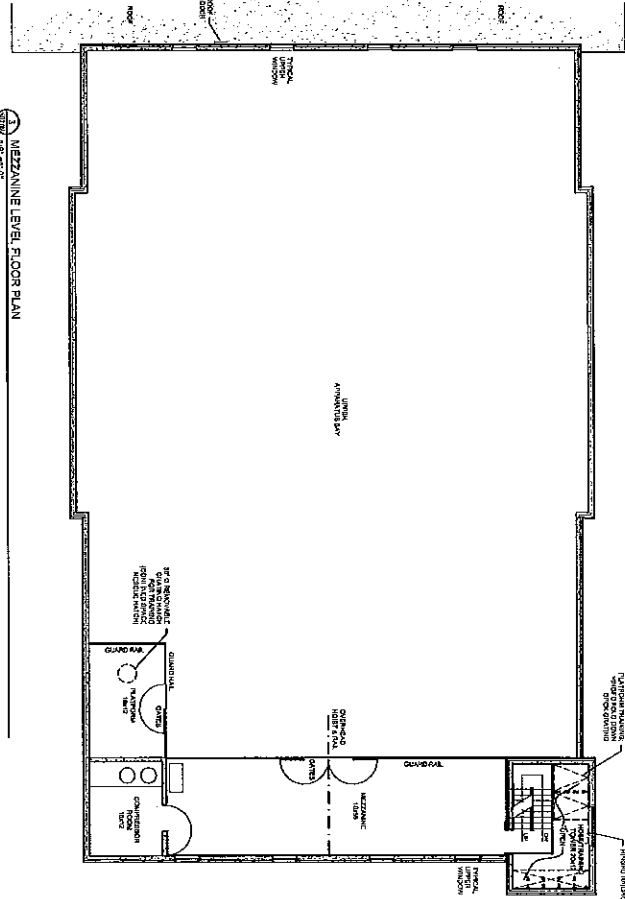
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<input type="checkbox"/>	OFFICE
<input type="checkbox"/>	TRAINING
<input type="checkbox"/>	STORAGE



UPPER HOSETRAINING TOWER FLOOR PLAN

ROOM FINISH SCHEDULE

ROOM NAME	FLOOR	WALLS	CEILING	FINISHINGS
KITCHEN	1st	CONCRETE	AC	STAINLESS STEEL
DINING	1st	CONCRETE	AC	WOOD
TRAINING ROOM	1st	CONCRETE	AC	WOOD
VEHICLE BAY	1st	CONCRETE	AC	CONCRETE
STORAGE	1st	CONCRETE	AC	CONCRETE
OFFICE	1st	CONCRETE	AC	WOOD
MECHANICAL	1st	CONCRETE	AC	CONCRETE
RESTROOM	1st	CONCRETE	AC	WOOD
STAIR	1st	CONCRETE	AC	CONCRETE
ELEVATOR	1st	CONCRETE	AC	CONCRETE
MEZZANINE	2nd	CONCRETE	AC	WOOD
UPPER HOSE TOWER	3rd	CONCRETE	AC	CONCRETE



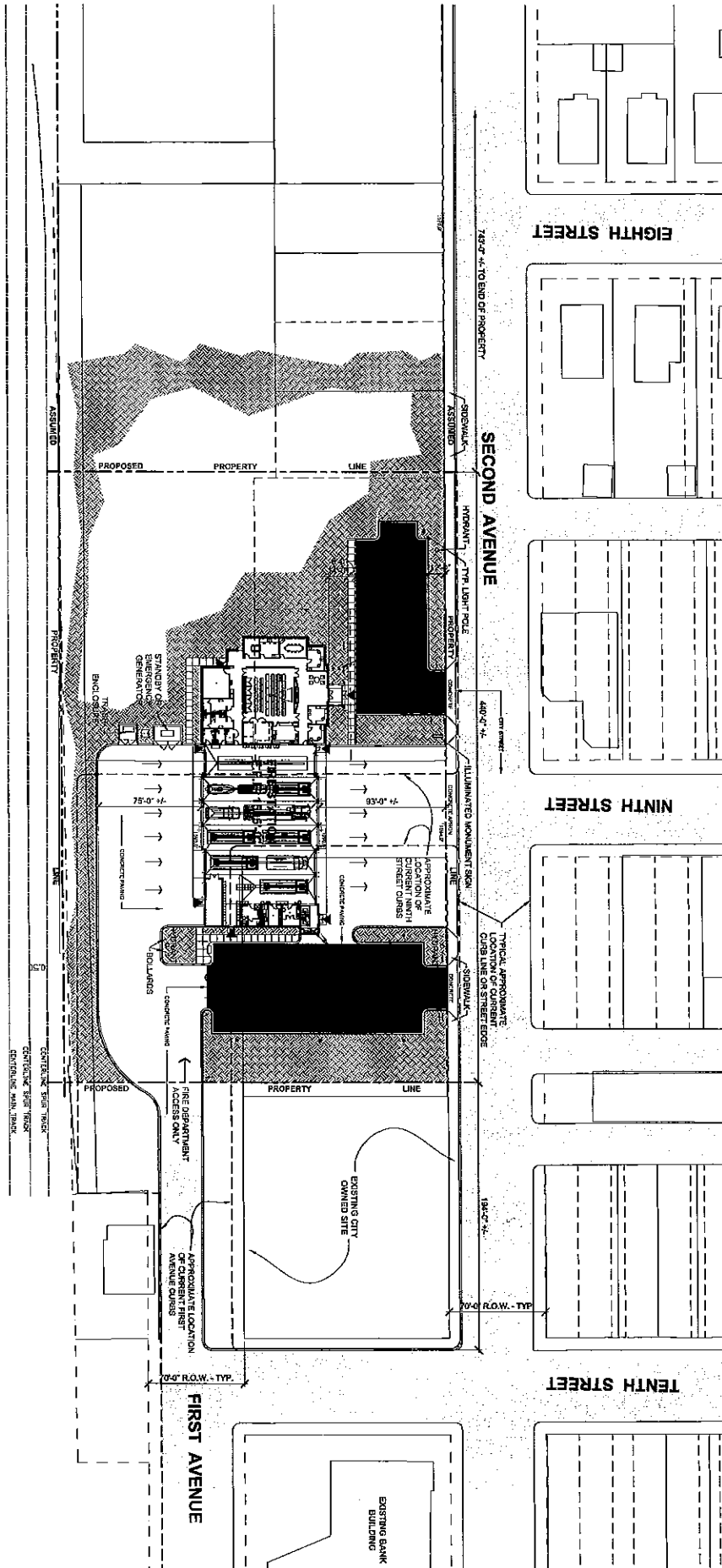
MEZZANINE LEVEL FLOOR PLAN

SITE PLAN

1 SCHEMATIC DESIGN - FLOOR PLAN M

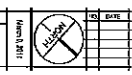


(Worthington, Minnesota)



SITE INFORMATION:

1. Proposed Site Area of New Project	133,200 +/- sq. ft. / 2.82 +/- Acres
2. Building Gross Floor Area:	Footprint = 18,000 sq. ft. Total (including Mezzanine & HoseRaising Tower) = 20,000 sq. ft. M-2 to B-2
3. Proposed Zoning:	M-2 to B-2
4. Property Subclass:	None Required
5. Parcel Parking and Driveway Setbacks:	None Required
6. Building Height:	70'-0" Maximum / 34'-0" +/- Proposed
7. F.A.R.:	4.0 Maximum / 1.5 Proposed
8. Off Street Parking (Minimum Requirement):	Assembly (1112 occupants) = 6 Apparatus Bay = 7 Offices = 3 Total = 16
9. Off Street Parking Provided:	50



RESOLUTION NO. _____

RESOLUTION RELATING TO \$1,300,000 ELECTRIC REVENUE REFUNDING BONDS, SERIES 2011A; AUTHORIZING THE SALE THEREOF, FIXING THE FORM AND DETAILS, PROVIDING FOR THE EXECUTION AND DELIVERY THEREOF AND SECURITY THEREFOR

BE IT RESOLVED by the Board of Commissioners of the Water and Light Commission (the "Commission") of the City of Worthington, Minnesota (the "City"), as follows:

SECTION 1. RECITALS. This Board has investigated the facts necessary to determine and does hereby find and declare:

1.01. Electric Utility. The City owns and operates a municipal electric utility (the "Utility") which is under the jurisdiction of the Commission and has been under the jurisdiction of the Commission as a utility at all times since 1895.

1.02. Authorization. The Commission has previously issued its Electric Revenue Bonds, Series 2001A, originally dated as of October 1, 2001, in the original principal amount of \$2,570,000 (the "Series 2001A Bonds"), to finance certain improvements to the Utility including the acquisition and construction of a diesel electric generation plant (the "Project"). The Commission hereby finds that it is necessary and in the best interests of the City and its residents to refund in a current refunding the 2011 through 2016 maturities of the Series 2001A Bonds (the "Refunded Bonds"). To provide funds for the redemption of the Refunded Bonds on April 25, 2011 (the "Redemption Date"), it is necessary for the Commission to issue approximately \$1,300,000 in principal amount of its Electric Revenue Refunding Bonds, Series 2011A (the "Bonds"), pursuant to Minnesota Statutes, Chapter 475 and Section 453.55, as amended (the "Act") and Section 6.02 of the City Charter. The refunding of the Refunded Bonds is being carried out for the purpose described in Minnesota Statutes, Section 475.67, subdivision 3, section (b)(2)(i) and in compliance with Minnesota Statutes, Chapter 475.

1.03. Sale of Bonds. Ehlers & Associates, Inc. is hereby authorized, pursuant to Minnesota Statutes, Section 475.60, Subdivision 2, paragraph (9), to solicit proposals for the Bonds on behalf of the Commission on a negotiated basis. The terms of the Bonds and the sale thereof shall be substantially as set forth in the Terms of Proposal attached as Exhibit A hereto, which is hereby approved. The specifications set forth in Exhibit A may be revised by the City Finance Director in consultation with Ehlers & Associates, Inc. A pricing committee is hereby established for the purpose of considering proposals to purchase the Bonds and shall be composed of the Mayor, the City Finance Director and the Manager of the Utility (the "Pricing Committee"). The Pricing Committee is hereby authorized to approve the sale of the Bonds in an aggregate principal amount not to exceed \$1,300,000 and to approve an agreement for the sale of the Bonds with the purchaser, provided that the reduction in debt service is not less than \$50,000, and provided that the authorization contained herein shall terminate 180 days from the date hereof. The President and the Secretary are hereby authorized and directed to execute a

contract on the part of the Commission for the sale of the Bonds with the purchaser consistent with the terms of sale approved by the Pricing Committee.

1.04. Sufficiency of Net Revenues. This Board reasonably anticipates that the gross revenues to be received from the operation of the Utility during the period for which the Bonds will be outstanding will be more than sufficient to pay all costs of the operation and maintenance thereof and to provide Net Revenues (as hereinafter defined) adequate to pay the principal of and interest on the Bonds when due. Other than the Refunded Bonds, there are no outstanding obligations payable from or constituting a lien or charge upon such Net Revenues, and it is in the best interests of the City and the Commission that the Bonds be made payable solely from the Net Revenues.

1.05. Recitals. All acts, conditions and things that are required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed precedent to and in the valid issuance of the Bonds have been done, do exist, have happened and have been performed, in due form, time and manner as required by law.

SECTION 2. SECURITY FOR THE BONDS. The Bonds and any Additional Bonds (as hereinafter defined) issued under this Resolution and the interest coming due thereon shall be payable solely, equally and ratably from the Net Revenues of the Utility without preference or priority; however, the Bonds shall not constitute a lien on the property comprising the Utility. The Bonds shall not constitute a general obligation of the City, and the full faith and credit and taxing powers of the City are not pledged for the payment of the Bonds and interest, and no person shall ever have the right to compel the application of City money (other than Net Revenues) or the levy of ad valorem taxes for the payment of such principal and interest.

SECTION 3. FORM OF BONDS. The Bonds shall be prepared in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF NOBLES
WATER AND LIGHT COMMISSION OF THE CITY OF WORTHINGTON

ELECTRIC REVENUE REFUNDING BOND, SERIES 2011A

No. R- _____ \$ _____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	December 1, 20__	April __, 2011	

REGISTERED OWNER:

PRINCIPAL AMOUNT: _____ DOLLARS

FOR VALUE RECEIVED, the Water and Light Commission (the "Commission") of the City of Worthington, Nobles County, Minnesota (the "City"), acknowledges itself to be specially indebted and hereby promises to pay to the registered owner specified above, or registered assigns, the principal amount specified above, on the maturity date specified above, with interest thereon from the date of original issue specified above or from the most recent date to which interest has been paid or duly provided for, at the annual rate specified above, all subject to the provisions referred to herein with respect to the redemption of the principal of this Bond before maturity. Interest hereon is payable on June 1 and December 1 in each year, commencing June 1, 2011, to the person in whose name this Bond is registered at the close of business on the 15th day (whether or not a business day) of the immediately preceding month. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft drawn on Bond Trust Services Corporation, in Roseville, Minnesota, as Bond Registrar, Transfer Agent and Paying Agent, or its designated successor under the Resolution described herein (the "Registrar").

This Bond is one of an issue of Electric Revenue Refunding Bonds of the Commission, issued in a series in the aggregate principal amount of \$1,300,000 (the "Bonds"), pursuant to a resolution adopted by the Board of Commissioners of the Commission on March 14, 2011 (the "Resolution"), to provide funds to refund certain outstanding obligations of the Commission and is issued pursuant to and in full conformity with the provisions of the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Statutes, Section 453.55 and Chapter 475, as amended, and Section 6.02 of the City Charter. The Bonds and the interest thereon are payable solely from money on hand in the Debt Service Account of the Electric Fund of the Commission (the "Debt Service Account"), but the Bonds shall not constitute a lien on the property comprising the Utility. The Bonds shall not constitute a general obligation of the City,

and the full faith and credit and taxing powers of the City are not pledged for the payment of the Bonds and interest, and no person shall ever have the right to compel the application of City money (other than Net Revenues) or the levy of ad valorem taxes for the payment of such principal and interest. The Bonds are issuable only as fully registered bonds, in denominations of \$5,000 or any multiple thereof of a single maturity.

The Bonds will not be subject to optional redemption and prepayment prior to their stated maturity dates.

[COMPLETE THE FOLLOWING PROVISIONS IF THERE ARE TERM BONDS - ADD ADDITIONAL PROVISIONS IF THERE ARE MORE THAN TWO TERM BONDS]

[Bonds maturing in the years 20__ and 20__ shall be subject to mandatory redemption, at a redemption price equal to their principal amount plus interest accrued thereon to the redemption date, without premium, on December 1 in each of the years shown below, in an amount equal to the following principal amounts:

<u>Term Bonds Maturing in 20--</u>		<u>Term Bonds Maturing in 20--</u>	
<u>Sinking Fund</u> <u>Payment Date</u>	<u>Aggregate</u> <u>Principal Amount</u>	<u>Sinking Fund</u> <u>Payment Date</u>	<u>Aggregate</u> <u>Principal Amount</u>
	\$		\$

The Commission shall cause notice of the call for redemption thereof to be published if and as required by law and, at least thirty days prior to the date specified for redemption, will cause notice of the call thereof to be mailed, by first class mail, to the registered owner of any Bond to be redeemed at the owner's address as it appears on the bond register maintained by the Registrar, but no defect in or failure to give such mailed notice of redemption shall affect the validity of proceedings for the redemption of any Bond not affected by such defect or failure. Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Commission shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Upon partial redemption of any Bond, a new Bond or Bonds will be delivered to the owner without charge, representing the remaining principal amount outstanding.]

As provided in the Resolution and subject to certain limitations set forth therein, this Bond is transferable upon the books of the Commission at the principal office of the Registrar, by the registered owner hereof in person or by the owner's attorney duly authorized in writing upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's attorney; and may also be surrendered in exchange for Bonds of other authorized denominations. Upon such transfer or exchange, the Commission will cause a new Bond or Bonds to be issued in the name of the transferee or

registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The Commission and the Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof, whether this Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the City nor the Registrar shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the City.

The Bonds have been designated as "qualified tax-exempt obligations" pursuant to the provisions of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed precedent to and in the issuance of this Bond in order to make this Bond a valid and binding special obligation of the Commission according to its terms have been done, do exist, have happened and have been performed in regular and due time, form and manner as so required; that the Bonds are payable from the Debt Service Account, which is a separate debt redemption fund of the Commission and in and by the Resolution the Commission has covenanted and agreed with the holders of the Bonds that it will impose and collect charges for the service, use and availability of the Utility at the times and in the amounts required to produce Net Revenues in each year during which the Bonds are outstanding at least equal to the principal and interest coming due on all Bonds payable from the Debt Service Account in such year and has pledged and appropriated said Net Revenues to said Debt Service Account to the extent necessary to pay such principal and interest when due; there has also been created a Debt Service Reserve Account, in which there has been established a reserve in an amount equal to the Debt Service Reserve Requirement (as defined in the Resolution), which Debt Service Reserve Account shall thereafter be maintained by the transfer of Surplus Net Revenues (as defined in the Resolution) whenever necessary; that in and by the Resolution, the Commission has made other covenants for the security and payment of the Bonds and will at all times comply therewith; that the Commission may hereafter issue obligations having a lien on the Net Revenues on a parity with the Bonds, but only as permitted by the Resolution; that the issuance of this Bond does not cause the indebtedness of the City to exceed any constitutional, charter or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution authorizing its issuance until the Certificate of Authentication hereon shall have been executed by the Registrar by the manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the Water and Light Commission of the City of Worthington, Nobles County, Minnesota, by its Board of Commissioners, has caused this Bond to be executed by the printed facsimile signatures of its President and General Manager.

(Facsimile Signature-General Manager)

(Facsimile Signature-President)

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds delivered pursuant to the Resolution mentioned within.

Date of Authentication: _____

as Registrar

By _____
Authorized Representative

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to the applicable laws or regulations:

TEN COM --as tenants in common

UTMA as Custodian for
(Cust) (Minor)

TEN ENT --as tenants by the entireties

under Uniform Transfers to Minors Act
(State)

JT TEN --as joint tenants with right of survivorship and not as tenants in common

Additional abbreviations may also be used.

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights thereunder, and does hereby irrevocably constitute and appoint _____ attorney to transfer the said Bond on the books kept for registration of the within Bond, with full power of substitution in the premises.

Dated: _____

NOTICE: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed: _____

Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Registrar, which requirements include membership or participation in STAMP or such other "signature guaranty program" as may be determined by the Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Please insert social security or other identifying number of assignee: _____

[End of Bond form]

SECTION 4. BOND TERMS, EXECUTION AND DELIVERY.

4.01. Maturities, Interest Rates, Denominations, Payment. The Bonds shall be originally dated as of the date of issuance, shall be in fully registered form, in the denomination of \$5,000 each or any integral multiple thereof of a single maturity, shall mature on December 1 in the years and amounts stated in the Terms of Proposal attached as Exhibit A hereto, shall bear interest from date of issue until paid or duly called for redemption at their respective annual rates.

The Bonds shall be issuable only in fully registered form. Interest shall be computed on the basis of a 360-day year composed of twelve 30-day months. The interest on and, upon surrender of each Bond, the principal amount thereof, shall be payable by check or draft issued by the Registrar described herein; provided that, so long as the Bonds are registered in the name of a securities depository, or a nominee thereof, in accordance with Section 4.07, principal and interest shall be payable in accordance with the operational arrangements of the securities depository.

The Board finds and determines that such maturities, as set forth above, are warranted by the anticipated collection of the Net Revenues of the Utility pledged for their payment.

4.02. Dates and Interest Payment Dates. Upon initial delivery of the Bonds pursuant to Section 4.06 and upon any subsequent transfer or exchange pursuant to Section 4.05, the date of authentication shall be noted on each Bond so delivered, exchanged or transferred. The interest on the Bonds shall be payable on June 1 and December 1 in each year, commencing June 1,

2011, to the owner of record thereof as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

4.03. Redemption. The Bonds will not be subject to optional redemption and prepayment prior to their stated maturity dates. The purchaser may designate any portion of the principal of the Bonds to be combined within one or more term Bonds subject to mandatory sinking fund redemption.

4.04. Appointment of Initial Registrar. The Commission hereby appoints Bond Trust Services Corporation, in Roseville, Minnesota, as the initial bond registrar, transfer agent and paying agent (the "Registrar"). The President and the Secretary are authorized to execute and deliver, on behalf of the Commission, a contract with the Registrar for this purpose. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The Commission agrees to pay the reasonable and customary charges of the Registrar for the services performed. The Commission reserves the right to remove any Registrar upon thirty (30) days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar. On or before each principal or interest due date, without further order of this Board, the Secretary shall transmit to the Registrar, from the Debt Service Account described in Section 5.05, money sufficient for the payment of all principal and interest then due.

4.05. Registration. The effect of registration and the rights and duties of the Commission and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal corporate trust office a bond register in which the Registrar shall provide for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of any Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of the same series, of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer of a Bond or portion thereof selected for redemption.

(c) Exchange of Bonds. Whenever any Bond is surrendered by the registered owner for exchange, the Registrar shall authenticate and deliver one or more new Bonds, of a like aggregate principal amount and maturity, as requested by the registered owner or the owner's attorney duly authorized in writing.

(d) Cancellation. All Bonds surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the Board.

(e) Improper or Unauthorized Transfer. When any Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Bond or separate instrument of transfer is legally authorized. The Registrar shall incur no liability for its refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The Board and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability of the Board upon such Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Bonds (except an exchange upon a partial redemption), the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be lost, stolen or destroyed, the Registrar shall deliver a new Bond of the same series, of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond lost, stolen or destroyed, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith and, in the case of a Bond lost, stolen or destroyed, upon filing with the Registrar of evidence satisfactory to it that such Bond was lost, stolen or destroyed, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the Commission and the Registrar shall be named as obligees. All Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the Commission. If the mutilated, lost, stolen or destroyed Bond has already matured or been called for redemption in accordance with its terms, it shall not be necessary to issue a new Bond prior to payment.

(i) Authenticating Agent. The Registrar is hereby designated authenticating agent for the Bonds, within the meaning of Minnesota Statutes, Section 475.55, Subdivision 1, as amended.

(j) Valid Obligations. All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the Commission, evidencing the same debt, and entitled to the same benefits under this Resolution as the Bonds surrendered upon such transfer or exchange.

4.06. Execution, Authentication and Delivery. The Bonds shall be prepared under the direction of the Secretary and shall be executed on behalf of the Commission by the signatures of the President and the Secretary; provided that said signatures may be printed, engraved, or lithographed facsimiles thereof. In case any officer whose signature, or a facsimile of whose signature, shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so executed and authenticated, they shall be delivered by the Secretary to the purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the purchaser shall not be obligated to see to the application of the purchase price.

4.07. Securities Depository. (a) For purposes of this section the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Bond, the person in whose name such Bond is recorded as the beneficial owner of such Bond by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds bonds as securities depository.

“Representation Letter” shall mean the Representation Letter pursuant to which the Commission agrees to comply with DTC’s Operational Arrangements.

(b) The Bonds shall be initially issued as separately authenticated fully registered bonds, and one Bond shall be issued in the principal amount of each stated maturity of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the bond register in the name of Cede & Co., as nominee of DTC. The Registrar and the Commission may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to registered owners of Bonds under this Resolution, registering the transfer of Bonds, and for all other purposes whatsoever; and neither the Registrar nor the Commission shall be affected by any notice to the contrary. Neither the Registrar nor the Commission shall have any responsibility or obligation to

any Participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any Participant, or any other person which is not shown on the bond register as being a registered owner of any Bonds, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Bonds, with respect to any notice which is permitted or required to be given to owners of Bonds under this Resolution, with respect to the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the Bonds, or with respect to any consent given or other action taken by DTC as registered owner of the Bonds. So long as any Bond is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Bond, and shall give all notices with respect to such Bond, only to Cede & Co. in accordance with DTC's Operational Arrangements, and all such payments shall be valid and effective to fully satisfy and discharge the Commission's obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid. No person other than DTC shall receive an authenticated Bond for each separate stated maturity evidencing the obligation of the Commission to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Bonds will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) In the event the Commission determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bonds in the form of bond certificates, the Commission may notify DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Bonds in the form of certificates. In such event, the Bonds will be transferable in accordance with paragraph (e) hereof. DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the Commission and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Bonds will be transferable in accordance with paragraph (e) hereof.

(d) The execution and delivery of the Representation Letter to DTC by the President or Secretary is hereby authorized and directed.

(e) In the event that any transfer or exchange of Bonds is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of this Resolution. In the event Bonds in the form of certificates are issued to owners other than Cede & Co., its successor as nominee for DTC as owner of all the Bonds, or another securities depository as owner of all the Bonds, the provisions of this Resolution shall also apply to all matters relating thereto, including, without limitation, the printing of such Bonds in the form of bond certificates and the method of payment of principal of and interest on such Bonds in the form of bond certificates.

SECTION 5. SECURITY PROVISIONS.

5.01. Definitions. In addition to the terms defined elsewhere in this Resolution, the following capitalized terms have the following meanings, respectively:

Bonds: The Commission's Electric Revenue Refunding Bonds, Series 2011A, and any additional bonds which may be issued on a parity therewith pursuant to Sections 7.02 or 7.03 hereof (the "Additional Bonds");

Gross Revenues: All receipts from rates, fees, charges and rentals established by the Board for the availability, benefit and use of the Utility, including availability and benefit to the Commission, and from any penalties and interest thereon, and from any sales of property constituting a part of the Utility, and from the investment and reinvestment of Gross Revenues thereof; and

Operating Expenses: Current expenses, paid or accrued, of operation, maintenance and repair of the Utility, as determined in accordance with generally accepted accounting principles, including but not limited to administrative expenses, premiums for insurance, fuel and electric energy purchased and materials, supplies and labor needed for current operation, maintenance and repair, and charges for the accumulation of appropriate reserves for current expenses which do not recur monthly but may reasonably be expected to be incurred; but not including allowances for depreciation, interest, renewals or replacements of capital assets, transfers to other funds, or any portion of the salary or wages of any officer or employee not representing reasonable compensation for the performance of the duties necessary to the operation of the Utility.

5.02. Bond Proceeds and Revenues Pledged and Appropriated. For the convenient and proper administration of the moneys now and hereafter to be borrowed by issuance of Bonds, and to make adequate and specific security to the purchasers and holders from time to time of the Bonds, the Commission shall at all times during which the Bonds are outstanding, continue to maintain on its official books and records, or shall cause the City to maintain on its official books and records, an Electric Fund which shall be administered for the purposes and in the manner prescribed herein. All proceeds of the Bonds and all other funds hereafter received or appropriated for purposes of the Utility are appropriated to this Electric Fund. All Gross Revenues of the Utility are irrevocably pledged and appropriated and shall be credited to the Electric Fund as received. Within the Electric Fund the Commission shall establish and maintain, or shall cause the City to establish and maintain, the separate subfunds or accounts designated and described in Sections 5.03 to 5.07, to segregate income received and expenses paid and accrued for the respective purposes described in those sections. The Gross Revenues received in the Electric Fund shall be apportioned to said accounts on the fifteenth day of each month (each such date, a "Monthly Apportionment"), commencing on May 15, 2011.

5.03. [Reserved].

5.04. Operation and Maintenance Account. On each Monthly Apportionment there shall first be set aside and credited to the Operation and Maintenance Account, as a first charge on the

Gross Revenues, such amount as may be required over and above the balance then held in the account to pay the reasonable and necessary Operating Expenses of the Utility which are then due and payable, or are to be paid prior to the next Monthly Apportionment, and to maintain a reasonable operating reserve within the Operation and Maintenance Account. Moneys in the Operation and Maintenance Account shall be used solely for the payment of Operating Expenses of the Utility. The amounts remaining after provision has been made for the Operation and Maintenance Account as provided in this Section are defined as the "Net Revenues" of the Utility.

5.05. Debt Service Account. From the proceeds of the Bonds there shall be credited to the Debt Service Account accrued interest and unused discount received with respect to the Bonds. Thereafter, upon each Monthly Apportionment there shall be set aside and credited to the Debt Service Account out of the Net Revenues an amount equal to one-sixth of the interest to become due on the next succeeding interest payment date, plus one-twelfth of the principal to become due on the next succeeding principal payment date, on all outstanding Bonds; provided that the initial Monthly Apportionments with respect to the Bonds shall be in such larger amounts as are sufficient to accumulate the sums necessary to make the initial interest payment on the Bonds on June 1, 2011 and the initial principal payment on the Bonds on December 1, 2011. Moneys from time to time held in the Debt Service Account shall be disbursed only to meet payments of principal and interest on Bonds as such payments become due. If any payment of principal or interest becomes due when moneys in the Debt Service Account are temporarily insufficient therefor, such payment shall be advanced out of any Bond proceeds or Net Revenues theretofore segregated and then on hand in the Debt Service Reserve Account or the Surplus Account. The amounts remaining after provision has been made for the Debt Service Account as provided in this Section are defined as the "Surplus Net Revenues" of the Utility.

5.06. Debt Service Reserve Account. So long as any Bonds remain outstanding, there shall be established and maintained in the Debt Service Reserve Account a balance not less than the Debt Service Reserve Requirement. The Debt Service Reserve Requirement shall be equal to the lesser of (i) 10% of the proceeds of all Bonds issued and outstanding under this Resolution, (ii) the maximum amount of principal and interest to become due in any future fiscal year on all Bonds outstanding under this Resolution or (iii) 125% of the average annual debt service to become due in any future fiscal year on all Bonds outstanding under this Resolution. Forthwith upon delivery of the Bonds, there shall be deposited in the Debt Service Reserve Account an amount equal to the Debt Service Reserve Requirement effective upon issuance of the Bonds. Moneys on hand in the Debt Service Reserve Account shall be used only to pay maturing principal and interest on the Bonds when moneys in the Debt Service Account are insufficient therefor; provided, that moneys on hand in the Debt Service Reserve Account may be applied by the Commission to the payment or discharge of the Bonds or any series thereof at any time when all outstanding Bonds, or all outstanding Bonds of a series, are to be discharged or paid and the total of moneys on hand in the Debt Service Reserve Account and the Debt Service Account (or the allocable portion thereof in the case of the payment or discharge of a series of Bonds) plus any other moneys irrevocably appropriated by the Commission for the purpose are sufficient to pay or discharge all outstanding Bonds. In the event that Additional Bonds are issued pursuant to Section 7.02 or 7.03, provision shall be made to increase the Debt Service Reserve Account,

upon issuance of such Additional Bonds, to an amount equal to the Debt Service Reserve Requirement effective upon the issuance of such Additional Bonds. If the balance on hand in the Debt Service Reserve Account is ever reduced below the Debt Service Reserve Requirement, such deficiency shall be restored out of amounts then on hand in the Surplus Account, or if the Surplus Account is not sufficient therefor, out of the next Surplus Net Revenues received.

5.07. Surplus Account. On each Monthly Apportionment, all Surplus Net Revenues not needed to restore a deficiency in any of the foregoing accounts shall be credited to the Surplus Account; provided, that if Additional Bonds shall at any time be issued payable from said Surplus Net Revenues, in accordance with Section 7.04 hereof, Surplus Net Revenues may be pledged to a separate account for the payment of such Additional Bonds and interest thereon prior to being deposited into the Surplus Account. Moneys from time to time on hand in the Surplus Account which are not required to meet the current requirements of the foregoing accounts or to be held as a reserve for replacement and depreciation of the Utility, may be used to discharge Bonds in accordance with Section 9, or may be used for any other lawful purpose.

5.08. Deposit and Investment of Funds. All revenues and Bond proceeds appropriated to the Electric Fund shall be kept on deposit with one or more depository banks duly qualified under the laws of the State, with the security therein required, except that such revenues and funds may be invested and reinvested in securities which are authorized by Chapter 118A, Minnesota Statutes, or any successor chapter or section. All securities purchased shall mature at or before the time when it is estimated that the proceeds thereof will be needed for the purposes of the account from which funds are withdrawn for the purchase. All income, gain or loss on such investments, shall be credited or charged, as the case may be, to the account from which the investment was made; provided that so long as the balance in the Debt Service Reserve Account is not less than the Debt Service Reserve Requirement, investment earnings and profits shall be transferred as received to the Electric Fund and accounted for as a part of the Gross Revenues.

SECTION 6. ADDITIONAL COVENANTS.

6.01. General Covenant. The Commission covenants and agrees with the holders of the Bonds that until such obligations and interest thereon are fully paid or discharged as provided in this Resolution, it will fully and promptly perform and do all acts and things provided in this Section.

6.02. Rate Covenant. The Commission will establish and maintain reasonable charges, fees and rentals for all service and benefits of whatsoever nature furnished and made available by the Utility to all individuals, firms, corporations and governmental subdivisions and agencies, including the Commission itself, in accordance with schedules such that the Gross Revenues derived therefrom will at all times be sufficient to meet all payments due from and to maintain the reserve required in the Electric Fund and the several accounts therein as provided in Section 5, and will revise such rates, charges and rentals whenever necessary for these purposes, and sufficient in any event, except and unless prohibited by law, to produce in each fiscal year Net Revenues not less than 125% of the amount of principal and interest payable from the Debt Service Account in said fiscal year.

6.03. Improvements. The Commission completed the Project, in accordance with plans and specifications approved by the Board and at a total cost not exceeding the amount of the Series 2001A Bond proceeds and Net Revenues of the Utility or other moneys available and appropriated for the payment thereof, under contracts advertised and awarded and secured by surety bonds executed in accordance with the laws of the State.

6.04. Continued Ownership. The Commission will continue its ownership and operation of the Utility, until all Bonds have been fully paid or discharged as provided by Section 9, and will cause it to be maintained in good and efficient operating condition, free from all liens on the revenues or the physical properties thereof, other than the liens herein provided, and will not sell or otherwise dispose of any capital assets of the Utility except as provided herein. The Commission may at any time sell or otherwise dispose of any part of the Utility, in the reasonable judgment of the Board, which is obsolete, inadequate, worn out, or no longer necessary or desirable for continued operation of the Utility, provided that any amounts received upon such sale or other disposition of such properties shall be deposited in the Debt Service Account or applied toward payment of the cost of procuring other capital assets useful in operation of the Utility. The Commission may also at any time discontinue its operation of the Utility and thereupon sell or otherwise dispose of any part or all of the assets thereof provided that all of the following conditions are satisfied:

(a) The Board and the City Council shall each have adopted a resolution determining that it is in the best interest of the City that the Commission shall discontinue its operation of the Utility.

(b) The Board and the City Council shall have entered into a contract for the sale or other disposition of part or all of the Utility on terms such that the Commission is entitled to receive amounts at all times sufficient to pay when due the interest to accrue on all outstanding Bonds to their maturity dates or earlier designated redemption dates and to pay when due the entire principal amount of all outstanding Bonds at maturity or upon prior redemption.

(c) The Board and the City Council shall have adopted resolutions irrevocably pledging to payment of the outstanding Bonds, and interest thereon, the amounts to be received by the Commission under paragraph (b).

(d) The Commission shall have received: (i) from nationally-recognized bond counsel a written opinion stating that the result of the pledge made in accordance with paragraph (c) will not result in the interest payable on the Bonds thereafter being includable in gross income for Federal income tax purposes, and (ii) from a nationally-recognized rating agency a written statement that under the circumstances the investment quality of the Bonds has not been impaired by the sale or other disposition of the Utility.

6.05. Books and Records. The Commission will cause proper and adequate books of record and account to be maintained, reflecting all receipts and disbursements and all accrued claims and expenses in connection with the operation, maintenance and improvement of the Utility and the payment of obligations incurred therefor, and will make such records available for

inspection at all reasonable times by the holder of any Bond or the holder's agent or attorney, and will cause them to be audited annually by a qualified independent certified public accountant, and will furnish the report of each such audit without cost to the initial purchaser of each series of Bonds and will make the report available, upon request, to the holder of any Bond upon payment of reasonable photocopying and mailing fees.

6.06. Insurance. The Commission will procure and keep in force at all times insurance on all buildings, structures, improvements, machinery and equipment constituting at any time a part of the Utility, exclusive of foundations and excavations, against the perils covered under "extended coverage" or "all risk" insurance approved by the Insurance Department of the State of Minnesota, in such amounts as like properties are customarily insured for by prudent owners thereof, and will maintain public liability insurance at all times in amounts not less than the amounts in excess of which the Commission is immune from tort liability under the laws of the State of Minnesota, for all acts and omissions of its officers and employees concerned with the operation and maintenance of the Utility, and will procure and keep in force surety company bonds covering all officers and employees handling Utility funds, in amounts sufficient to cover at all times the funds in their hands. In the event of loss or damage compensated by any such insurance or bonds, the proceeds thereof shall be used to repair and restore the damage compensated.

6.07. Bondholders' Rights. The holders of not less than 25% in aggregate principal amount of the Bonds which are at such time outstanding may, either at law or in equity, by suit, action or other proceedings, protect and enforce the rights of all holders of the Bonds and compel the performance of any and all of the covenants required herein to be performed by the Commission and its officers and agents, including but not limited to the establishment and maintenance of charges, fees and rentals and the collection and proper segregation of revenues and the use thereof. The holders of a majority in principal amount of all outstanding Bonds shall have the right to direct the time, method and place of conducting any proceeding for any remedy available to such holders or the exercise of any power conferred upon them, and the right to waive a default in the performance of any such covenant, and its consequences, except a default in the payment of the principal of or interest on any Bond when due. However, nothing herein shall impair the absolute and unconditional right of the holder of each Bond to receive payment of the principal thereof and interest thereon as such principal and interest respectively become due, from the Net Revenues pledged and appropriated for the payment thereof, and to institute suit for the enforcement of any such payment.

6.08. Limitation; Bonds not Debt. The Bonds shall not constitute in any manner indebtedness of the City within the meaning of any provision of State law limiting the amount or method of incurring such indebtedness, and shall be payable solely from the Net Revenues of the Utility which are pledged and appropriated for that purpose in this Resolution, and the taxing powers of the City are not pledged in any manner for the payment thereof, except as may be needed for the payment of reasonable charges for electric utility service and benefits rendered and available to the City.

6.09. Competing Service. To the extent permitted by law, neither the City Council nor the Commission will grant a franchise for, establish or authorize the establishment of any other system for the public supply of service or services in competition with any or all of the services supplied by the Utility.

SECTION 7. PRIORITIES AND ADDITIONAL BONDS.

7.01. Priority of Bond Payments. Except as otherwise expressly provided herein, each and all of the Bonds shall be equally and ratably secured by and payable out of the Net Revenues without preference or priority of any one Bond over any other by reason of date of issue or maturity, serial number or otherwise; provided that if at any time the Net Revenues on hand in the Electric Fund as defined in Section 5 hereof are insufficient to pay principal and interest then due on all Bonds, any and all moneys then on hand shall be first used to pay the interest accrued on all outstanding Bonds, and the balance shall be applied toward payment of the maturing principal of outstanding Bonds in order of their maturities, the earliest maturing Bonds to be paid first, and pro rata in payment of Bonds maturing on the same date.

7.02. Refunding Bonds. The Commission reserves the right to issue one or more series of Additional Bonds to refund any or all of the Bonds then outstanding. Any Additional Bonds issued for refunding purposes may be made payable from the Net Revenues on a parity as to principal and interest with all then outstanding Bonds, provided that (1) the maturity of each refunding revenue bond shall be subsequent to the last maturity of any then outstanding Bonds which are not refunded or otherwise discharged in accordance with Section 9 hereof, and (2) no bondholder shall be required to accept a refunding revenue bond in exchange for any Bond owned by the bondholder.

7.03. Other Parity Bonds. The Commission reserves the right to issue Additional Bonds, over and above the amount, if any, issued pursuant to Section 7.02, payable from the Debt Service Account, on a parity as to both principal and interest with the Bonds and any Additional Bonds theretofore issued, if the annual Net Revenues of the Utility for the last complete fiscal year preceding the issuance of such Additional Bonds have equaled at least 150% of the average annual principal and interest payable from said Debt Service Account in any subsequent fiscal year during the term of the outstanding Bonds, on all Bonds then outstanding (other than any Bonds to be refunded by the Additional Bonds) and on the Additional Bonds proposed to be issued. For the purpose of the foregoing computation, the Net Revenues for the fiscal year preceding the issuance of Additional Bonds shall be the Net Revenues as defined in Section 5.04 and as shown by the official books and records of the City; provided, however, that for the purposes of this Section, the preceding years' Net Revenues may be adjusted to reflect the following:

(1) estimates of additional Gross Revenues to be derived from the addition of any large Utility customers since the beginning of the preceding fiscal year;

(2) estimates of additional Gross Revenues to be derived from rate increases placed in effect since the beginning of the preceding fiscal year;

(3) estimates of additional Gross Revenues to be derived from firm agreements for the sale of significant amounts of excess power, which have been entered into since the beginning of the preceding fiscal year; or

(4) estimated savings on operating costs, electric demand charges or base power costs which would have been realized if the proposed improvement had been in existence throughout the full preceding fiscal year.

If any adjustments are made to historic Net Revenues for the purposes of this Section as provided above, any estimate shall be made in writing by professional engineers or independent certified public accountants experienced in utility design, operation and financing, and not in the regular employ of the City or the Commission except as they are employed in a consulting capacity ("Utility Consultants"). In no event shall any Additional Bonds be issued if the Commission is then in default in any payment of principal or interest on any outstanding Bonds, or if there then exists any deficiency in the balances required by this Resolution to be maintained in any of the accounts of the Electric Fund.

7.04. Subordinate Lien Bonds. Notwithstanding the above provisions of Section 7, nothing contained in this Resolution or in the Bonds shall be construed to preclude the Commission or the City from issuing Additional Bonds when necessary for the enlargement, improvement or extension of the Utility; provided such Additional Bonds, whether constituting a general obligation of the City or payable solely from revenues of the Utility, are expressly made a charge on and are payable only from the Surplus Net Revenues of the Utility, and are not superior to or on a parity with Bonds payable from the Debt Service Account.

SECTION 8. AMENDMENTS.

8.01. Amendments Without Bondholder Consent. The Commission reserves the right to amend this Resolution from time to time and at any time, for the purpose of curing any ambiguity or of curing, correcting or supplementing any defective provision contained herein, or of making such provision with regard to matters or questions arising hereunder as the Board may deem necessary or desirable and not inconsistent with this Resolution, and which shall not adversely affect the interests of the holders of Bonds issued hereunder, or for the purpose of adding to the covenants and agreements herein contained, or to the Gross Revenues herein pledged, other covenants and agreements thereafter to be observed and additional Gross Revenues thereafter appropriated to the Electric Fund, for the purpose of surrendering any right or power herein reserved to or conferred upon the Commission or for the purpose of authorizing the issuance of Additional Bonds in the manner and subject to the terms and conditions prescribed in Section 7. Any such amendment may be adopted by resolution, without the consent of the holders of any of the Bonds.

8.02. Amendments With Bondholder Consent. With the consent of the holders of Bonds as provided in Section 8.03, the Commission may from time to time and at any time amend this Resolution by adding any provisions hereto or changing in any manner or eliminating any of the provisions hereof, or of any amending resolution, except that no amendment shall be adopted at

any time without the consent of the holders of all Bonds then outstanding, if it would extend the maturities of any such Bonds, would reduce the rate or extend the time of payment of interest thereon, would reduce the amount or extend the time of payment of the principal thereof, would give to any Bond or Bonds any privileges over any other Bond or Bonds, would reduce the sources of Gross Revenues appropriated to the Electric Fund, would authorize the creation of a pledge of said Gross Revenues prior to or on a parity with the Bonds (except as is authorized by Section 7), or would reduce the percentage in principal amount of Bonds required to authorize or consent to any such amendment.

8.03. Notice and Consent. Any amendment adopted pursuant to Section 8.02 shall be made by resolution duly adopted and shall become effective only upon the filing of written consents with the Secretary, signed by the holders of not less than a majority in principal amount of the Bonds then outstanding or, in the case of an amendment not affecting all outstanding Bonds, by the holders of not less than a majority in aggregate principal amount of the Bonds affected by such amendment. Any written consent to an amendment may be embodied in and evidenced by one or any number of concurrent written instruments of substantially similar tenor signed by bondholders in person or by agent duly appointed in writing, and shall become effective when delivered to the Secretary. Any consent by the holder of any Bond shall bind the holder and every future holder of the same Bond with respect to any amendment adopted by the Commission pursuant to such consent.

8.04. Proof. Proof of the execution of any consent, or of a writing appointing any agent to execute the same, or of the ownership by any person of Bonds, shall be sufficient for any purpose of this Resolution and shall be conclusive in favor of the Commission if made in the manner provided in this Section 8.04. The fact and date of the execution by any person of any such consent or appointment may be proved by the affidavit of a witness of such execution or by the certificate of any notary public or other officer authorized by law to take acknowledgments of deeds, certifying that the person signing it acknowledged the execution thereof. The amount of Bonds held by any person by or for whom a consent is given, and the distinguishing numbers of such Bonds, and the date of the holder's holding the same, shall be proved by the bond register. The fact and date of execution of any such consent and the amount and distinguishing numbers of Bonds held by the person executing the same may also be proved in any other manner which the Commission may deem sufficient; but the Commission may nevertheless, in its discretion, require further proof in cases where it deems further proof desirable.

SECTION 9. DEFEASANCE. When all of the Bonds have been discharged as provided in this Section 9, all pledges, covenants and other rights granted by this Resolution to the holders of the Bonds shall cease. The Commission may discharge its obligations with respect to any Bonds which are due on any date by irrevocably depositing with the Registrar on or before that date a sum sufficient for the payment thereof in full; or, if any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued to the date of such deposit. [The Commission may also discharge its obligations with respect to any prepayable Bonds called for redemption on any date when they are prepayable according to their terms, by depositing with the Registrar on or before that date an amount equal to the principal, interest and redemption premium, if any, which

are then due, provided that notice of such redemption has been duly given as provided herein.] The Commission may also at any time discharge its obligations with respect to any Bonds, subject to the provisions of law now or hereafter authorizing and regulating such action, by depositing irrevocably in escrow, with a bank qualified by law as an escrow agent for this purpose, cash or securities which are general obligations of the United States or securities of United States agencies which are authorized by law to be so deposited, bearing interest payable at such time and at such rates and maturing on such dates as shall be required, without reinvestment, to pay all principal and interest to become due thereon to maturity or earlier designated redemption date.

SECTION 10. CERTIFICATION OF PROCEEDINGS.

10.01. County Auditor Registration. The Secretary is hereby authorized and directed to file a certified copy of this Resolution with the County Auditor of Nobles County, together with such other information as the County Auditor shall require, and to obtain from said County Auditor a certificate that the Bonds have been entered on the County Auditor's bond register as required by law.

10.02. Certification of Proceedings. The officers of the Commission, the City and the County Auditor of Nobles County are hereby authorized and directed to prepare and furnish to the purchaser and to Dorsey & Whitney LLP, Bond Counsel, certified copies of all proceedings and records of the Board and the City, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Bonds as the same appear from the books and records under their custody and control or as otherwise known to them, and all such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the Commission and the City as to the facts recited therein.

10.03. Official Statement. The Official Statement relating to the Bonds, prepared on behalf of the Commission by Ehlers & Associates, Inc., is hereby approved. Ehlers & Associates, Inc. is hereby authorized on behalf of the Commission to prepare and distribute to the purchaser within seven business days from the date hereof, a supplement to the Official Statement listing the offering price, the interest rates, selling compensation, delivery date, the underwriters and such other information relating to the Bonds required to be included in the Official Statement by Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. The officers of the Commission are hereby authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

10.04. Authorization of Payment of Certain Costs of Issuance of the Bonds. The Commission authorizes the purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Klein Bank, on the closing date for further distribution as directed by the Commission's financial adviser, Ehlers & Associates, Inc.

10.05. Refunded Bonds Call. The Secretary is hereby directed to advise U.S. Bank National Association, in St. Paul, Minnesota, as paying agent for the Refunded Bonds, to call the Refunded Bonds for redemption and prepayment on the Redemption Date using the form attached hereto, in accordance with the provisions of the resolution authorizing issuance of the Refunded Bonds.

SECTION 11. TAX AND ARBITRAGE MATTERS.

11.01. Tax Covenant. The Commission covenants and agrees with the holders from time to time of the Bonds that it will not take or permit to be taken by any of its officers, employees or agents any action which would cause the interest on the Bonds to become includable in gross income for purposes of income taxation under the Internal Revenue Code of 1986, as amended (the "Code"), and applicable Treasury Regulations (the "Regulations"), and covenants to take any and all actions within its powers to ensure that the interest on the Bonds will not become includable in gross income of the recipient under the Code and the Regulations. Specifically, the Commission will not enter into any lease, management agreement, use agreement, capacity agreement or other contract relating to the Project or the Utility with a non-governmental entity that would cause the Bonds to be considered "private activity bonds" or "private loan bonds" pursuant to Section 141 of the Code.

11.02. Arbitrage Certification. The President and the Secretary, being the officers of the Commission charged with the responsibility for issuing the Bonds pursuant to the Resolution, are authorized and directed to execute and deliver to the purchaser a certificate in accordance with the provisions of Section 148 of the Code, and Section 1.148-2(b) of the Regulations, stating that on the basis of facts, estimates and circumstances in existence on the date of issue and delivery of the Bonds, it is reasonably expected that the proceeds of the Bonds will be used in a manner that would not cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code and the Regulations.

11.03. Arbitrage Rebate Exemption.

(a) The Commission hereby represents that the Bonds qualify for the exception for small governmental units to the arbitrage rebate provisions contained in Section 148(f) of the Code. Specifically, the Commission represents:

(1) Substantially all (not less than 95%) of the proceeds of the Bonds (except for amounts to be applied to the payment of costs of issuance) will be used for local governmental activities of the Commission and the City.

(2) The aggregate face amount of all "tax-exempt bonds" (including warrants, contracts, leases and other indebtedness, but excluding private activity bonds) issued by or on behalf of the City and all subordinate entities thereof during 2011 is reasonably expected not to exceed \$5,000,000.

(b) If notwithstanding the provisions of paragraph (a) of this Section 11.03, the arbitrage rebate provisions of Section 148(f) of the Code apply to the Bonds, the Commission hereby

covenants and agrees to make the determinations, retain records and rebate to the United States the amounts at the times and in the manner required by said Section 148(f).

Section 11.04. Information Reporting. The Commission shall file with the Secretary of the Treasury, as soon as practicable after issuance of the Bonds, a statement concerning the Bonds containing the information required by Section 149(e) of the Code.

Section 11.05. Qualified Tax-Exempt Obligations. The Bonds are hereby designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code relating to the disallowance of interest expense for financial institutions, and the Commission and the City each hereby finds that the reasonably anticipated amount of tax-exempt obligations (within the meaning of Section 265(b)(3) of the Code) which will be issued by or on behalf of the City and all subordinate entities during calendar year 2011 does not exceed \$10,000,000.

SECTION 12. CONTINUING DISCLOSURE. (a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit the purchaser and other participating underwriters in the primary offering of the Bonds to comply with amendments to Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12), relating to continuing disclosure (as in effect and interpreted from time to time, the “Rule”), which will enhance the marketability of the Bonds, the Commission hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Bonds. The Commission is the only “obligated person” in respect of the Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made. The Commission has complied in all material respects with any undertaking previously entered into by it under the Rule. If the Commission fails to comply with any provisions of this section, any person aggrieved thereby, including the Owners of any Outstanding Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Section, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this section constitute a default under the Bonds or under any other provision of this Resolution. As used in this section, “Owner” or “Bondowner” means, in respect of a Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any “Beneficial Owner” (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, “Beneficial Owner” means, in respect of a Bond, any person or entity which (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Bond (including persons or entities holding Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of the Bond for federal income tax purposes.

(b) Information To Be Disclosed. The Commission will provide, in the manner set forth in subsection (c) hereof, either directly or indirectly through an agent designated by the Commission, the following information at the following times:

(1) on or before 365 days after the end of each fiscal year of the Commission, commencing with the fiscal year ending December 31, 2010, the following financial information and operating data in respect of the Commission (the "Disclosure Information"):

(A) the audited financial statements of the Commission for such fiscal year, accompanied by the audit report and opinion of the accountant or government auditor relating thereto, as permitted or required by the laws of the State of Minnesota, containing balance sheets as of the end of such fiscal year and a statement of operations, changes in fund balances and cash flows for the fiscal year then ended, showing in comparative form such figures for the preceding fiscal year of the Commission, prepared in accordance with generally accepted accounting principles promulgated by the Financial Accounting Standards Board as modified in accordance with the governmental accounting standards promulgated by the Governmental Accounting Standards Board or as otherwise provided under Minnesota law, as in effect from time to time, or, if and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles for reasons beyond the reasonable control of the Commission, noting the discrepancies therefrom and the effect thereof, and certified as to accuracy and completeness in all material respects by the fiscal officer of the Commission; and

(B) to the extent not included in the financial statements referred to in paragraph (A) hereof, the information for such fiscal year or for the period most recently available of the type contained in the Official Statement under the headings: Current Property Valuations, Larger Taxpayers, Direct Debt, Overlapping Debt, Net Tax Capacity Rates, Debt Ratios, Tax Levies and Collections, Population Trend, Employment/Unemployment, Historic Electric Utility Revenues and Expenses and Description of Electric Utility, which information may be unaudited.

Notwithstanding the foregoing paragraph, if the audited financial statements are not available by the date specified, the Commission shall provide on or before such date unaudited financial statements in the format required for the audited financial statements as part of the Disclosure Information and, within 10 days after the receipt thereof, the Commission shall provide the audited financial statements. Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been filed with the SEC or have been made available to the public on the Internet Web site of the Municipal Securities Rulemaking Board ("MSRB"). The Commission shall clearly identify in the Disclosure Information each document so incorporated by reference. If any part of the Disclosure Information can no longer be generated because the operations of the Commission have materially changed or been discontinued, such Disclosure Information need no longer be provided if the Commission includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other Commission

operations in respect of which data is not included in the Disclosure Information and the Commission determines that certain specified data regarding such replacement operations would be a Material Fact (as defined in paragraph (2) hereof), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations. If the Disclosure Information is changed or this section is amended as permitted by this paragraph (b)(1) or subsection (d), then the Commission shall include in the next Disclosure Information to be delivered hereunder, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(2) In a timely manner not in excess of ten business days after the occurrence of the event, notice of the occurrence of any of the following events:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults, if material;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (G) Modifications to rights of security holders, if material;
- (H) Bond calls, if material, and tender offers;
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the securities, if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (M) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (N) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

As used herein, for those events that must be reported if material, an event is “material” if it is an event as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Bond or, if not disclosed, would significantly alter the total information otherwise available to an investor from the Official Statement, information disclosed hereunder or information generally available to the public.

Notwithstanding the foregoing sentence, an event is also “material” if it is an event that would be deemed material for purposes of the purchase, holding or sale of a Bond within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

For the purposes of the event identified in (L) hereinabove, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

(3) In a timely manner, notice of the occurrence of any of the following events or conditions:

- (A) the failure of the Commission to provide the Disclosure Information required under paragraph (b)(1) at the time specified thereunder;
- (B) the amendment or supplementing of this section pursuant to subsection (d), together with a copy of such amendment or supplement and any explanation provided by the Commission under subsection (d)(2);
- (C) the termination of the obligations of the Commission under this section pursuant to subsection (d);
- (D) any change in the accounting principles pursuant to which the financial statements constituting a portion of the Disclosure Information are prepared; and
- (E) any change in the fiscal year of the Commission.

(c) Manner of Disclosure.

(1) The Commission agrees to make available to the MSRB, in an electronic format as prescribed by the MSRB from time to time, the information described in subsection (b).

(2) All documents provided to the MSRB pursuant to this subsection (c) shall be accompanied by identifying information as prescribed by the MSRB from time to time.

(d) Term; Amendments; Interpretation.

(1) The covenants of the Commission in this section shall remain in effect so long as any Bonds are Outstanding. Notwithstanding the preceding sentence, however, the obligations of the Commission under this section shall terminate and be without further effect as of any date on which the Commission delivers to the Registrar an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the Commission to comply with the requirements of this section will not cause

participating underwriters in the primary offering of the Bonds to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successory thereto or amendatory thereof.

(2) This section (and the form and requirements of the Disclosure Information) may be amended or supplemented by the Commission from time to time, without notice to (except as provided in paragraph (c)(3) hereof) or the consent of the Owners of any Bonds, by a resolution of this Board filed in the office of the recording officer of the Commission accompanied by an opinion of Bond Counsel, who may rely on certificates of the Commission and others and the opinion may be subject to customary qualifications, to the effect that: (i) such amendment or supplement (a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the Commission or the type of operations conducted by the Commission, or (b) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule; (ii) this section as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of the Rule at the time of the primary offering of the Bonds, giving effect to any change in circumstances applicable under clause (i)(a) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (iii) such amendment or supplement does not materially impair the interests of the Bondowners under the Rule.

If the Disclosure Information is so amended, the Commission agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(3) This section is entered into to comply with the continuing disclosure provisions of the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

(e) Further Limitation of Liability of City. In and to the extent the limitations of liability contained in subsection (a) are not effective, anything contained in this section to the contrary notwithstanding, in making the agreements, provisions and covenants set forth in this section, the Commission has not obligated itself except with respect to the Net Revenues of the Utility. None of the agreements or obligations of the Commission contained herein shall be construed to constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions whatsoever or constitute a pledge of the general credit or taxing powers of the City.

President

Attest: _____
Secretary

EXHIBIT A

NOTICE OF REDEMPTION

\$2,570,000 Electric Revenue Bonds, Series 2001A

Dated as of October 1, 2001

Water and Light Commission of the City of Worthington, Minnesota

NOTICE IS HEREBY GIVEN THAT there have been called for redemption and prepayment on April 25, 2011, all outstanding Bonds of the above-referenced issue, dated, as originally issued, as of October 1, 2001, maturing December 1 in the following years and having the interest rates listed below:

<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>
2011*	\$185,000	4.35%
2012*	195,000	4.45
2013*	205,000	4.55
2014*	215,000	4.65
2015*	225,000	4.75
2016*	235,000	4.80

*Indicates full call.

The Bonds will be redeemed at a price of 100% of their principal amount plus accrued interest to the date of redemption. Holders of the Bonds should present them for payment to U.S. Bank National Association, St. Paul, Minnesota, on or before said date, when they will cease to bear interest, in the following manner:

If by Mail:

U.S. Bank National Association
Corporate Trust Operations, 3rd Floor
P. O. Box 64111
St. Paul, MN 55164-0111

If by Hand or Overnight Mail:

U.S. Bank National Association
60 Livingston Avenue
EP-MN-WS3C
Bond Drop Window, 1st Floor
St. Paul, MN 55107

In compliance with the Interest and Dividend Compliance Act of 1983 and Broker Reporting Requirements, the redeeming institutions are required to withhold 31% of the principal amount of your holdings redeemed unless they are provided with your social security number or federal employer identification number, properly certified. This requirement is fulfilled by submitting a W-9 Form, which may be obtained at a bank or other financial institution.

Additional information may be obtained from the undersigned.

Dated: _____, 2011.

U.S. BANK NATIONAL ASSOCIATION

COUNTY AUDITOR'S CERTIFICATE
AS TO BOND REGISTRATION

The undersigned, being the duly qualified and acting County Auditor of Nobles County, Minnesota, hereby certifies that there has been filed in my office a certified copy of a resolution duly adopted on March 14, 2011, by the Board of Commissioners of the Water and Light Commission of the City of Worthington, Minnesota, setting forth the form and details of an issue of \$1,300,000 Electric Revenue Refunding Bonds, Series 2011A, originally dated as of the date of issuance.

I further certify that the issue has been entered on my bond register as required by Minnesota Statutes, Sections 475.62 and 475.63.

WITNESS my hand and official seal this _____ day of _____, 2011.

Nobles County Auditor

(SEAL)

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the City of Worthington, Minnesota (the "City"), hereby certify that the attached resolution is a true copy of Resolution No. _____, entitled: "RESOLUTION CONCURRING IN THE ACTION OF THE WATER AND LIGHT COMMISSION OF THE CITY OF WORTHINGTON, MINNESOTA, IN PROVIDING FOR THE SALE AND ISSUANCE OF \$1,300,000 ELECTRIC REVENUE REFUNDING BONDS, SERIES 2011A" (the "Resolution"), on file in the original records of the City in my legal custody; that the Resolution was duly adopted by the City Council of the City at a meeting on March 15, 2011, and that the meeting was duly held by the City Council and was attended throughout by a quorum, pursuant to call and notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.

I further certify that upon vote being taken on the Resolution at said meeting, the following Councilmembers voted in favor thereof: _____; voted against the same: _____; abstained from voting thereon: _____; or were absent: _____.

WITNESS my hand officially this ____ day of March, 2011.

City Clerk

CERTIFICATE AS TO RESOLUTION AND ADOPTING VOTE

I, the undersigned, being the duly qualified and acting recording officer of the Water and Light Commission (the "Commission") of the City of Worthington, Minnesota (the "City"), hereby certify that the attached resolution is a true copy of Resolution No. _____, entitled: "RESOLUTION RELATING TO \$1,300,000 ELECTRIC REVENUE REFUNDING BONDS, SERIES 2011A; AUTHORIZING THE SALE THEREOF, FIXING THE FORM AND DETAILS, PROVIDING FOR THE EXECUTION AND DELIVERY THEREOF AND SECURITY THEREFOR" (the "Resolution"), on file in the original records of the Commission in my legal custody; that the Resolution was duly adopted by the Board of Commissioners at a meeting on March 14, 2011, and that the meeting was duly held by the Board of Commissioners and was attended throughout by a quorum, pursuant to call and notice of such meeting given as required by law; and that the Resolution has not as of the date hereof been amended or repealed.

I further certify that upon vote being taken on the Resolution at said meeting, the following Commissioners voted in favor thereof:

_____ ; voted
against the same: _____ ;
abstained from voting thereon: _____ ; or were absent: _____
_____ .

WITNESS my hand officially this ____ day of March, 2011.

Secretary

RESOLUTION NO. _____

RESOLUTION CONCURRING IN THE ACTION OF THE WATER AND LIGHT COMMISSION OF THE CITY OF WORTHINGTON, MINNESOTA, IN PROVIDING FOR THE SALE AND ISSUANCE OF \$1,300,000 ELECTRIC REVENUE REFUNDING BONDS, SERIES 2011A

WHEREAS:

A. The Water and Light Commission of the City of Worthington, Minnesota (the "Commission") has determined that it is necessary and desirable to issue its \$1,300,000 aggregate principal amount of Electric Revenue Refunding Bonds, Series 2011A, originally dated as of the date of issuance (the "Bonds"), pursuant to Minnesota Statutes, Chapter 475 and Section 453.55, as amended, and Section 6.02 of the City Charter, the proceeds of which will be used, together with funds on hand as may be required to refund in a current refunding the 2011 through 2016 maturities of the Commission's Electric Revenue Bonds, Series 2001A, originally dated as of October 1, 2001, in the original principal amount of \$2,570,000.

B. The Commission has presented to this Council a copy of a resolution entitled "RESOLUTION RELATING TO \$1,300,000 ELECTRIC REVENUE REFUNDING BONDS, SERIES 2011A; AUTHORIZING THE SALE THEREOF, FIXING THE FORM AND DETAILS, PROVIDING FOR THE EXECUTION AND DELIVERY THEREOF AND SECURITY THEREFOR" (the "Bond Resolution"), adopted by the Board of Commissioners of the Commission on March 14, 2011.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Worthington, Minnesota, that the Council hereby concurs in the Bond Resolution of the Commission providing for the issuance and sale of the Bonds and hereby joins in and adopts the Bond Resolution and the covenants and agreements of the City and the Commission therein, with the same force and effect as if the Bond Resolution had been adopted by this Council.

Mayor

Attest: _____
City Clerk

March 14, 2011

Pre-Sale Report for
Electric Revenue Refunding Bonds,
Series 2011A





Details of Proposed Debt

- Proposed Issue:** Electric Revenue Bonds, Series 2011A
- Purpose:** To refund the \$2,570,000 Electric Revenue Bonds, Series 2001A which were issued to fund capital costs associated with new service territory acquisition for the electric revenue enterprise of the Water and Light Commission of the City of Worthington.
- Authority:** The Bonds are being issued pursuant to Minnesota Statutes, Chapter 453 and 475 and City Code 6.02.
- Structure and Term:** The term of the Bonds will be six years, with principal payments beginning on December 1, 2011 and ending on December 1, 2016.
- Funding Sources:** Principal and interest on the Bonds will be paid 100% from electric system revenues and will not carry a general obligation pledge of the City.
- Discussion Issues:** The Commission/City currently has one outstanding Electric Revenue Bond, that being the 2001A which is being refunded by this issue. The bond resolution for the original electric revenue bonds set the terms for all future bond issues secured by the pledge of electric revenues. Because the Bonds are not backed by the City's general obligation, it is necessary to give the bondholders a lien on revenues by setting certain covenants in the bond documents that restrict the issuance of future debt unless certain covenants are met. Specifically:

Rate Covenant: The Commission/City covenants to set charges and fees sufficient to generate net revenues each year at least equal to the average annual debt service on the Series 2011A Bonds and all parity bonds with equal claim on revenues.

Additional Bonds Test: In order for additional bonds to be issued on a parity of lien, the Commission/City must demonstrate that the average annual net revenues of the electric utility for the prior fiscal year were at least 1.5 times the average annual debt service on all outstanding bonds and the bonds proposed to be issued. The 2011A Bonds will meet the 1.5 times coverage test for issuing additional bonds.

Debt Service Reserve Account: The Commission/City will maintain a Debt Service Reserve Account equal to the lesser of (a) 10% of the issue amount, (b) maximum annual debt service coming due on the parity bonds, or (c) 125% of the average annual debt service payable on the parity bonds. The Debt Service Reserve Account necessary for the 2011A Bonds is expected to be \$120,000.

Since an existing issue is being refunded and replaced by new debt, there should not be any issues meeting the criteria above.



- Risk Factors:** Any enterprise fund is subject to variations in annual net revenues which may affect the City's ability to pay debt service.
- Arbitrage Monitoring:** The IRS is stepping up enforcement of rules regarding the amount of interest that may be earned on bond proceeds, this is more of a concern. Because the Commission/City is issuing less than \$5,000,000 in this calendar year, the proceeds can earn interest in the construction fund without restriction for three years. The City will also need to keep its debt service funds within IRS parameters to avoid penalties on carrying too high of a balance during the life of the issue.
- Rating:** We expect to sell the bonds non-rated given the size of the issue and the costs of maintaining an electric revenue bond rating. Because these are not general obligation bonds, the City's underlying "AA-" rating from S&P will not apply.
- Call Date:** Because there are only six principal maturities and in order to secure the lowest possible rates, we are recommending the Bonds be non-callable.
- Bank Qualification:** Because the City is issuing less than \$10,000,000 in the calendar year, the City will be able to designate the Bonds as "bank qualified" obligations.
- Issuing Process:** In order to obtain the lowest interest cost to the Commission/City, Ehlers will obtain proposals from at least three regional underwriters. Once proposals are received, the Pricing Committee and Ehlers will review and determine which proposal best meets the City's needs.

Proposed Debt Issuance Schedule

- Water and Light Commission adopts resolution authorizing the issuance of 2011A Electric Revenue Refunding Bonds: March 14, 2011
- City Council adopts resolution authorizing the issuance of 2011A Electric Revenue Refunding Bonds: March 15, 2011
- Pricing Committee negotiates with and accepts sale terms of preferred underwriter: After March 15, 2011
- Estimated Closing Date: April 13, 2011
- 2011A Bonds Paid Off: April 25, 2011

Attachments

- Resolutions
- Sources Uses of Funds
- Principal and Interest Schedules

Ehlers Contacts:

Financial Advisors:	Dave Callister	(651) 697-8553
	Carolyn Drude	(651) 697-8511
Bond Analysts:	Diana Lockard	(651) 697-8534
	Debbie Holmes	(651) 697-8536
Bond Sale Coordinator:	Alicia Aulwes	(651) 697-8523

Water and Light Commission of the City of Worthington, MN

Proposed Current Refunding of
\$2,570,000 Electric Revenue Bonds, Series 2001A
Piper Non-Rated Scale 3/2/2011

Sources & Uses

Dated 04/13/2011 | Delivered 04/13/2011

Sources Of Funds

Par Amount of Bonds	\$1,300,000.00
Reoffering Premium	27,075.55
Total Sources	\$1,327,075.55

Uses Of Funds

Total Underwriter's Discount (1.200%)	15,600.00
Costs of Issuance	25,000.00
Deposit to Current Refunding Fund	1,283,207.00
Rounding Amount	3,268.55
Total Uses	\$1,327,075.55

Water and Light Commission of the City of Worthington, MN

\$2,570,000 Electric Revenue Bonds, Series 2001A

Prior Original Debt Service

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
12/01/2010	-	-	-	-	-
06/01/2011	-	-	29,008.75	29,008.75	-
12/01/2011	185,000.00	4.350%	29,008.75	214,008.75	243,017.50
06/01/2012	-	-	24,985.00	24,985.00	-
12/01/2012	195,000.00	4.450%	24,985.00	219,985.00	244,970.00
06/01/2013	-	-	20,646.25	20,646.25	-
12/01/2013	205,000.00	4.550%	20,646.25	225,646.25	246,292.50
06/01/2014	-	-	15,982.50	15,982.50	-
12/01/2014	215,000.00	4.650%	15,982.50	230,982.50	246,965.00
06/01/2015	-	-	10,983.75	10,983.75	-
12/01/2015	225,000.00	4.750%	10,983.75	235,983.75	246,967.50
06/01/2016	-	-	5,640.00	5,640.00	-
12/01/2016	235,000.00	4.800%	5,640.00	240,640.00	246,280.00
Total	\$1,260,000.00	-	\$214,492.50	\$1,474,492.50	-

Yield Statistics

Base date for Avg. Life & Avg. Coupon Calculation	4/13/2011
Average Life	3.272 Years
Average Coupon	4.6863793%
Weighted Average Maturity (Par Basis)	3.272 Years

Refunding Bond Information

Refunding Dated Date	4/13/2011
Refunding Delivery Date	4/13/2011

Water and Light Commission of the City of Worthington, MN

Proposed Current Refunding of

\$2,570,000 Electric Revenue Bonds, Series 2001A

Piper Non-Rated Scale 3/2/2011

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
04/13/2011	-	-	-	-	-
12/01/2011	210,000.00	3.000%	24,700.00	234,700.00	234,700.00
06/01/2012	-	-	16,350.00	16,350.00	-
12/01/2012	205,000.00	3.000%	16,350.00	221,350.00	237,700.00
06/01/2013	-	-	13,275.00	13,275.00	-
12/01/2013	210,000.00	3.000%	13,275.00	223,275.00	236,550.00
06/01/2014	-	-	10,125.00	10,125.00	-
12/01/2014	220,000.00	3.000%	10,125.00	230,125.00	240,250.00
06/01/2015	-	-	6,825.00	6,825.00	-
12/01/2015	225,000.00	3.000%	6,825.00	231,825.00	238,650.00
06/01/2016	-	-	3,450.00	3,450.00	-
12/01/2016	230,000.00	3.000%	3,450.00	233,450.00	236,900.00
Total	\$1,300,000.00	-	\$124,750.00	\$1,424,750.00	-

Yield Statistics

Bond Year Dollars	\$4,158.33
Average Life	3.199 Years
Average Coupon	3.0000000%
Net Interest Cost (NIC)	2.7240349%
True Interest Cost (TIC)	2.7054724%
Bond Yield for Arbitrage Purposes	2.3128077%
All Inclusive Cost (AIC)	3.3493684%

IRS Form 8038

Net Interest Cost	2.3033420%
Weighted Average Maturity	3.195 Years

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Water and Light Commission of the City of Worthington, MN

Proposed Current Refunding of

\$2,570,000 Electric Revenue Bonds, Series 2001A

Piper Non-Rated Scale 3/2/2011

Debt Service Comparison

Date	Total P+I	Net New D/S	Old Net D/S	Savings
12/01/2011	234,700.00	231,431.45	243,017.50	11,586.05
12/01/2012	237,700.00	237,700.00	244,970.00	7,270.00
12/01/2013	236,550.00	236,550.00	246,292.50	9,742.50
12/01/2014	240,250.00	240,250.00	246,965.00	6,715.00
12/01/2015	238,650.00	238,650.00	246,967.50	8,317.50
12/01/2016	236,900.00	236,900.00	246,280.00	9,380.00
Total	\$1,424,750.00	\$1,421,481.45	\$1,474,492.50	\$53,011.05

PV Analysis Summary (Net to Net)

Gross PV Debt Service Savings.....	45,721.72
Net PV Cashflow Savings @ 3.349%(AIC).....	45,721.72
Contingency or Rounding Amount.....	3,268.55
Net Present Value Benefit	\$48,990.27
Net PV Benefit / \$1,373,973.63 PV Refunded Debt Service	3.566%
Net PV Benefit / \$1,260,000 Refunded Principal...	3.888%
Net PV Benefit / \$1,300,000 Refunding Principal..	3.768%

Refunding Bond Information

Refunding Dated Date	4/13/2011
Refunding Delivery Date	4/13/2011

Water and Light Commission of the City of Worthington, MN

Proposed Current Refunding of
\$2,570,000 Electric Revenue Bonds, Series 2001A
Piper Non-Rated Scale 3/2/2011

Current Refunding Escrow

<u>Date</u>	<u>Rate</u>	<u>Receipts</u>	<u>Disbursements</u>	<u>Cash Balance</u>
04/13/2011	-	1,283,207.00	-	1,283,207.00
04/25/2011	-	-	1,283,207.00	-
Total	-	\$1,283,207.00	\$1,283,207.00	-

Investment Parameters

<u>Investment Model [PV, GIC, or Securities]</u>	Securities
<u>Default investment yield target</u>	Unrestricted
<u>Cash Deposit</u>	1,283,207.00
<u>Total Cost of Investments</u>	\$1,283,207.00
<u>Target Cost of Investments at bond yield</u>	\$1,282,223.78
<u>Actual positive or (negative) arbitrage</u>	(983.22)
<u>Yield to Receipt</u>	-
<u>Yield for Arbitrage Purposes</u>	2.3128077%

PUBLIC WORKS MEMO

DATE: March 15, 2011
TO: HONORABLE MAYOR AND CITY COUNCIL
SUBJECT: ITEMS REQUIRING CITY COUNCIL ACTION OR REVIEW

CASE ITEM

1. **REQUEST FOR APPROVAL OF AIRPORT HANGAR PROJECT**

As Council may recall, at a special meeting on September 1, 2010, funding was appropriated for the construction of a hangar at the airport. The original project was for the construction of a six-unit "T" hangar. The estimate at that time for the project was \$ 642,000, with \$ 107,481.78 to be funded by a grant from the Minnesota Department of Transportation Aeronautics (MDOTA) with the balance of \$ 534,518.22 to be funded with hospital impact funds.

In December, the Board was approached by the local aerial agriculture chemical spray operator based at the airport to requesting the Board to consider constructing a hangar capable of housing an aircraft he had purchased. Upon learning the aircraft has a wing span of 54 feet, it was quickly determined there wasn't a hangar on the airport capable of permitting access since the widest door is 49 feet. To meet his needs would require a hangar to be specifically designed rather than was originally planned which was to build a standard "off the shelf" designed hangar. The operator was informed, if a hangar was designed to meet his needs, the current lease rates would not apply, therefore, a Memorandum of Understanding (MOU) would need to be drafted to assure his commitment to an established lease rate for the portion of the hangar designed to meet his needs. Prior to meeting with the operator, a sub committee of the advisory board met to discuss rates and the project in general. Staff met with the operator and informed him his lease rate would be determined by the estimated cost to construct the portion of the hangar attributed to accommodate his aircraft. The terms were agreed upon, however, at the time of the writing of this case item, the MOU, shown as Exhibit 1, has not been signed. It is the intention to have the MOU signed by the operator prior to the Council meeting. It should be noted the aircraft the operator is replacing has been stored off of airport property.

The Board and staff have worked with Mead & Hunt, Inc., to design a hangar to not only meet the operator's needs, but also construct additional "T" hangar bays to permit the ability to market hangar space to potential aircraft owners who would desire to base at Worthington and yet to stay within the allocated funds for the project. In working with the consultant Mead & Hunt, Inc., and as shown in Exhibit 2, two options are presented showing, based upon the engineer's estimates would be within budget. The first option, a three-unit hangar would be significantly under budget while the second option, a five-unit hangar would be slightly under budget. Staff has been working with MDOTA and they have allocated the funds to construct the five-unit hangar at the present time until a final decision has been concluded.

The Advisory Board requests Council to approve a hangar project which will include a

bay designed to accommodate the aerial agriculture spray operator based upon:

- The desire to have the operator base his aircraft upon the airport,
- The desire to work with an established business,
- The fact the operator is willing to enter into an agreement to finance the cost for his portion of the hangar based upon the same terms as currently with Integrity Aviation,
- The hangar will tie in well with the proposed chemical loading pad/chemical storage building to be built within proximity of the hangar.

The Board recommends and requests Council approval to seek bids for a three-unit hangar with a bid alternate of a five-unit hangar. Should the alternate five-unit hangar come in at or below the engineers estimate, the Board would then request Council to award the contract for the five-unit hangar at the time of consideration to award the bid. The Board also requests Council to authorize the Mayor and City Clerk to sign the MOU relating to the hangar project. It should be noted the engineer's estimates include a 10% contingency for the project.

Suggested motion: Authorize to request bids for the construction of a three-unit hangar with a five-unit hangar as a bid alternate and to authorize the Mayor and City Clerk to sign the MOU with Mr. Arnt shown as Exhibit 1.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is entered into this _____ day of _____, by and between the City of Worthington, a municipal corporation organized under the laws of the State of Minnesota, hereinafter referred to as "City"; and James Arnt d/b/a Arnt Aerial Spraying, a commercial aviation operation operating upon the Worthington Municipal Airport doing business in the State of Minnesota, with its principal business address at 23484 Paul Avenue, Worthington, Minnesota, hereinafter called the "operator."

WHEREAS, the parties to this Memorandum of Understanding have an existing relationship through "Operating Lease Agreement," hereinafter "Lease" which is dated July 28, 2008 and amended October 1, 2008, and

WHEREAS, the City is willing to build an aircraft storage hangar to permit the storage of aircraft of which a one bay will be designed specifically to accommodate a Thrush 660 agriculture chemical spray aircraft owned by the operator; and

WHEREAS, the Operator is willing to lease the hangar bay specifically built to accommodate Operator's Thrush 660 aircraft; and

WHEREAS, both parties are willing to execute an Amended and Extended "Operating Lease Agreement" once the new aircraft storage hangar is completed and ready for usage;

NOW, THEREFORE, the parties hereby agree as follows:

1. The City, will arrange and pay for the construction of an aircraft storage hangar as shown in Exhibit "A." The aircraft storage hangar will contain one bay specifically designed to accommodate a Thrush 660 agriculture chemical spray aircraft
2. The estimated total cost for the project is \$ 582,160.56 as outlined in the cost estimate prepared by the Mead & Hunt Inc. as shown in Exhibit "B." The estimated cost to construct the bay designated specifically for the Thrush 660 is \$ 135,700 or approximately 46% of the total project based upon the total square footage of the hangar.
3. The operator will pay a monthly rent of \$ 712.49 for the specified bay. The monthly rent shall be calculated by fully amortizing the actual cost of the construction of the specified bay over a 20-year period using an interest rate of 2.40%. Attached as Exhibit "C" is an example of how the monthly rent shall be calculated using the estimated cost of to construct that portion of the hangar specifically designed to accommodate the storage of the Thrush 660 of \$ 135,700. The actual rent will be established once all of the costs for the specified bay are known.
4. Upon completion of the construction of the hangar, the parties will execute the Amended and Extended Operating Lease, which is attached hereto as Exhibit "D."

Exhibit 1

5. The term of this Memorandum of Understanding shall be the same as the lease entered into by both parties, dated July 28, 2008 and amended October 1, 2008 and incorporated by reference.

This Memorandum is effective _____, 2011.

Arnt Aerial Spraying
23484 Paul Avenue
Worthington, MN 56187

City of Worthington
PO Box 279
Worthington, MN 56187

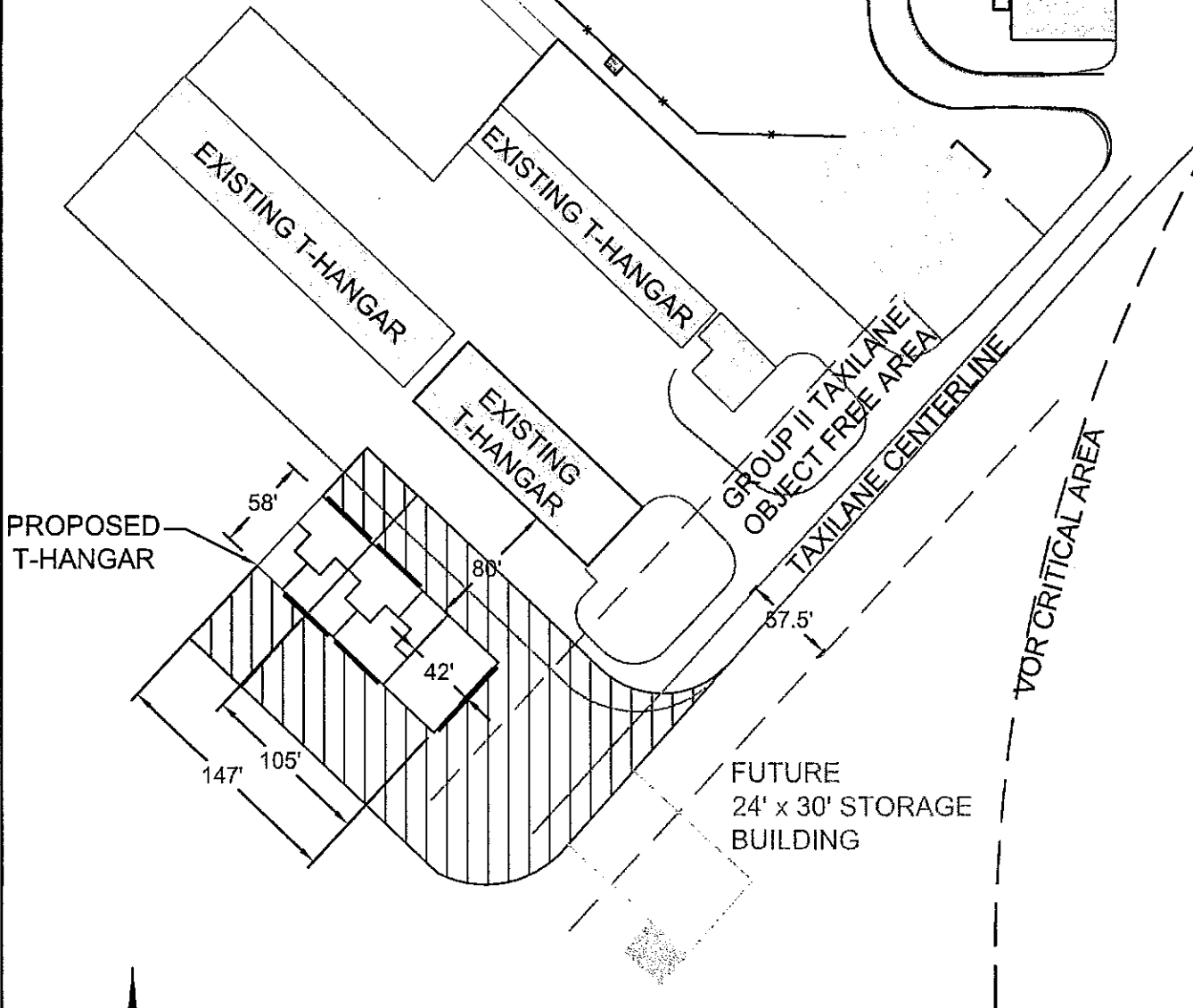
By: _____
Owner, Arnt Aerial Spraying

By: _____
Alan Oberloh, Its Mayor

By: _____
Janice Oberloh, Its Clerk





Exhibit 1a

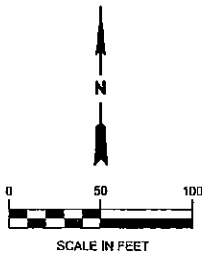
AIRPORT ROAD



PROPOSED T-HANGAR

LEGEND

- | | | | |
|---|------------------------------|---|------------------------------|
|  | PROPOSED 3-UNIT T-HANGAR |  | PROPOSED 5-UNIT T-HANGAR |
|  | PROPOSED PAVEMENT SCHEDULE 1 |  | PROPOSED PAVEMENT SCHEDULE 2 |



	Local 50% Site	State 50% Site	Local 20% Upfront Hangar	State 80% Hangar Loan	Total Project w/Contingencies Mead & Hunt and City Admin fees	Over (Under) Budget
3 Unit Hangar						
Project estimate with 10% Contingency						
Mead/Hunt & City Admin fees						
\$ 582,160.26	\$ 145,330.13	\$ 145,330.13	\$ 58,300.00	\$ 233,200.00	\$ 582,160.26	
City Allocated Funds for Project						
(WRH Hospital Funds)						
\$ 534,518.00	\$ 145,330.13		\$ 58,300.00	\$ 233,200.00	\$ 436,830.13	(\$97,687.87)
Repayable Loan 0% Over 10 Years						
\$ 23,300.00						
5 Unit Hangar						
Project estimate with 10% Contingency						
Mead/Hunt & City Admin fees						
\$ 688,706.26	\$ 162,853.13	\$ 162,853.13	\$ 72,600.00	\$ 290,400.00	\$ 688,706.26	
City Allocated Funds for Project						
(WRH Hospital Funds)						
\$ 534,518.00	\$ 162,853.13		\$ 72,600.00	\$ 290,400.00	\$ 525,853.13	(\$8,665.00)
Repayable Loan 0% Over 10 Years						
\$ 29,400.00						
Original 6 Unit "T" Project Presented as a \$ 642,000 Estimated Project	\$ 107,481.78	\$ 107,481.78	\$ 85,407.30	\$ 341,629.14	\$ 642,000.00	

ENGINEERING MEMO

DATE: MARCH 10, 2011
TO: HONORABLE MAYOR AND COUNCIL
SUBJECT: ITEMS REQUIRING COUNCIL ACTION OR REVIEW

CASE ITEMS

1. PETITION TO VACATE PORTIONS OF FIRST AVENUE AND NINTH STREET

In order to vacate a street, the City Charter requires submission of a petition of owners of more than fifty percent of the property fronting upon the street together with a petition of the owners of more than fifty percent of the property within a distance of three hundred feet in each direction from the ends of the street. A petition for vacating those portions of First Avenue and Ninth Street required for construction of the proposed fire station has been circulated and executed by owners of more than fifty percent of the owners within three hundred feet of the street segment. As indicated on the map included in Exhibit 1, it is not possible for the petition requirements to be satisfied unless the City signs the petition as the owner of property abutting the street segments.

Staff recommends that Council authorize the Mayor and Clerk to execute the petition included in Exhibit 1 and the standard application form used for vacation of a public way.

Upon submission of the petition and application, the proposed street vacation will be forwarded to the Planning Commission for a public hearing. The recommendation of the Planning Commission will be forwarded to Council for consideration of the adoption of an ordinance to vacate the street segments. Two recommended conditions for vacating the street segments are known at this time. The first recommended condition is that the abutting owner (City) obtain title to the vacated street which would otherwise revert to the heirs or assigns of the original property owner. In regard to this condition, the City Attorney is working on obtaining title to this street as well as to all other streets that were conveyed to the same party. The second recommended condition is that existing utilities, which include a water main and telecommunication lines, be relocated as part of the proposed project in the same manner as would be required in the case of any other street vacation or that a utility easement be granted over the existing lines. In this case the utility lines will need to be relocated to accommodate the fire station construction. Should the project not proceed as planned the alternate method of protecting the existing utilities by easement can be implemented.

PETITION TO VACATE

Honorable Mayor and Council of the City of Worthington, Minnesota:

I/We, the undersigned owner(s) of the property fronting and within a distance of 300 feet from the following described streets, do hereby petition the City of Worthington to vacate such streets:

All that part of 9th Street and First Avenue abutting Block 3, Plat of Worthington, Nobles County, Minnesota, also described as 9th Street and First Avenue from the southeasterly line of Second Avenue to the southwesterly line of 10th Street.

Lots 12 and 13, the southeast half of the alley between Lots 11 and 12, and the northwest half of the alley between Lots 13 and 14, Block 9, Plat of Worthington, Nobles County, Minnesota.

(Ninth Street, former S & L Municipal Parking Lot; #31-0091-500)

All of Block 3, Original Plat, City of Worthington, Nobles County, Minnesota.

AND

That part of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, and that part of the Southeast Quarter of the Southeast Quarter and Government Lots 4 and 5 of Section 23, Township 102 North, Range 40 West, City of Worthington, Nobles County, Minnesota, and that part of the Northeast Quarter of the Northeast Quarter and Government Lots 1 and 2 of Section 26, Township 102 North, Range 40 West, City of Worthington, Nobles County, Minnesota, described as follows:

Beginning at the most northerly corner of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, according to the recorded plat thereof; thence on an assumed bearing of south 42 degrees 09 minutes 26 seconds east, along the northeasterly line of said Auditor's Subdivision, a distance of 220.00 feet to an iron monument; thence north 47 degrees 52 minutes 16 seconds east a distance of 313.00 feet to an iron monument; thence south 42 degrees 07 minutes 44 seconds east a distance of 50.87 feet to an iron monument; thence south 43 degrees 45 minutes 41 seconds west, a distance of 92.95 feet to an iron monument; thence south 44 degrees 03 minutes 32 seconds west, a distance of 80/89 feet to an iron monument; thence south 42 degrees 04 minutes 02 seconds east a distance of 0.50 feet to an iron monument; thence south 47 degrees 56 minutes west a distance of 557.55 feet to an iron monument on the southeasterly extension of the northeasterly line of Lot 12 of said Auditor's Subdivision; thence north 42 degrees 09 minutes 27 seconds west, along said southeasterly extension, a distance of 18.80 feet to the most easterly corner of said Lot 12; thence continuing north 42 degrees 09 minutes 27 seconds west, along the northeasterly line of said Lot 12, a distance of 140.02 feet to the most northerly corner of said Lot 12; thence south 47 degrees 52 minutes 26 seconds west, along the northwesterly line of said Lot 12, a distance of 30.00 feet to the southwesterly line of the northeasterly 30.00 feet of said Lot 12; thence south 42 degrees 09 minutes 27 seconds east, along said southwesterly line, a distance of 140.02 feet to the southeasterly line of said Auditor's Subdivision; thence south 47 degrees 52 minutes 15 seconds west, along said southeasterly line, a distance of 448.53 feet to an iron monument located on the east line of Government Lot 2 of said Section 26; thence south 0 degrees 29 minutes 15 seconds east, along said east line and the southeasterly line of said Auditor's Subdivision, a distance of 8.02 feet to an iron monument; thence south 47 degrees 52 minutes 27 seconds west, along said southeasterly line, a distance of 69.96 feet to the northeasterly line of the southwesterly 6.00 feet of Lot 19 of said Auditor's Subdivision; thence northwesterly, along said northeasterly line, along a non-tangential curve, concave to the northeast, having a radius of 1141.83 feet, a central angle of 13 degrees 48 minutes 33 seconds, the chord of said curve bears north 31 degrees 44 minutes 19 seconds west, a chord distance of 274.53 feet, an arc distance of 275.20 feet to the northwesterly line of said Auditor's Subdivision; thence north 47 degrees 52 minutes 26 seconds east, along said northwesterly line, a distance of 922.71 feet to the point of beginning.

(#31-0001-000 . . #31-0017-000; #31-3933-000; #31-3934-000)

Petition to Vacate
#31-0091-500; #31-0001-000, etc.
Page 2 of 2.

CITY OF WORTHINGTON, a municipal corporation

Alan E. Oberloh, Mayor

Date

Janice A. Oberloh, City Clerk

Date

COMMUNITY/ECONOMIC DEVELOPMENT MEMO

DATE: MARCH 11, 2011
TO: HONORABLE MAYOR AND COUNCIL
SUBJECT: ITEMS REQUIRING COUNCIL ACTION OR REVIEW

CASE ITEMS

1. SPECIAL USE PERMIT - LOTS 1 & 2, BLOCK 1, WOODLAND RIDGE ADDITION

Bob McCuen has submitted an application for the issuance of a special use permit for property owned by FDAC, L.L.C., directly southwest of the intersection of Knollwood Drive and Woodland Court (Exhibit 1). If approved, the applicant would be allowed to construct a tri-plex on the subject property. The property is located within the "R-1" - Single Family Detached Residential District. Duplexes, tri-plexes and multi-family housing are only permissible through the issuance of a special use permit in the "R-1" District. The legal description of the subject property under consideration is as follows:

Lots 1 and 2, Block 1, Woodland Ridge Addition, City of Worthington, Nobles County, Minnesota.

The Planning Commission considered the change of zone application at its February 1, 2011, meeting. The Commission believes the proposed zoning classification would conform with the definition and intent of downtown mixed use as outlined in the City's Comprehensive Plan. It also believes that industrial land uses are not desired or compatible with the purpose and intent of the downtown / central business district. The proposed change eliminates any chance of any future industrial opportunities and, as a result, would strengthen the character of the downtown neighborhood. They unanimously recommended approval of the change of zone application as presented in Exhibit 1. Their recommendation was based on the following considerations:

1. The subject property is located in the Woodland Ridge Addition, which was platted in 2007/2008. Each lot is approximately 16,696.5 sq.ft. (103.94' x 160.95' avg.) in size. The lots are located on the south side of the entrance of the subdivision, which is located at the intersection of Knollwood Drive and Woodland Court. The rear of these lots abut 1st Avenue Southwest, which is identified as a minor arterial thoroughfare. Ingress/egress from 1st Avenue Southwest is prohibited per the conditions of the subdivision approval.

The applicant is proposing to construct a triplex on the 33,393 square foot parcel of land. The end units will be two bedroom units with approximately 1468 sq.ft. of living space and 848 sq.ft. 3 car attached garages. The center unit will be a 3 bedroom unit with approximately 1820 sq.ft. of living space and a 848 sq.ft. 2 car attached garage. A copy of the proposed site plan, floor plan, and building elevation are included as Exhibit 1.

2. Development within the "R-1" Zoning District, which is the zoning classification of the subject property, primarily consists of single family homes. The District's intention is to establish residential neighborhoods. The District, however, allows for certain alternative land uses that support these residential neighborhoods, such as schools,

churches, townhomes/condos, etc., through the issuance of a special use permit. Special use permits were established to assure that the alternative uses did not interfere or jeopardize the residential neighborhood character. These alternative uses are usually found along traffic corridors located around the parameter of the neighborhood and ultimately serve as a buffer between the traffic and the neighborhood.

Special uses are required to comply with all of the zoning regulations that apply to the permitted uses of the District. These include, but are not limited to, setbacks, building and structure coverage, green space, and parking. Staff has reviewed the submitted plans and has found the proposed development to be compliance with the applicable zoning regulations.

3. As with any zoning application, the proposed zoning classification or land use must be determined to be compatible with the land uses surrounding the property in question. The following is a brief description of the land uses surrounding the property in question.

North - Single Family Residential

South - Agriculture/ Single Family Residential

East - Multi-Family Residential, Religious Institution, and Education

West - Single Family Residential, Congregate Residential, Agriculture, and Recreational

It is staff's and the Commission's opinion that the proposed triplex development would serve as a buffer between the single family residential development of Woodland Ridge and the non-residential uses to the east as well as the 1st Avenue Southwest and Knollwood Drive traffic corridors, which is the reason triplexes are identified as a "Special Use" in the "R-1" District.

4. According to the City's Comprehensive Plan, the subject area is identified as low density residential (up to 6 units per acre). Based on units per acre identified in the Comprehensive Plan, the subject property can consist of up to 4 units. The applicant is proposing a total of 3 units.

2. **WORTHINGTON REDISCOVERED REQUEST**

On March 4, 2011, the Worthington Rediscovered Committee considered an application submitted by Ben and Krista Petersen for their proposed redevelopment of their residence at 1533 Park Avenue. The proposed redevelopment project consists of demolishing the existing single family dwelling and constructing a new single family dwelling in its place. The demolition will cost \$8,850, which was the lowest of the two quotes the Petersens' received. The new house will increase the estimated taxable value from the current \$104,100 to \$274,700 and would result in an approximate 312% increase in real estate taxes.

After much discussion, the Committee concluded that while the application does not pass the eye test of dilapidated housing, the house does have deficiencies that do warrant concern of long

term delapidation of the structure and issues that make it difficult to justify reinvestment in the structure. Thus, interpreting the home as substandard. In the attempt to prevent the commencement of a “domino effect” and instead encourage reinvestment in the neighborhood, the Committee, on a 2-1 vote, recommended awarding \$8,850 to the applicant for the demolition of the existing single family dwelling.

A development contract has been drafted to outline the obligations for both parties. Since the Committee does not have the authority to enter into a contract on behalf of the City, it is requesting Council to authorize the Mayor to execute the development agreement shown in Exhibit 2.

3. AWARD CONTRACT FOR BIOSCIENCE TRAINING AND TESTING CENTER PROJECT

The City received seven responsive bids for the Bioscience Training and Testing Center (TTC) Project. Three of the Seven bids were below the architect’s estimate of \$1,398,258. The low bid of the base bid and all alternates is \$67,621 under the estimated construction cost. The bids included three bid alternatives outlined in the plans and specifications. A brief description of each alternative is provided below:

Alternate 1 - Construction of second story storage space in the incubators

Alternate 3 - Provide exterior dimension letter signage

Alternate 4 - Substitute floor tile with terazzo floor tile

There is no combination of add alternates that would change who the low bidder is. The recommendation from SEH and bid tabulation is included in Exhibit 3. Staff concurs with recommendation to award the bid to the low qualified bidder and requests that Council consider awarding all add alternates. Motion to award the contract should be contingent to the concurrence of the U.S. Economic Development Administration.

4. EVENT CENTER LOI EXTENSION

In December, Council entered into a Letter of Intent (LOI) with Cornerstone Construction to exclusively negotiate the necessary agreements for the proposed public-private partnership of the event center and hotel. Since entering in the LOI, Staff has been working diligently with representatives of Cornerstone on the agreements and believe that considerable progress is being made. However, the LOI is set to expire tonight. Cornerstone has agreed to extend the LOI an additional 30 days to come to terms on an agreement. Council is requested to agree to the 30 day extension.

ORDINANCE NO. ____

AN ORDINANCE TO AMEND TITLE XV OF THE CITY CODE OF WORTHINGTON, NOBLES COUNTY, MINNESOTA, TO REZONE PROPERTY FROM "M-1" (LIGHT MANUFACTURING) AND "M-2" (GENERAL MANUFACTURING) TO "B-2"(CENTRAL BUSINESS)

The City Council of the City of Worthington, Do Ordain:

Section I.

In order to better protect and enhance public health, safety and general welfare, the Worthington City Council hereby finds that it is necessary to modify the zoning district designation of certain areas of the City of Worthington from "M-1" - Light Manufacturing and "M-2" - General Manufacturing to "B-2" - Central Business.

Section II.

The following legally described area, presently included in the "M-1" and "M-2" districts, shall henceforth be included in the "B-2" district:

All of Block 3, Original Plat, City of Worthington, Nobles County, Minnesota.

Together with,

That part of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, and that part of the SE $\frac{1}{4}$ SE $\frac{1}{4}$ and Government Lots 4 and 5 of Section 23, Township 102N, Range 40W, City of Worthington, Nobles County, Minnesota, and that part of the NE $\frac{1}{4}$ NE $\frac{1}{4}$ and Government Lots 1 and 2 of Section 26, Township 102N, Range 40W, City of Worthington, Nobles County, Minnesota, described as follows:

Beginning at the most northerly corner of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, according to the recorded plat thereof; thence on an assumed bearing of south 42°09'26" east, along the northeasterly line of said Auditor's Subdivision, a distance of 220.00 feet; thence north 47°52'16" east a distance of 313.00 feet; thence south 42°07'44" east a distance of 50.87 feet; thence south 43°45'51" west a distance of 92.95 feet; thence south 44°03'32" west a distance of 80.89 feet; thence south 42°04'02" east a distance of 0.50 feet; thence south 47°56' west a distance of 557.55 feet to the southeasterly extension of the northeasterly line of Lot 12 of said Auditor's Subdivision; thence north 42°09'27" west, along said southeasterly extension, a distance of 18.80 feet to the most easterly corner of said Lot 12; thence continuing north 42°09'27" west, along the northeasterly line of said Lot 12, a distance of 140.02 feet to the most northerly corner of said Lot 12; thence south 47°52'26" west, along the northwesterly line of said Lot 12, a distance of 30.00 feet to the southwesterly line of the northeasterly 30.00 feet of said Lot 12; thence south 42°09'27" east, along said southwesterly line, a distance of 140.02 feet to the southeasterly line of said Auditor's Subdivision; thence south 47°52'16" west, along said southeasterly line, a distance of 448.53 feet to the east line of Government Lot 2 of said Section 26; thence south 0°29'15" east, along said east line and the southeasterly line of said Auditor's Subdivision, a distance of 8.02 feet; thence south 47°52'27" west, along said southeasterly line, a distance of 69.96 feet to the northeasterly line of the southwesterly 6.00 feet of Lot

19 of said Auditor's Subdivision; thence northwesterly, along said northeasterly line, along a non-tangential curve, concave to the northeast, having a radius of 1141.83 feet, a central angle of 13°48'33", the chord of said curve bears north 31°44'19" west, a chord distance of 274.53 feet, an arc distance of 275.20 feet to the northwesterly line of said Auditor's Subdivision; thence north 47°52'26" east, along said northwesterly line, a distance of 922.17 feet to the point of beginning.

Together with,

That part of the Southeast Quarter of the Southeast Fractional Quarter of Section 23, Township 102 North, Range 40 West of the 5th P.M., bounded as follows: Beginning at the point of intersection of the southeasterly extension of the southwesterly line of Tenth Street and the southeasterly line of First Avenue; thence northeasterly along said southeasterly line of First Avenue, a distance of 90 feet; thence southeasterly, along a line at right angles to the last described course, an approximate distance of 46 feet to a point distant 9 feet northwesterly, as measured at right angles, from the center line of a Spur Track (I.C.C. No. 158) of the Chicago, St. Paul, Minneapolis and Omaha Railway Company, as said track is now located and established; thence southwesterly, along a line parallel with said Spur Track center line, a distance of 90 feet, more or less, to the point of intersection of said southeasterly extension of the southwesterly line of Tenth Street; thence northwesterly, along said extension of the southwesterly line of Tenth Street, to the point of beginning.

and

That part of the Southeast Quarter of the Southeast Fractional Quarter of Section 23, Township 102 North, Range 40 West of the 5th P.M., bounded as follows: on the northwest by the southeasterly line of First Avenue; on the southwest by a line drawn at right angles to said southeasterly line of First Avenue from a point on said southeasterly line which is distant 313 feet northeasterly, as measured along said southeasterly line, from the southeasterly extension of the southwesterly line of Ninth Street; on the southeast by a line drawn parallel with and distance 50 feet northwesterly, as measured at right angles, from the center line of the main track of the Chicago, St. Paul, Minneapolis and Omaha Railway Company, as now located and established; and on the northeast by the southeasterly extension of the southwesterly line of Tenth Street. Except easements of record.

Section III.

The Official Zoning Map of the City of Worthington shall be amended to reflect the changes ordained in Section II of this Ordinance.

Section IV.

The City Clerk is hereby directed to file a certified copy of this ordinance in the office of the Recorder in and for the County of Nobles, State of Minnesota.

Section V.

Passed and adopted by the City Council of the City of Worthington, Minnesota, this ____ day of March, 2011.

(SEAL)

Alan Oberloh, Mayor

Attest: _____
Janice Oberloh, City Clerk

COMMUNITY/ECONOMIC DEVELOPMENT MEMO

DATE: FEBRUARY 11, 2011
TO: HONORABLE MAYOR AND COUNCIL
SUBJECT: ITEMS REQUIRING COUNCIL ACTION OR REVIEW

CASE ITEMS

1. CHANGE OF ZONE APPLICATION (FIRST READING) - City of Worthington & Rickbeil's Inc.

The City of Worthington and Rickbeil's Inc., have submitted an application to rezone the properties they own between the northern half of the former Chicago, Rock Island, and Pacific Railroad Company right-of-way and 10th Street and from 2nd Avenue to the Union Pacific Railroad Company right-of-way. If approved, the applicants' properties would be rezoned from the current "M-1" - Light Manufacturing and "M-2" - General Manufacturing designations to "B-2" - Central Business District. The legal description of the subject property under consideration is as follows:

All of Block 3, Original Plat, City of Worthington, Nobles County, Minnesota.

Together with,

That part of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, and that part of the SE¼SE¼ and Government Lots 4 and 5 of Section 23, Township 102N, Range 40W, City of Worthington, Nobles County, Minnesota, and that part of the NE¼NE¼ and Government Lots 1 and 2 of Section 26, Township 102N, Range 40W, City of Worthington, Nobles County, Minnesota, described as follows:

Beginning at the most northerly corner of Auditor's Subdivision of Block 2, Original Plat, City of Worthington, Nobles County, Minnesota, according to the recorded plat thereof; thence on an assumed bearing of south 42°09'26" east, along the northeasterly line of said Auditor's Subdivision, a distance of 220.00 feet; thence north 47°52'16" east a distance of 313.00 feet; thence south 42°07'44" east a distance of 50.87 feet; thence south 43°45'51" west a distance of 92.95 feet; thence south 44°03'32" west a distance of 80.89 feet; thence south 42°04'02" east a distance of 0.50 feet; thence south 47°56' west a distance of 557.55 feet to the southeasterly extension of the northeasterly line of Lot 12 of said Auditor's Subdivision; thence north 42°09'27" west, along said southeasterly extension, a distance of 18.80 feet to the most easterly corner of said Lot 12; thence continuing north 42°09'27" west, along the northeasterly line of said Lot 12, a distance of 140.02 feet to the most northerly corner of said Lot 12; thence south 47°52'26" west, along the northwesterly line of said Lot 12, a distance of 30.00 feet to the southwesterly line of the northeasterly 30.00 feet of said Lot 12; thence south 42°09'27" east, along said southwesterly line, a distance of 140.02 feet to the southeasterly line of said Auditor's Subdivision; thence south 47°52'16" west, along said southeasterly line, a distance of 448.53 feet to the east line of Government Lot 2 of said Section 26; thence south 0°29'15" east, along said east line and the southeasterly line of said Auditor's Subdivision, a distance of 8.02 feet; thence south 47°52'27" west, along said southeasterly line, a distance of 69.96 feet to the northeasterly line of the southwesterly 6.00 feet of Lot 19 of said Auditor's Subdivision; thence northwesterly, along said northeasterly line, along a non-tangential curve, concave to the northeast, having a radius of 1141.83 feet, a central angle of 13°48'33", the chord of said curve bears north 31°44'19" west, a chord distance of 274.53 feet, an arc distance of 275.20 feet to the northwesterly line of said Auditor's Subdivision; thence north 47°52'26" east, along said northwesterly line, a distance of 922.17 feet to the point of beginning.

Together with,

That part of the Southeast Quarter of the Southeast Fractional Quarter of Section 23, Township 102 North, Range 40 West of the 5th P.M., bounded as follows: Beginning at the point of intersection of the southeasterly extension of the southwesterly line of Tenth Street and the southeasterly line of First Avenue; thence northeasterly along said southeasterly line of First Avenue, a distance of 90 feet; thence southeasterly, along a line at right angles to the last described course, an approximate distance of 46 feet to a point distant 9 feet northwesterly, as measured at right angles, from the center line of a Spur Track (I.C.C. No. 158) of the Chicago, St. Paul, Minneapolis and Omaha Railway Company, as said track is now located and established; thence southwesterly, along a line parallel with said Spur Track center line, a distance of 90 feet, more or less, to the point of intersection of said southeasterly extension of the southwesterly line of Tenth Street; thence northwesterly, along said extension of the southwesterly line of Tenth Street, to the point of beginning.

and

That part of the Southeast Quarter of the Southeast Fractional Quarter of Section 23, Township 102 North, Range 40 West of the 5th P.M., bounded as follows: on the northwest by the southeasterly line of First Avenue; on the southwest by a line drawn at right angles to said southeasterly line of First Avenue from a point on said southeasterly line which is distant 313 feet northeasterly, as measured along said southeasterly line, from the southeasterly extension of the southwesterly line of Ninth Street; on the southeast by a line drawn parallel with and distance 50 feet northwesterly, as measured at right angles, from the center line of the main track of the Chicago, St. Paul, Minneapolis and Omaha Railway Company, as now located and established; and on the northeast by the southeasterly extension of the southwesterly line of Tenth Street. Except easements of record.

The Planning Commission considered the change of zone application at its February 1, 2011, meeting. The Commission believes the proposed zoning classification would conform with the definition and intent of downtown mixed use as outlined in the City's Comprehensive Plan. It also believes that industrial land uses are not desired or compatible with the purpose and intent of the downtown / central business district. The proposed change eliminates any chance of any future industrial opportunities and, as a result, would strengthen the character of the downtown neighborhood. They unanimously recommended approval of the change of zone application as presented in Exhibit 1. Their recommendation was based on the following considerations:

1. Approximately 8 acres in size, the properties in question are currently zoned "M-1" - Light Manufacturing and/or "M-2" - General Manufacturing. A copy of the zoning map of the subject area is provided in Exhibit 1. These properties were originally platted in 1872 and have been utilized for many commercial / industrial purposes over the years, including the following: creamery, freight storage, bulk petroleum station, grocery store, lumberyard, grain storage, and poultry processing. The City owns the property formally known as the former Campbell Soup property while Rickbeil's Inc., owns the property located at the intersection of 1st Avenue and 10th Street. A map illustrating the breakdown in property ownership is also provided in Exhibit 1.

The applicants are requesting that the properties be rezoned from "M-1" and "M-2" to "B-2" - Central Business District. The applicants believe that industrial development is not an appropriate land use in the downtown and that a change of zone is necessary to facilitate redevelopment of the subject area. The "B-2" designation was selected to

reflect the goals and objectives of the Comprehensive Plan (see Consideration #2) and to allow for compatible redevelopment opportunities, including the fire station being considered by the City of Worthington. A copy of the schedule of uses for the existing and proposed zoning classifications is included in Exhibit 1 for the Council's use and reference.

2. The Comprehensive Plan is a tool that is used to guide growth, redevelopment, and improvements in Worthington. Included in the Plan is a Land Use Map, which describes the use of property and enforces land use patterns, identifies places where change is needed and sets the form and location for future growth. A copy of the current Land Use Map is included as Exhibit 1.

The Land Use Map designates the subject area for downtown mixed use. Downtown mixed use is described as the transitional area on the periphery of downtown as well as the corridors leading into downtown. This category anticipates redevelopment of these corridors to provide a mixture of residential, office, commercial, and civic uses that will add additional population base and services/products which compliment the downtown core. Furthermore, the Comprehensive Plan identifies the importance of the redevelopment of the former Campbell Soup property in the vitality of downtown and the role it plays in the connection of the downtown and Lake Okabena. A copy of the Downtown Mixed Use section of the Comprehensive Plan is included as Exhibit 1.

3. The subject property is surrounded by an array of land uses ranging from single family residential to commercial/industrial. Below is a summary of the surrounding land uses.

North -	Commercial
South -	Commercial / Open Space
East -	U.P. Railroad / industrial
West -	Commercial and single family residential

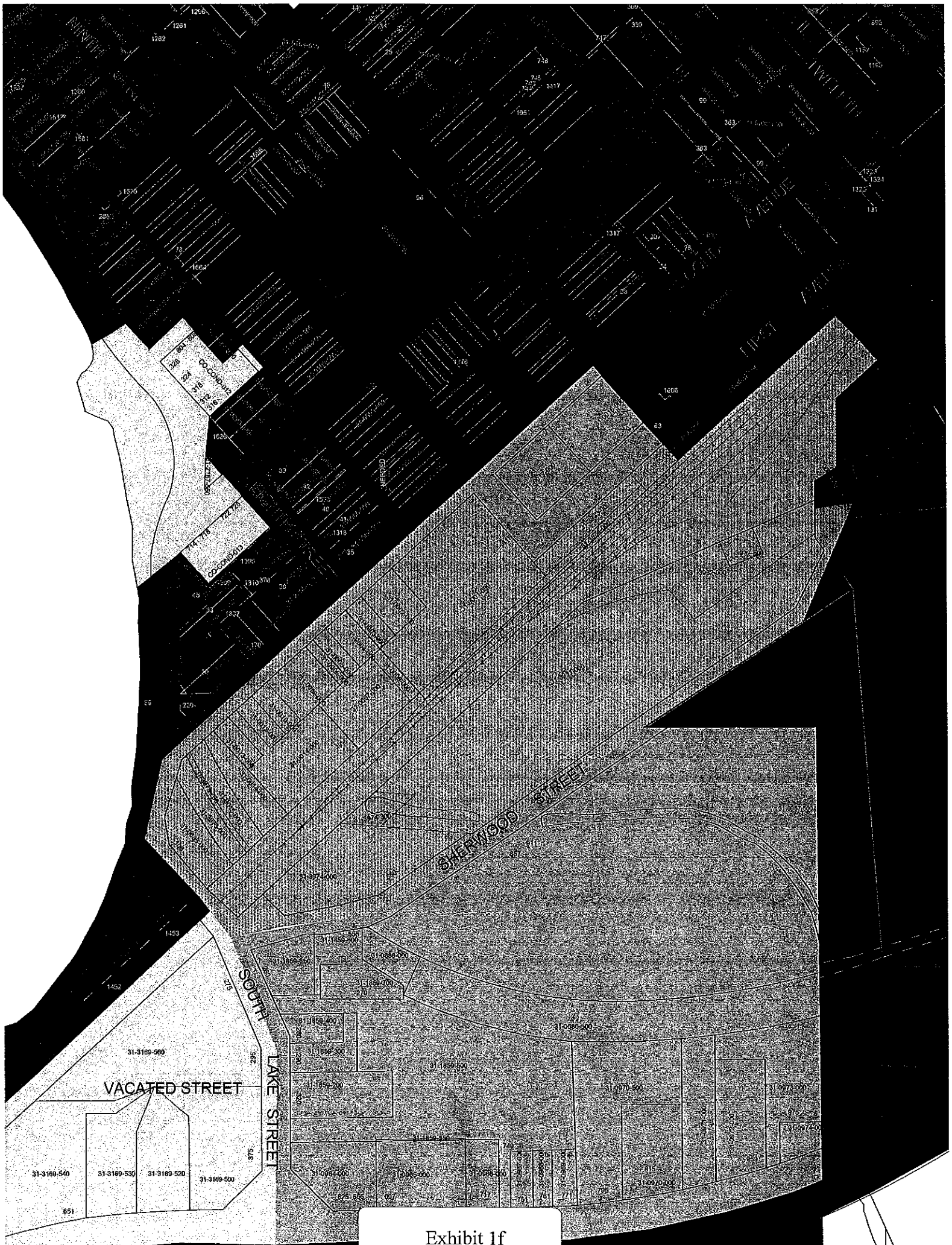
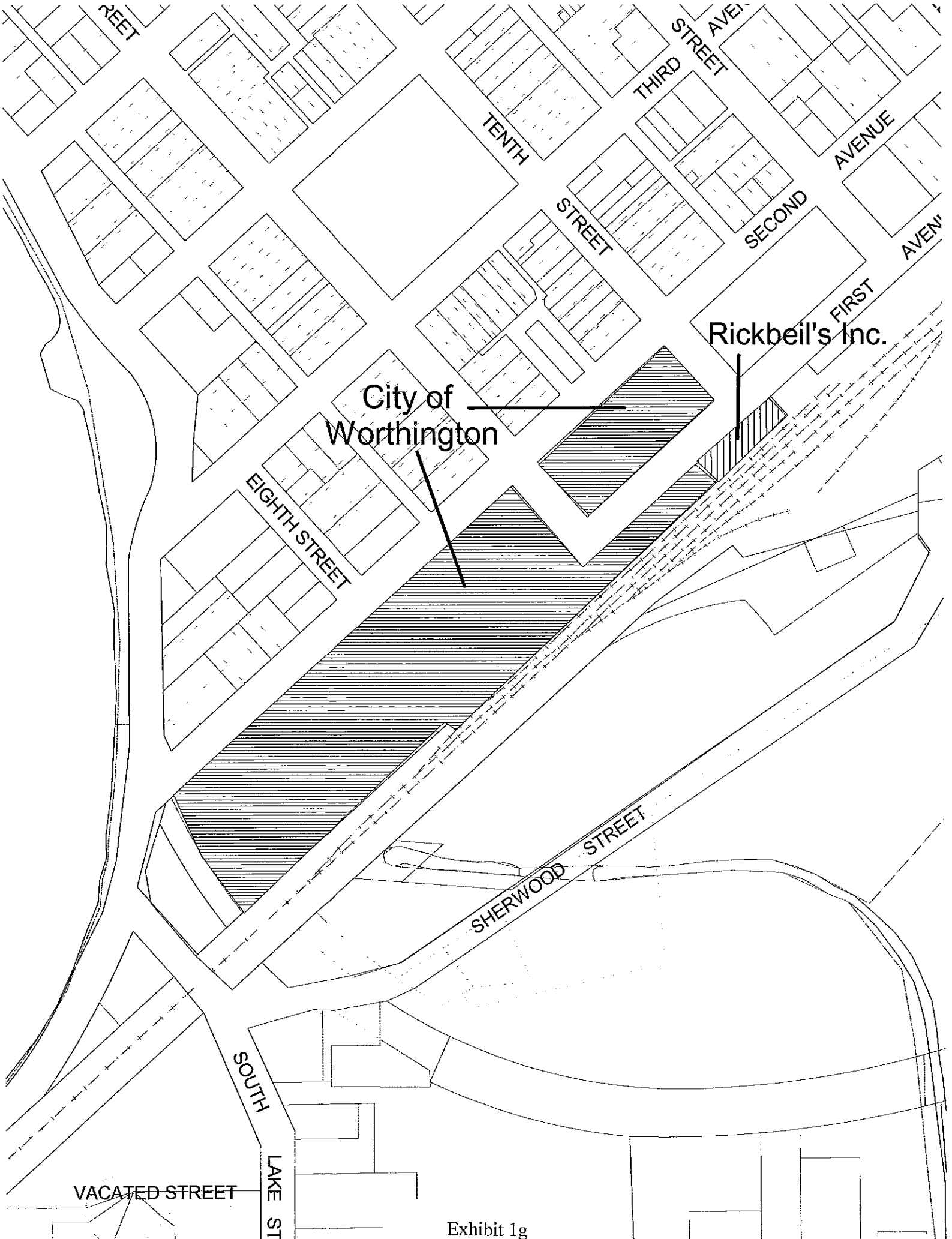


Exhibit 1f



City of
Worthington

Rickbeil's Inc.

VACATED STREET

SOUTH
LAKE ST

Exhibit 1g

APPENDIX E: TABLE 5. SCHEDULE OF USE REGULATIONS

RESIDENTIAL USE GROUPS		RESIDENTIAL										BUSINESS			INDUSTRIAL			OTHER		
		R-1	R-2	R-3	R-4	R-5	R-6	R-7	B-1	B-2	B-3	B-4	M-1	M-2	I	S	TZ	L		
A. Single Family	P	P	P	P	S	S	P	P	S	S	P	P	S	-	-	S	-	P	-	
B. Townhouse	S	P	P	P	P	-	-	S	-	-	-	-	-	-	-	S	-	S	-	
C. Two family	S	P	P	P	S	-	-	S	-	-	-	-	-	-	-	-	-	S	-	
D. Multi-family	S	S	S	P	P	-	-	-	S	-	-	-	-	-	-	-	-	-	-	
E. Mobile Homes	-	-	-	-	-	P	-	-	-	-	-	-	-	-	-	-	-	-	-	
F. Home Occupations	A	A	A	A	A	A	A	A	A	A	A	A	A	-	-	A	-	A	-	
G. Boarding Houses	-	-	S	S	S	-	-	S	S	S	-	-	-	-	-	S	-	-	-	
H. Guest Home	-	-	-	S	S	-	-	-	S	S	-	-	-	-	-	S	-	-	-	
I. Fraternity & Sorority Houses	-	-	-	S	P	-	-	-	-	S	-	-	-	-	-	S	-	-	-	
J. Child Care	S	S	S	S	P	S	S	S	S	S	S	S	S	-	-	S	-	-	-	
K. Convalescent, Nursing and Rest Homes	-	-	S	S	S	-	-	-	S	-	-	-	-	-	-	S	-	-	-	
L. Hospitals	-	-	S	S	S	-	-	S	-	-	-	-	-	-	-	P	-	-	-	
M. Motels	-	-	-	S	S	-	-	-	P	P	S	S	-	-	-	S	-	-	-	
N. Seasonal Residential	-	-	-	-	-	-	-	-	-	S	-	-	-	-	-	-	-	S	S	
O. Clubs	-	-	S	S	P	-	-	-	P	P	S	S	-	-	-	S	-	-	-	
P. Civic	S	P	P	P	P	P	P	P	P	P	S	S	-	-	-	S	S	-	-	
Q. Public Service	-	-	-	-	-	-	-	-	S	S	-	-	S	P	-	-	-	S	-	
R. Utility Stations	P	P	P	P	S	P	P	P	S	S	P	S	P	P	P	S	S	S	S	
S. Recreational: ¹	P	P	P	P	S	S	P	P	S	-	S	S	-	-	-	-	-	P	-	
T. Recreational: ²	S	P	P	P	S	P	P	P	S	-	S	S	S	S	S	S	S	P	S	

SCHEDULE OF USE REGULATIONS

**KEY: P - Permitted Use
S - Special Development
A - Accessory Use**

RESIDENTIAL USE GROUPS	RESIDENTIAL							BUSINESS			INDUSTRIAL			OTHER			
	R-1	R-2	R-3	R-4	R-5	R-6	R-7	B-1	B-2	B-3	B-4	M-1	M-2	I	S	TZ	L
U. Public Institutional and Cultural	S	S	S	P	P	S	S	S	S	S	S	S	-	P	S	S	-
V. Major Educational	-	-	-	-	S	S	-	-	-	-	-	-	-	P	-	-	-
W. Agricultural	-	-	-	-	-	-	-	S	-	P	P	P	P	P	S	P	-
X. Greenhouse	-	-	-	S	-	-	-	S	S	S	S	S	S	S	-	S	-
Y. Cemetery	-	S	-	S	-	-	S	-	-	-	-	S	-	-	-	P	-
Z. Parking Lots	S	S	S	S	P	S	S	P	P	P	P	P	P	P	S	S	-

FOOTNOTES:
 1. Public and quasi-public
 2. Private
 3. Temporary Occupancy

SCHEDULE OF USE REGULATIONS

**KEY: P - Permitted Use
S - Special Development
A - Accessory Use**

NON-RESIDENTIAL USE GROUPS	RESIDENTIAL							BUSINESS				INDUSTRIAL			OTHER		
	R-1	R-2	R-3	R-4	R-5	R-6	R-7	B-1	B-2	B-3	B-4	M-1	M-2	I	S	TZ	L
A. Daily Retail	-	-	-	S	S	-	-	P	P	P	P	S	-	S	-	-	-
B. Convenience Goods	-	-	-	-	S	-	-	P	P	P	P	-	-	-	-	-	-
C. Shopper Common Goods	-	-	-	-	-	-	-	-	P	P	P	-	-	-	-	-	-
D. Shopper Occasional Goods	-	-	-	-	-	-	-	-	P	P	P	-	-	-	-	-	-
E. Home Furnishings	-	-	-	-	-	-	-	-	P	P	P	-	-	-	-	-	-
F. Restaurants	-	-	-	-	S	-	-	-	P	P	P	S	-	S	-	-	-
G. Restaurants (Drive-In)	-	-	-	-	-	-	-	-	-	S	S	-	-	-	-	-	-
H. Entertainment (Public)	-	-	-	-	-	-	-	-	P	S	S	-	-	-	-	-	-
I. Open Air Recreation	-	-	-	-	-	-	-	-	-	P	S	S	-	-	-	-	-
J. Daily Services	-	-	-	-	S	-	-	P	P	P	P	S	-	S	-	-	-
K. Office Services	-	-	-	-	-	-	-	P	P	P	P	S	-	S	-	-	-
L. Medical Services	-	-	-	-	S	-	-	-	P	P	P	-	-	P	-	-	-
M. Household Goods - Repair Services	-	-	-	-	-	-	-	-	S	P	S	P	S	-	-	-	-
N. Home Improvement Services	-	-	-	-	-	-	-	-	S	P	S	P	S	-	-	-	-
O. Supplies	-	-	-	-	-	-	-	-	S	P	S	P	S	-	-	-	-
P. Automotive and Farm Implement	-	-	-	-	-	-	-	-	S	P	S	S	P	-	-	-	-
Q. Automotive Service	-	-	-	-	-	-	-	S	S	P	S	S	S	-	-	-	-
R. Animal Services	-	-	-	-	-	-	-	-	-	S	S	S	S	-	-	-	-
S. Mortuary	-	-	S	S	S	-	-	-	S	S	S	S	S	-	S	S	-
T. Parking	-	-	-	S	S	-	-	S	P	P	P	P	P	S	-	-	-

SCHEDULE OF USE REGULATIONS

**KEY: P - Permitted Use
S - Special Development
A - Accessory Use**

NON-RESIDENTIAL USE GROUPS	RESIDENTIAL								BUSINESS				INDUSTRIAL				OTHER			
	R-1	R-2	R-3	R-4	R-5	R-6	R-7	B-1	B-2	B-3	B-4	M-1	M-2	I	S	A	S	TZ	L	
U. Terminals	-	-	-	-	-	-	-	-	P	P	S	P	S	AS	-	-	-	-	-	
V. Printing Trades	-	-	-	-	-	-	-	-	P	P	S	P	P	-	-	-	-	-	-	
W. Cleaning	-	-	-	-	-	-	-	-	P	P	S	P	P	-	-	-	-	-	-	
X. Extractive and Recovery Industry	-	-	-	-	-	-	-	-	-	-	-	-	S	-	-	-	-	S	-	
Y. Manufacturing - Light Assembly	-	-	-	-	-	-	-	-	-	-	-	P	P	-	-	-	-	-	-	
Z. Figurines	-	-	-	-	-	-	-	-	-	-	-	P	P	-	-	-	-	-	-	
AA. Manufacturing-General	-	-	-	-	-	-	-	-	-	-	-	-	P	-	-	-	-	-	-	
BB. Manufacturing-Heavy	-	-	-	-	-	-	-	-	-	-	-	-	S	-	-	-	-	-	-	
CC. Manufacturing-Primary Production	-	-	-	-	-	-	-	-	-	-	-	-	S	-	-	-	-	-	-	
DD. Manufacturing-Special Process	-	-	-	-	-	-	-	-	-	-	-	-	S	-	-	-	-	-	-	
EE. Transient Amusement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	S	-	
FF. Railroad Right-of-Way	-	-	-	-	-	-	-	-	P	P	P	P	P	S	-	-	-	P	-	
GG. Warehouse	-	-	-	-	-	-	-	-	-	P	-	S	P	-	-	-	-	-	-	
HH. Pet Stores	-	-	-	-	-	-	-	-	S	S	S	S	-	-	-	-	-	S	-	
II. Adult Oriented Businesses	-	-	-	-	-	-	-	-	-	-	-	S	-	-	-	-	-	-	-	
JJ. Contractor Yard	-	-	-	-	-	-	-	-	-	-	-	-	S	-	-	-	-	-	-	

('69 Code, Ch. 7 App. Table 5) (Am. Ord. 600, eff. 11-27-76; Am. Ord. 603, eff. 1-22-79; Am. Ord. 773, passed 1-13-92; Am. Ord. 820, passed 3-25-96; Am. Ord. 822, passed 4-8-96; Am. Ord. 829, passed 2-24-97; Am. Ord. 846, passed 9-8-97; Am. Ord. 852, passed 1-12-98; Am. Ord. 870, passed 10-12-98; Am. Ord. 933, passed 2-11-02)

TABLE OF USE GROUPS

PART I. RESIDENTIAL AND OTHER USE GROUPS

- A. SINGLE FAMILY - Single family detached dwellings.
- B. TOWNHOUSE - Single family attached and detached dwellings.
- C. TWO FAMILY - Two family dwellings.
- D. MULTI-FAMILY - Dwellings designed to contain more than two families.
- E. MOBILE HOME - Mobile home parks.
- F. HOME OCCUPATIONS
- G. BOARDING HOUSES
- H. GUEST HOME
- I. FRATERNITY AND SORORITY HOUSES
- J. CHILD CARE - Nursery schools, child care centers (not including dormitories), and family and group day care centers.
- K. CONVALESCENT, NURSING, AND REST HOMES
- L. HOSPITALS
- M. MOTELS - Hotels, motels and apartment hotels
- N. SEASONAL RESIDENTIAL - Summer cabins, camps, cottages and travel trailer parks, for seasonal and not permanent or year-around occupancy, temporary occupancy
- O. CLUBS - Clubs, fraternities, lodges and meeting places for other organizations, not including any use that is customarily conducted as a gainful business
- P. CIVIC - Convention center, community center, public library, public museum, public art gallery, public recreation, fire station, public botanical garden, public auditorium and similar uses, each without outdoor storage
- Q. PUBLIC SERVICE - Warehouses, garages, storage yards and shops that are owned and operated by a governmental unit, together with accessory administrative buildings

- R. UTILITY STATIONS - Static transformer stations, booster station, transmitters and other utility stations, when operating requirements necessitate locating in districts as determined by the Zoning Administrator
- S. RECREATIONAL (Public and Quasi-Public) - Public parks, playgrounds, recreation and community center buildings and grounds; golf courses, country clubs, tennis courts and similar recreational uses, all of a non-commercial nature
- T. RECREATIONAL (Private) - Private non-commercial recreation areas and facilities not listed above, including swimming pools, country club, and tennis club
- U. PUBLIC INSTITUTIONAL AND CULTURAL - Public, parochial and other private elementary, junior high or high school offering courses in general education, and not operated for profit. Churches, temples and other places of worship, monasteries, convents, rectories and parsonages, including church schools, public libraries, public museums, public art galleries and similar public cultural uses
- V. MAJOR EDUCATIONAL - Colleges, universities and seminaries, book stores, computer service centers, fraternity and sorority houses, dormitories and similar uses
- W. AGRICULTURAL - Outdoor nurseries, forestry, sod farming and crop farming
- X. GREENHOUSES - Nurseries, greenhouses
- Y. CEMETERY - Cemeteries and mausoleums
- Z. PARKING LOTS - Automobile parking lots and garages, excluding repair and parking of trucks, buses equipment and goods
('69 Code, Ch. 7 App. Table 5) (Am. Ord. 820, passed 3-25-96; Am. Ord. 822, passed 4-8-96)

PART II. NON-RESIDENTIAL USE GROUPS

- A. **DAILY RETAIL** - Any retail business supplying daily needs and commodities primarily for residents of the adjoining neighborhood, such as drugs, grocery, liquor for consumption off the premises, meats excluding slaughtering, and bakery and candy stores, including the baking and processing of food products when prepared for retail sale on the premises
- B. **CONVENIENCE GOODS** - Any retail business supplying only daily need commodities for the residents of the surrounding neighborhoods, such as supermarkets, drug stores, florists, gift and card, book and stationery, hardware, paint and wallpaper, coins and philately, cosmetics and perfume, hobbies and toys, office supplies, tobacco shops, photographic supply and cold storage lockers, excluding slaughtering
- C. **SHOPPER COMMON GOODS** - Such as apparel, variety, jewelry, shoes, and dry goods
- D. **SHOPPER OCCASIONAL GOODS** - Such as leather, luggage, furs and foundation ware
- E. **HOME FURNISHINGS** - Such as furniture, appliances, floor covering, draperies
- F. **RESTAURANTS** - Restaurants, cafes, delicatessens and tea rooms, but not including entertainment, dancing, alcoholic beverages not consumed with a meal or drive-in restaurants
- G. **RESTAURANTS (DRIVE-IN)** - Drive-in eating and drinking
- H. **ENTERTAINMENT (PUBLIC)** - Bars, taverns, cocktail lounges, night clubs, theaters, billiard parlors, pool halls, bowling alleys and massage parlors
- I. **OPEN AIR RECREATION** - Any type of commercial recreation including golf driving ranges, drive-in theaters, swimming pools, skating rinks, tennis clubs, but excluding auto race tracks
- J. **DAILY SERVICES** - Any service establishment performing services primarily for residents of the adjoining neighborhood such as a barber, beautician, self-service laundries, clothes cleaning and laundry pickup stations, shoe repair and shine, and tailor shops
- K. **OFFICE SERVICES** - Public and private offices, banks and financial, post office (not major distribution), utility office and collection, and photographers
- L. **MEDICAL SERVICES (EXCLUDING NON-HUMAN)** - Medical clinic, optometrist, optical services, and chiropody
- M. **HOUSEHOLD GOODS REPAIR SERVICES** - Including sales, parts and repair but not including appliance assembly or manufacturing, upholstery, watch and clock repair, locksmith, or pawn shop

- N. HOME IMPROVEMENT SERVICES - Carpenter shops, plumbing and heating repair, painting and paper hanging shops, janitorial services, excluding contractor yards
- O. SUPPLIES - Farm, feed and seed supply, lumber yards and lawn and gardening supplies
- P. AUTOMOTIVE AND FARM IMPLEMENT - Automotive sales, parts, repair or for hire, auto accessories, auto auction, used car lots, farm implement sales, parts and repair, recreation vehicle sales, parts and repair, mobile home sales and storage
- Q. AUTOMOTIVE SERVICE - Gas stations and car wash
- R. ANIMAL SERVICES - Kennels, animal hospitals, veterinarian clinics, animal auction, livestock buying and selling, extermination and pounds
- S. MORTUARY
- T. PARKING - Automobile parking lots and garages, excluding repairs
- U. TERMINALS - Ambulance and taxi service, bus, rail and rotocraft terminals excluding motor freight
- V. PRINTING TRADES - Publishing, job printing, lithographing, blue printing
- W. CLEANING - Clothes cleaning and dyeing, diaper service, laundries, linen supply and carpet and rug cleaning
- X. EXTRACTIVE AND RECOVERY INDUSTRY - This group includes the mining, quarrying, excavation, processing, storing, separating, cleaning or marketing of natural resources such as sand, gravel, earth, peat, coal, minerals, gas, and oil, etc., the establishment or operation of junk yards or the salvaging or reclamation of materials
- Y. MANUFACTURING - LIGHT ASSEMBLY - The manufacturing, compounding, assembling or treatment of products from the following previously prepared materials, bone, canvas, cellophane, cloth, cork, feathers, felt, fibre, fur, glass, hair, leather (tanned), horn, paper, plastics, precious or semi-precious metals or stones, sheet metal, shell, textiles, tobacco, wax, wood (except saw and planing mills) and yarns
- Z. FIGURINES - The manufacture of pottery, figurines or other similar products, using only previously pulverized clay, and kilns fired only by electricity or gas
- AA. MANUFACTURING - GENERAL - Any manufacturing use meeting performance standards (and not listed separately under MANUFACTURING: HEAVY, PRODUCTION, OR SPECIAL PROCESS)

- BB. **MANUFACTURING, HEAVY** - The manufacturing of acetylene in excess of 15 pounds pressure psi; and acid; asbestos; asphalt and concrete mixing but not manufacturing; automobile assembly; bleaching, cleaning and dyeing plant brewing or distilling of liquors, brick, pottery, tile and terra cotta manufacturing; petroleum bulk station; candle or sperm oil manufacturing; disinfectant, insecticide or poison manufacturing; crematory; cooperage works dextrine, starch or glucose manufacturing; emery cloth or sandpaper manufacturing; felt manufacturing; flour or grain mill; forge or foundry works; hair or hair products manufacturing; lime or lime products manufacturing; linoleum, oil cloth or oiled goods manufacturing; match manufacturing; meat packing, stockyards or slaughterhouses; paper and pulp manufacturing; perfume manufacturing; pickle, sauerkraut or sausage manufacturing; plaster manufacturing; poultry slaughter-house, including packing and storage for wholesale; printing ink manufacturing; radium products; sewage treatment plant; shoddy manufacturing; shoe blacking or polish manufacturing; steel fabrication; steam power plant, except where accessory to a permitted principal use; and stone and monument works
- CC. **MANUFACTURING - PRIMARY PRODUCTION** - Manufacturing uses involving primary production of asphalt, cement, charcoal and fuel briquettes; aniline dyes; ammonia, carbide, caustic soda, cellulose, chlorine, carbon black and bone black, creosote hydrogen, and oxygen, industrial alcohol, nitrates of an explosive nature, potash, plastic materials, and synthetic resins, pyroxylin, rayon yarn, and hydrochloric, nitric, phosphoric, picric, and sulphuric acids; coal, coke, and tar products, including gas manufacturing; explosive, fertilizers, gelatine, animal glue and size; turpentine, rubber soaps, including fat rendering
- DD. **MANUFACTURING - SPECIAL PROCESS** - The processes of nitrating of cotton or other materials; magnesium foundry; reduction, refining, smelting, and alloying of metal or metal ores; slag piles, refining petroleum products, such as gasoline, kerosene, naphtha, lubricating oil, distillation of wood or bones; storage, curing or tanning of raw, green or salted hides or skins
- EE. **TRANSIENT AMUSEMENT** - Circus, carnivals and other transient amusement enterprises, auto race tracks and county fairs
- FF. **RAILROAD RIGHT-OF-WAY** - Railroad right-of-way but not including terminals, transfer and storage tracks, nor accessory structures except incidentally provided for communication or switching equipment
- GG. **WAREHOUSE** - Wholesale warehouse and motor freight terminals
- HH. **PET STORES**
- II. **ADULT ORIENTED BUSINESS**
- JJ. **CONTRACTOR YARD**
 ('69 Code, Ch. 7 App. Table 5) (Am. Ord. 773, passed 1-13-92; Am. Ord. 829, passed 2-24-97; Am. Ord. 870, passed 10-12-98)

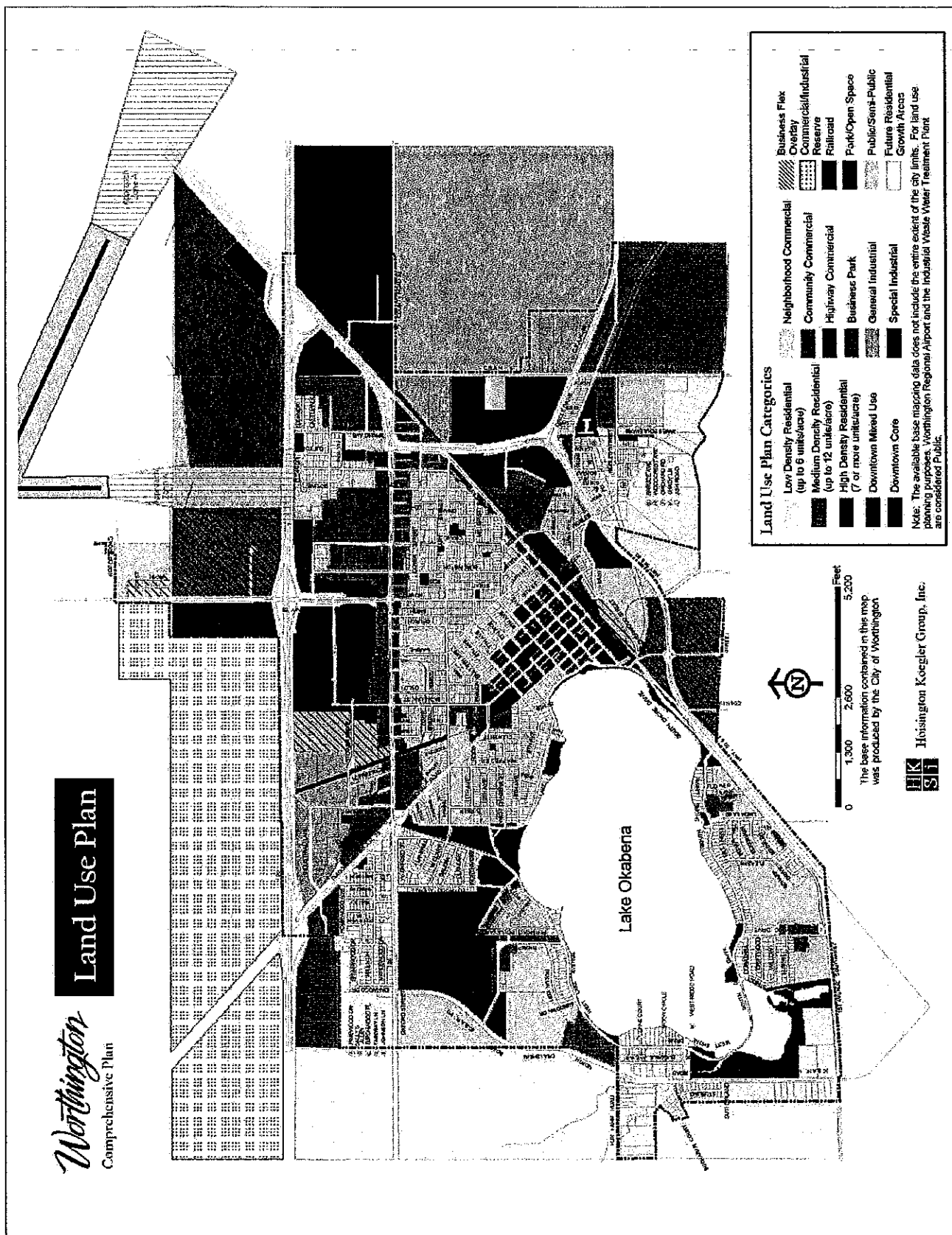


Figure 2-4
Land Use Plan

Land Use Map

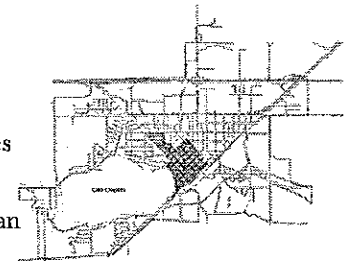
The Land Use Map shows the specific land use assigned to each parcel of land. The Plan as illustrated by this map evolved from input and evaluations received through the planning process. The Plan builds on the existing community pattern to achieve the desired vision for the future of Worthington.

Districts

The Land Use Plan divides Worthington into a series of planning districts. These districts are subareas of the community that share common land use and community development issues. This approach enables the Land Use Plan to provide a more detailed description of the objectives and policies for each district.

Downtown

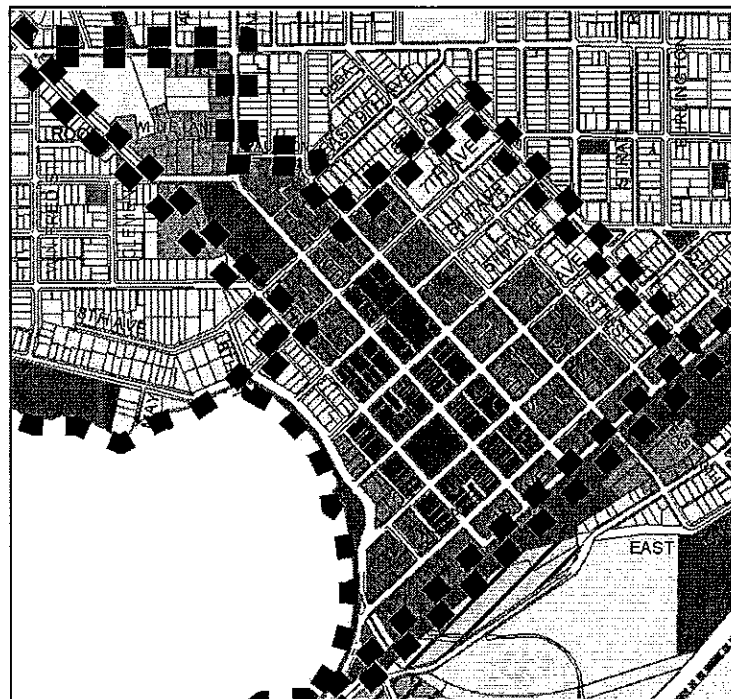
Downtown is one of the most important districts in the Comprehensive Plan. Downtown defines the character and identity of the community. Downtown blends a mixture of land uses into a functioning and sustainable environment. Downtown provides a unique setting for commercial land uses. It is a collection of smaller retail, service and office uses. These uses can be mutually supportive, attracting people to multiple businesses not just single-purpose trips. The collection of uses and their close relationship creates an environment that is unlikely to be replicated in other commercial districts. Buildings and site design must be uniquely “downtown” and not influenced by highway commercial and suburban form.



Downtown District

The Plan encourages Downtown to serve as the civic core of the community. Currently, Downtown is home to such essential public/semi-public facilities as City Hall, Municipal Utility Offices, County Administration, YMCA, and Nobles County Library. These uses attract people to the Downtown. Each opportunity to visit the Downtown creates market potential for businesses. These uses should remain in the Downtown. New civic uses (such as a community center) should be located in the Downtown when feasible.

As civic uses age, the issue of long-term use becomes an important consideration. Central Elementary School provides an excellent



*Figure 2-5
Land Use Plan - Downtown District*

example of a civic use in transition. This building is no longer used for its original purpose as an elementary school. From the perspective of community character, Central Elementary School is part of the fabric and heritage of Worthington. Neighborhoods grew up and built connections with the school. Many long time residents attended this school. While reusing older elementary schools is a challenge, the Comprehensive Plan encourages maintaining this building. Public/civic uses of the school allow it to remain as a community and neighborhood gathering place. Housing is another potential use. Conversion of the school to housing loses the public aspects, but retains the character of the building.

Health care is a significant factor in the Downtown. The hospital, clinics and related businesses provide many benefits to the Downtown. Health care is a land use issue. The Comprehensive Plan must provide an adequate supply of land to sustain current uses and to provide the capacity for growth. Health care related uses should be encouraged to cluster in the Downtown District. Health care is an economic factor for the Downtown and for the community. The hospital and related businesses bring people into the Downtown, adding to the market for Downtown businesses. Health care related businesses create jobs and tax base. A Downtown location provides the opportunity for these businesses to create a catalyst for redevelopment.

Downtown mixes commercial and residential uses. Residential development in the Downtown district serves several functions.

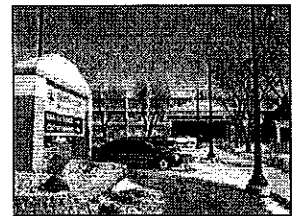
- The residents of Downtown housing provide potential customers for businesses.
- Residents add life to the Downtown.
- Downtown offers goods and services in close proximity to housing.
- Residential development may be a key to undertaking redevelopment.

Downtown is an excellent setting for higher density housing. The street system and adjacent land uses are often compatible with greater density. The location provides access to shopping, entertainment and health care. This housing creates additional economic capacity to facilitate redevelopment.

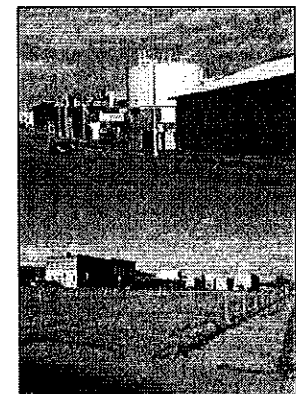
Despite the benefits of housing, it is not suited to every parcel in the Downtown. In commercial oriented locations, residential uses should be limited to second floor (and higher). Housing serves as an effective edge use, a transition between the commercial elements of Downtown and the adjacent residential neighborhoods.

Redevelopment of the ADI/Campbell's site is important to the Downtown and will not occur without city leadership. The facility is physically and economically obsolete with potential environmental issues. While small portions of the facility can be used, the majority of the property requires redevelopment. Without redevelopment, physical deterioration of the buildings will continue. This blight provides a disincentive for investment in this section of the Downtown.

A specific concept for the redevelopment of this property requires further planning and analysis. Continued planning for the ADI/Campbell's property should be guided by the following factors:



The Hospital and health care related businesses are key economic factors for the Downtown.



Redevelopment of the ADI/Campbell's site is an important element of the plan for the Downtown area.

- Industrial uses are not compatible with plans and objectives for the Downtown District.
- The size of the site and the cost of redevelopment increase the necessity for a mixture of uses on this site. The mixture may include retail, entertainment, office and housing. The site also offers potential location for a community center.
- Redevelopment of the site and the adjacent street will create a stronger link between the Lake and Downtown.
- This site is an essential part of building a stronger entry feature to Downtown from Highway 59/60.

Public improvements will play a role in the future development of the Downtown. Streetscape improvements have been made along 10th Street. The broader application of the streetscape beautifies and defines the core area of Downtown. While some form of streetscape should be considered throughout the retail core of the Downtown, attention should be given to the primary entry corridors, including 5th Avenue and 2nd Avenue.

Oxford West

Oxford West is an important commercial and industrial district. There are several different facets of the land use in this district:

- Commercial development along Ryan's Road and Humiston will be oriented to highway business and commercial uses. The highway access at this location supports commercial uses serving travelers and a broader market area.
- Commercial development along Oxford will be smaller in scale and oriented towards community uses. The Comprehensive Plan will encourage reinvestment and redevelopment along Oxford to maintain a strong and positive location for businesses.
- The remainder of the area focuses on promoting the retention and expansion of industrial land uses.

Individual lots and drive define access to the street. Efforts to facilitate redevelopment should explore ways to reduce access points and improve traffic safety.

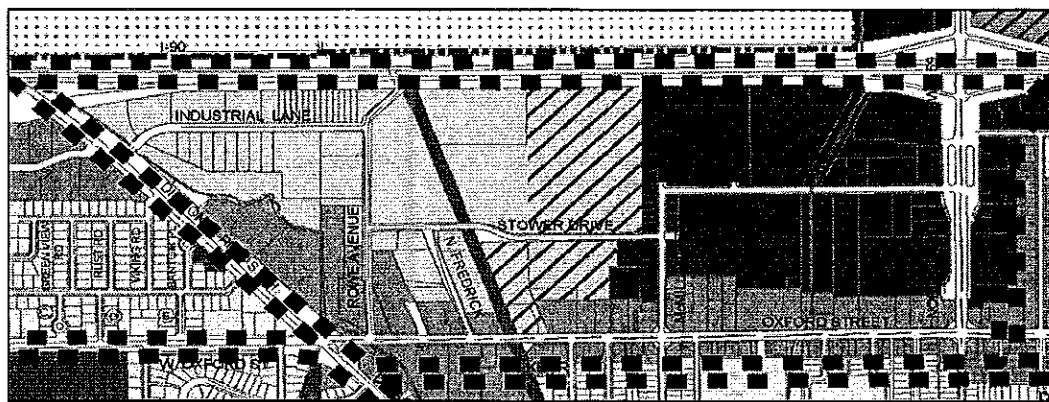
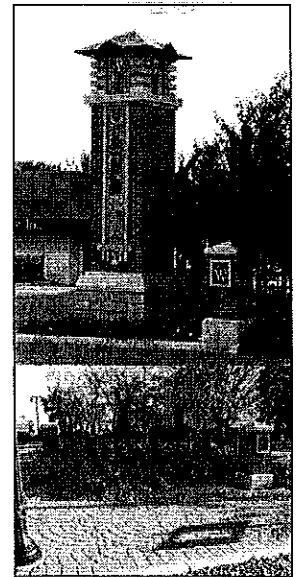
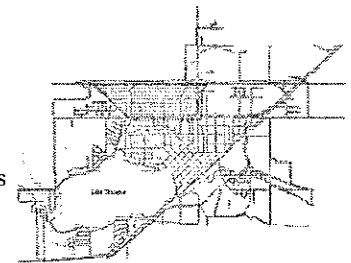


Figure 2-6
Land Use Plan - Oxford West District



Additional streetscape improvements will enhance the character and identity of the Downtown.



Oxford West District

DEVELOPMENT CONTRACT

This Agreement made and entered into this _____ day of March, 2011, by and between the City of Worthington, hereinafter called City, and Ben Petersen, an individual, hereinafter called the Developer.

WHEREAS, the City has established the Worthington Rediscovered Program to financially assist with the demolition of substandard housing units on scattered sites throughout the community with new, higher valued development; and

WHEREAS, the Developer owns real estate legally described in Exhibit "A" commonly known as 1533 Park Avenue, Worthington, Minnesota, and intends to demolish the existing substandard housing unit and constructing a single family dwelling to replace it; and

WHEREAS, the Developer has submitted an application for financial assistance through the Worthington Rediscovered Program; and

WHEREAS, the Worthington Rediscovered Committee has reviewed the application and approved the appropriation of \$8,850.00 to assist in the project;

NOW THEREFORE, for and in consideration of the mutual Agreements and Covenants and Conditions hereinafter contained, it is hereby agreed that:

1. Developer shall complete the Project outlined in Exhibit "B";
2. Developer shall provide the City with documentation that Developer has complied with the competitive bidding law as to the Project;
3. Developer shall provide proof of payment to all contractors and material providers associated with the Project;
4. Developer shall complete the project no later than March 30, 2012.

Upon compliance with all of the terms of this Agreement, City shall release the funds to Developer.

This Agreement shall become null and void if Developer fails to comply with any of the terms of this Agreement.

This Agreement shall be binding upon the parties hereto, their successors, heirs and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

DEVELOPER

CITY OF WORTHINGTON

Ben Petersen

Alan Oberloh, Mayor

Janice Oberloh, City Clerk

STATE OF MINNESOTA)
)ss.
COUNTY OF NOBLES)

On this _____ day of March, 2011, before me, a notary public within and for said County and State, personally appeared, Ben Petersen executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Notary Public, Nobles County, MN
My Commission Expires: _____

EXHIBIT "A"

LEGAL DESCRIPTION

Lots 1 and 2, Block 1, Woodland Ridge Addition, City of Worthington, Nobles County, Minnesota.

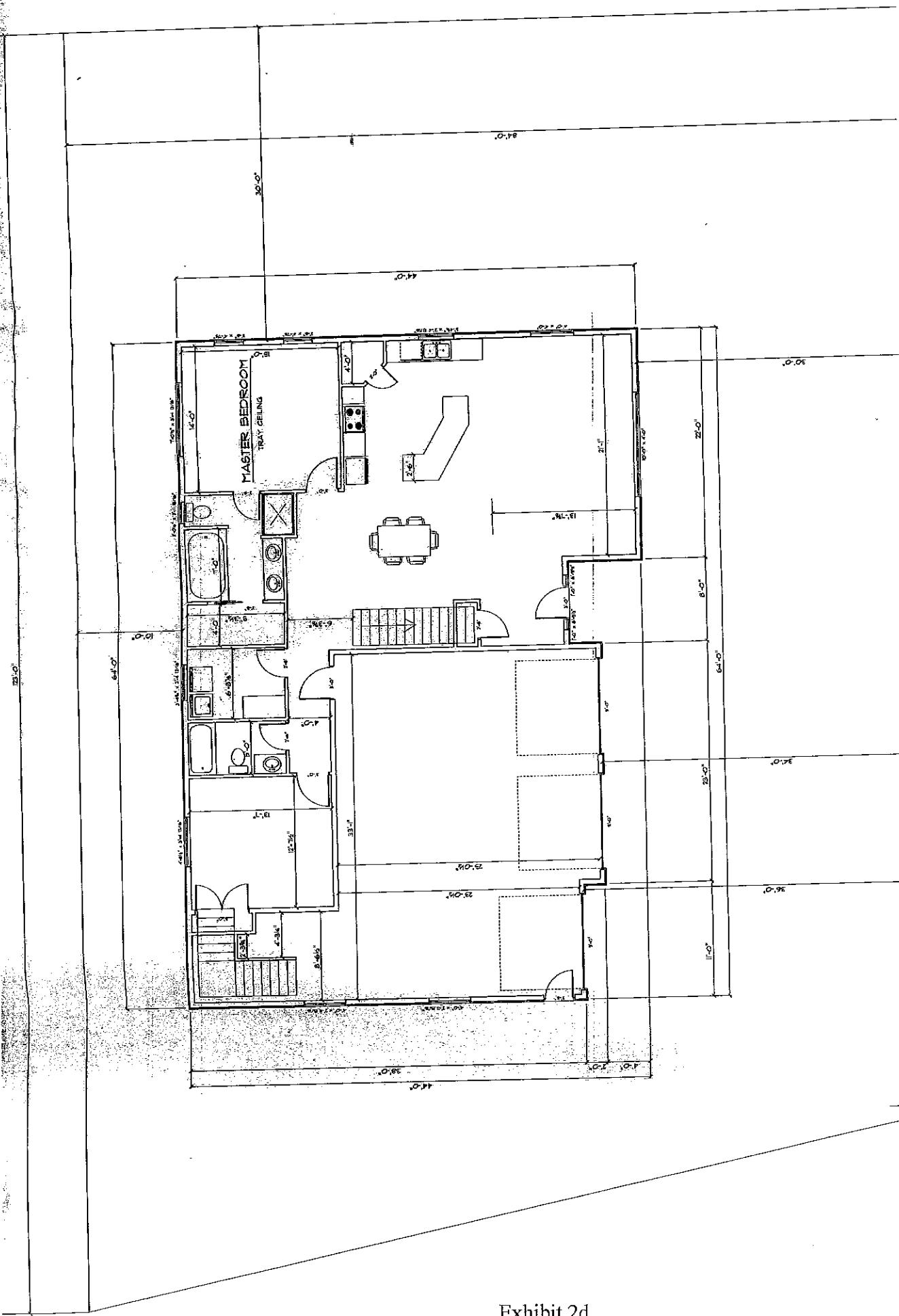


Exhibit 2d

Bids Received

Bio Science Testing and Training Center
Worthington, MN

Project Manager: Lora Grgich, AIA

EDA Award No. 06-01-05541

SEH No. WORTC 113628

Bid Date: 2:00 p.m., Thursday March 10, 2011

Bidder	Bid Bond	Addendum 1	Addendum 2	Clean Air Cert.	Lobbying Restriction	Base Bid	Alternate 1	Alternate 3	Alternate 4	Unit Price 1
KUE Contractors	X	X	X			\$1,275,129.00	\$47,460.00	\$941.00	\$7,107.00	\$18.75
Salonek	X	X	X	X	X	\$1,338,000.00	\$53,200.00	\$3,300.00	\$4,200.00	\$20.00
ALM Builders	X	X	X			\$1,342,000.00	\$39,000.00	\$5,000.00	\$8,000.00	\$22.00
Joseph Company	X	X	X	X	X	\$1,376,000.00	\$59,000.00	\$4,500.00	\$8,000.00	\$20.00
Wilcon	X	X	X			\$1,378,700.00	\$55,000.00	\$5,000.00	\$4,000.00	\$25.00
Merrimac Construction	X	X	X			\$1,397,657.00	\$70,946.00	\$2,398.00	\$7,323.00	\$21.00
Sussner	X	X	X			\$1,478,000.00	\$52,000.00	\$3,600.00	\$3,900.00	\$76.00

Attested By: _____ Date _____
Mindy Eggers, Acting City Clerk

Bio Science Testing and Training Center Bid Compilation

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
KUE	\$ 1,275,129.00	\$ 47,460.00	\$ 941.00	\$ 7,107.00

Base	\$ 1,275,129.00
Base + Alternate 1	\$ 1,322,589.00
Base + Alternate 3	\$ 1,276,070.00
Base + Alternate 4	\$ 1,282,236.00
Base + Alternates 1 & 3	\$ 1,323,530.00
Base + Alternates 1 & 4	\$ 1,329,696.00
Base + Alternates 3 & 4	\$ 1,283,177.00
Base + Alternates 1, 3, & 4	\$ 1,330,637.00

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
Salonek	\$ 1,338,000.00	\$ 53,200.00	\$ 3,300.00	\$ 4,200.00

Base	\$ 1,338,000.00
Base + Alternate 1	\$ 1,391,200.00
Base + Alternate 3	\$ 1,341,300.00
Base + Alternate 4	\$ 1,342,200.00
Base + Alternates 1 & 3	\$ 1,394,500.00
Base + Alternates 1 & 4	\$ 1,395,400.00
Base + Alternates 3 & 4	\$ 1,345,500.00
Base + Alternates 1, 3, & 4	\$ 1,398,700.00

Bio Science Testing and Training Center Bid Compilation

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
ALM	\$ 1,342,000.00	\$ 39,000.00	\$ 5,000.00	\$ 8,000.00

Base	\$ 1,342,000.00			
Base + Alternate 1	\$ 1,381,000.00			
Base + Alternate 3	\$ 1,347,000.00			
Base + Alternate 4	\$ 1,350,000.00			
Base + Alternates 1 & 3	\$ 1,386,000.00			
Base + Alternates 1 & 4	\$ 1,389,000.00			
Base + Alternates 3 & 4	\$ 1,355,000.00			
Base + Alternates 1, 3, & 4	\$ 1,394,000.00			

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
Joseph Co.	\$ 1,376,000.00	\$ 59,000.00	\$ 4,500.00	\$ 8,000.00

Base	\$ 1,376,000.00			
Base + Alternate 1	\$ 1,435,000.00			
Base + Alternate 3	\$ 1,380,500.00			
Base + Alternate 4	\$ 1,384,000.00			
Base + Alternates 1 & 3	\$ 1,439,500.00			
Base + Alternates 1 & 4	\$ 1,443,000.00			
Base + Alternates 3 & 4	\$ 1,388,500.00			
Base + Alternates 1, 3, & 4	\$ 1,447,500.00			

Bio Science Testing and Training Center Bid Compilation

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
Wilcon	\$ 1,378,700.00	\$ 55,000.00	\$ 5,000.00	\$ 4,000.00

Base	\$ 1,378,700.00			
Base + Alternate 1	\$ 1,433,700.00			
Base + Alternate 3	\$ 1,383,700.00			
Base + Alternate 4	\$ 1,382,700.00			
Base + Alternates 1 & 3	\$ 1,438,700.00			
Base + Alternates 1 & 4	\$ 1,437,700.00			
Base + Alternates 3 & 4	\$ 1,387,700.00			
Base + Alternates 1, 3, & 4	\$ 1,442,700.00			

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
Merrimac	\$ 1,397,657.00	\$ 70,946.00	\$ 2,398.00	\$ 7,323.00

Base	\$ 1,397,657.00			
Base + Alternate 1	\$ 1,468,603.00			
Base + Alternate 3	\$ 1,400,055.00			
Base + Alternate 4	\$ 1,404,980.00			
Base + Alternates 1 & 3	\$ 1,471,001.00			
Base + Alternates 1 & 4	\$ 1,475,926.00			
Base + Alternates 3 & 4	\$ 1,407,378.00			
Base + Alternates 1, 3, & 4	\$ 1,478,324.00			

Bio Science Testing and Training Center Bid Compilation

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
Sussner	\$ 1,478,000.00	\$ 52,000.00	\$ 3,600.00	\$ 3,900.00
Base	\$ 1,478,000.00			
Base + Alternate 1	\$ 1,530,000.00			
Base + Alternate 3	\$ 1,481,600.00			
Base + Alternate 4	\$ 1,481,900.00			
Base + Alternates 1 & 3	\$ 1,533,600.00			
Base + Alternates 1 & 4	\$ 1,533,900.00			
Base + Alternates 3 & 4	\$ 1,485,500.00			
Base + Alternates 1, 3, & 4	\$ 1,537,500.00			

Bidder	Base Bid	Alternate 1	Alternate 3	Alternate 4
Base	\$ -			
Base + Alternate 1	\$ -			
Base + Alternate 3	\$ -			
Base + Alternate 4	\$ -			
Base + Alternates 1 & 3	\$ -			
Base + Alternates 1 & 4	\$ -			
Base + Alternates 3 & 4	\$ -			
Base + Alternates 1, 3, & 4	\$ -			

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
APEL DENNIS	3/04/11	REIMBURSE REGISTRATION FEE	MUNICIPAL WASTEWAT	O-PURIFY SUPERVISION	20.00
				TOTAL:	20.00
BOB & STEVBS SHELL	3/04/11	FUEL	GENERAL FUND	FIRE ADMINISTRATION	161.50
				TOTAL:	161.50
C&S CHEMICALS INC	3/04/11	4151.4 GALLONS ALUM	MUNICIPAL WASTEWAT	O-PURIFY MISC	5,168.88
	3/04/11	4196.4 GALLONS ALUM	MUNICIPAL WASTEWAT	O-PURIFY MISC	5,224.92
				TOTAL:	10,393.80
CHRISTENSEN LAURA	3/04/11	REIMBURSE BCA TRAINING EXP	GENERAL FUND	SECURITY CENTER	100.47
	3/04/11	REIMBURSE BCA TRAINING EXP	GENERAL FUND	SECURITY CENTER	148.29
	3/04/11	REIMBURSE BCA TRAINING EXP	GENERAL FUND	SECURITY CENTER	248.76
				TOTAL:	497.52
CLEARWATER RECREATION LLC	3/04/11	LITTER RECEPTACLES	RECREATION	PARK AREAS	10,733.45
				TOTAL:	10,733.45
COOPERATIVE ENERGY CO	3/04/11	DIESEL	GENERAL FUND	FIRE ADMINISTRATION	38.00
				TOTAL:	38.00
DAKOTA SUPPLY GROUP INC	3/04/11	HIGH SERVICE 12" VALVE, MA WATER		M-PURIFY EQUIPMENT	2,163.46
	3/04/11	HIGH SERVICE 12" VALVE, MA WATER		M-TRANS MAINS	375.28
				TOTAL:	2,538.74
DEMUTH ROBERT	3/04/11	REIMBURSE	WATER	ADMIN MISC	35.70
				TOTAL:	35.70
DEWILD GRANT RECKERT AND ASSOC	3/04/11	PROFESSIONAL SERVICES	ELECTRIC	FA DISTR POLES TOWERS	12,528.00
	3/04/11	PROFESSIONAL SERVICES	ELECTRIC	FA DISTR POLES TOWERS	8,369.52
				TOTAL:	20,897.52
DUIZSMAN GLEN	3/04/11	REIMBURSE REGISTRATION/TRA	MUNICIPAL WASTEWAT	O-PURIFY MISC	81.20
				TOTAL:	81.20
ECHO GROUP INC	3/04/11	10 FUSES FOR MAU-FILTER BL	MUNICIPAL WASTEWAT	M-PURIFY EQUIPMENT	19.67
				TOTAL:	19.67
FASTENAL COMPANY	3/04/11	FILTER PLANT BOLTS	WATER	M-PURIFY EQUIPMENT	19.16
				TOTAL:	19.16
FBI-LEEDA	3/04/11	2011 DUES	GENERAL FUND	POLICE ADMINISTRATION	50.00
				TOTAL:	50.00
FERGUSON ENTERPRISES INC #226	3/04/11	COUPLINGS-SETTLING TANK LI	MUNICIPAL WASTEWAT	M-PURIFY EQUIPMENT	8.00
				TOTAL:	8.00
FERGUSON WATERWORKS INC	3/04/11	FERNCO COUPLINGS	WATER	M-TRANS MAINS	319.15
				TOTAL:	319.15
FRIENDS OF THE AUDITORIUM	3/04/11	LARRY GATLIN CONCERT LOAN	MEMORIAL AUDITORIUM	NON-DEPARTMENTAL	15,000.00
				TOTAL:	15,000.00
FRONTIER COMMUNICATIONS	3/04/11	PHONE SERVICE	WATER	O-PUMPING	69.64
	3/04/11	PHONE SERVICE	WATER	O-PURIFY MISC	59.81
	3/04/11	PHONE SERVICE	WATER	O-DISTR STORAGE	37.86

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
	3/04/11	PHONE SERVICE	WATER	O-DISTR MISC	52.79
	3/04/11	PHONE SERVICE	WATER	ADMIN OFFICE SUPPLIES	24.55
	3/04/11	PHONE SERVICE	WATER	ACCTS-RECORDS & COLLEC	86.68
	3/04/11	PHONE SERVICE	MUNICIPAL WASTEWAT	O-SOURCE MAINS & LIFTS	209.66
	3/04/11	PHONE SERVICE	MUNICIPAL WASTEWAT	O-PURIFY SUPERVISION	24.55
	3/04/11	PHONE SERVICE	MUNICIPAL WASTEWAT	O-PURIFY MISC	43.74
	3/04/11	PHONE SERVICE	MUNICIPAL WASTEWAT	ADMIN OFFICE SUPPLIES	24.55
	3/04/11	PHONE SERVICE	MUNICIPAL WASTEWAT	ACCT-RECORDS & COLLECT	82.77
	3/04/11	PHONE SERVICE	ELECTRIC	O-SOURCE MISC	60.72
	3/04/11	PHONE SERVICE	ELECTRIC	O-DISTR SUPER & ENG	61.55
	3/04/11	PHONE SERVICE	ELECTRIC	O-DISTR MISC	134.37
	3/04/11	PHONE SERVICE	ELECTRIC	M-DISTR STATION EQUIPM	18.93
	3/04/11	PHONE SERVICE	ELECTRIC	ADMIN OFFICE SUPPLIES	62.49
	3/04/11	PHONE SERVICE	ELECTRIC	ACCTS-RECORDS & COLLEC	213.41
	3/04/11	PHONE SERVICE	ELECTRIC	ACCTS-ASSISTANCE	40.24
				TOTAL:	1,308.31
GCC CRMI	3/04/11	TEMP PATCH	WATER	M-TRANS MAINS	164.59
				TOTAL:	164.59
HACH CHEMICAL COMPANY	3/04/11	LAB CHEMICALS	WATER	O-PURIFY MISC	154.02
	3/04/11	PHOSPHORUS TNT	MUNICIPAL WASTEWAT	O-PURIFY LABORATORY	662.30
				TOTAL:	816.32
INTERNATIONAL ASSOC OF CHIEFS OF POLIC	3/04/11	2011 DUES	GENERAL FUND	POLICE ADMINISTRATION	120.00
				TOTAL:	120.00
K & S MOTORS INC	3/04/11	OIL CHANGE UNIT #204	WATER	M-PUMPING	22.22
				TOTAL:	22.22
LAW ENFORCEMENT LABOR SERVICES INC #27	3/04/11	UNION DUES	GENERAL FUND	NON-DEPARTMENTAL	168.00
				TOTAL:	168.00
MCPA	3/04/11	MEMBERSHIP SCHELHAAS	GENERAL FUND	POLICE ADMINISTRATION	60.00
	3/04/11	MEMBERSHIP DAWSON	GENERAL FUND	POLICE ADMINISTRATION	60.00
				TOTAL:	120.00
MINNESOTA CHIEFS OF POLICE ASSOC	3/04/11	ANNUAL CONFERENCE REGISTRA	GENERAL FUND	POLICE ADMINISTRATION	325.00
				TOTAL:	325.00
MINNESOTA DEPARTMENT OF HEALTH	3/04/11	COMMUNITY WATER SUPPLY SER WATER		O-DISTR METERS	6,366.00
				TOTAL:	6,366.00
MINNESOTA WEST COMM AND TECH COLLEGE	3/04/11	4 SLOT TRAINING POSITIONS	GENERAL FUND	POLICE ADMINISTRATION	1,300.00
				TOTAL:	1,300.00
MISCELLANEOUS V AYANA RORO A	3/04/11	REFUND OF DEPOSITS-ACCTS F ELECTRIC		NON-DEPARTMENTAL	34.04
AYANA RORO A	3/04/11	REFUND OF DEPOSITS-ACCTS F ELECTRIC		ACCTS-RECORDS & COLLEC	0.06
BAKER DANIELLE E	3/04/11	REFUND OF DEPOSITS-ACCTS F WATER		NON-DEPARTMENTAL	13.84
BAKER DANIELLE E	3/04/11	REFUND OF DEPOSITS-ACCTS F WATER		ACCTS-RECORDS & COLLEC	0.02
BAKER DANIELLE E	3/04/11	REFUND OF DEPOSITS-ACCTS F ELECTRIC		NON-DEPARTMENTAL	95.00
BAKER DANIELLE E	3/04/11	REFUND OF DEPOSITS-ACCTS F ELECTRIC		ACCTS-RECORDS & COLLEC	0.05
HELLAND BRUCE R	3/04/11	REFUND OF CREDITS-ACCTS FI GARBAGE COLLECTION		NON-DEPARTMENTAL	75.96
KOTAY EDWIN	3/04/11	REFUND OF DEPOSITS-ACCTS F ELECTRIC		NON-DEPARTMENTAL	36.80
KOTAY EDWIN	3/04/11	REFUND OF DEPOSITS-ACCTS F ELECTRIC		ACCTS-RECORDS & COLLEC	0.05
MARIN REYNALDO & PATTY	3/04/11	CUSTOMER REBATE	ELECTRIC	CUSTOMER INSTALL EXPEN	50.00

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
THOMPSON RANDY	3/04/11	CUSTOMER REBATE	ELECTRIC	CUSTOMER INSTALL EXPEN	25.00
				TOTAL:	330.82
MISSOURI RIVER ENERGY SERVICES	3/04/11	REGISTRATION TECHNOLOGY DA	ELECTRIC	O-DISTR SUPER & ENG	50.00
	3/04/11	REGISTRATION TECHNOLOGY DA	ELECTRIC	ACCTS-ASSISTANCE	50.00
				TOTAL:	100.00
MN CHIEFS OF POLICE ASSOC	3/04/11	2011 DUES	GENERAL FUND	POLICE ADMINISTRATION	265.00
				TOTAL:	265.00
MN CHILD SUPPORT PAYMENT CTR	3/04/11	GARNISHMENT	WATER	NON-DEPARTMENTAL	294.46
				TOTAL:	294.46
NEW PIG CORPORATION	3/04/11	PIG MATS, KITS	GENERAL FUND	POLICE ADMINISTRATION	516.65
				TOTAL:	516.65
NOBLES COOPERATIVE ELECTRIC	3/04/11	ELECTRIC SERVICE	WATER	O-PUMPING	117.76
	3/04/11	ELECTRIC SERVICE	WATER	O-PUMPING	53.44
				TOTAL:	171.20
NOBLES ROCK HEALTH SERVICE	3/04/11	6 SERIES HEP B	GENERAL FUND	FIRE ADMINISTRATION	780.00
				TOTAL:	780.00
ONE CALL CONCEPTS INC	3/04/11	ANNUAL ASSESSMENT	WATER	O-DISTR MISC	25.00
	3/04/11	ANNUAL ASSESSMENT	MUNICIPAL WASTEWAT	O-SOURCE MAINS & LIFTS	25.00
	3/04/11	ANNUAL ASSESSMENT	ELECTRIC	O-DISTR MISC	50.00
				TOTAL:	100.00
OUR DESIGNS INC	3/04/11	EMT, 1ST RESPONDER, FLAG P	GENERAL FUND	FIRE ADMINISTRATION	228.99
				TOTAL:	228.99
PRINTERS THE	3/04/11	#10 REG ENVELOPES	WATER	ACCTS-RECORDS & COLLEC	60.59
	3/04/11	#10 REG ENVELOPES	MUNICIPAL WASTEWAT	ACCT-RECORDS & COLLECT	60.58
	3/04/11	#10 REG ENVELOPES	ELECTRIC	ACCTS-RECORDS & COLLEC	121.18
				TOTAL:	242.35
RESCO INC	3/04/11	4 POINT JUNCTION-15KV CABI	ELECTRIC	FA DISTR UNDRGRND COND	1,043.63
	3/04/11	400 HPS STREET LIGHT FIXTU	ELECTRIC	FA DISTR ST LITE & SIG	1,138.11
	3/04/11	VT METERING PACKS	ELECTRIC	FA DISTR METERS	2,997.56
				TOTAL:	5,179.30
SCHAAP SANITATION INC	3/04/11	GARBAGE SERVICE	GENERAL FUND	FIRE ADMINISTRATION	35.07
				TOTAL:	35.07
SOUTH CENTRAL COLLEGE	3/04/11	1/2 SLOT FOR 2011 TRAINING	GENERAL FUND	POLICE ADMINISTRATION	350.00
				TOTAL:	350.00
SOUTHWEST CHIEFS OF POLICE	3/04/11	2011 DUES	GENERAL FUND	POLICE ADMINISTRATION	35.00
				TOTAL:	35.00
STAG CLOTHIERS	3/04/11	FIRE DEPT BLAZER	GENERAL FUND	FIRE ADMINISTRATION	135.00
				TOTAL:	135.00
TRACTOR SUPPLY CREDIT PLAN	3/04/11	MAILBOX	GENERAL FUND	ICE AND SNOW REMOVAL	23.61
	3/04/11	MOUSE POISONING	RECREATION	GOLF COURSE-GREEN	7.51
				TOTAL:	31.12

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
UNITED PARCEL SERVICE	3/04/11	INTERNET SHIPPING CHARGES	GENERAL FUND	POLICE ADMINISTRATION	9.87
	3/04/11	INTERNET SHIPPING CHARGES	ELECTRIC	O-DISTR MISC	32.96
	3/04/11	INTERNET SHIPPING CHARGES	ELECTRIC	O-DISTR MISC	<u>16.00</u>
				TOTAL:	58.83
US BANK TRUST	3/04/11	ADMIN FEES	PIR SERIES 2002A	GO PIR SERIES 2002A	431.25
	3/04/11	ADMIN FEES	INDUSTRIAL WASTEWATER	GO REV BONDS SERIES 20	<u>431.25</u>
				TOTAL:	862.50
USPCA REGION 12	3/04/11	2011 NARCOTICS CERTIFICATI	GENERAL FUND	POLICE ADMINISTRATION	<u>270.00</u>
				TOTAL:	270.00
VANTAGEPOINT TRANSFER AGENTS-457	3/04/11	DEFERRED COMP	GENERAL FUND	NON-DEPARTMENTAL	351.42
	3/04/11	DEFERRED COMP	GENERAL FUND	POLICE ADMINISTRATION	<u>76.92</u>
				TOTAL:	428.34
VERIZON WIRELESS	3/04/11	PHONE SERVICE, EQUIPMENT	GENERAL FUND	POLICE ADMINISTRATION	947.33
	3/04/11	PHONE SERVICE	GENERAL FUND	SECURITY CENTER	61.37
	3/04/11	PHONE SERVICE	GENERAL FUND	SECURITY CENTER	61.38
	3/04/11	PHONE SERVICE	GENERAL FUND	CODE ENFORCEMENT	<u>48.43</u>
				TOTAL:	1,118.51
RONALD L VOGEL	3/04/11	LIGHTS, SOUND, MAINTENANCE	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	<u>432.00</u>
				TOTAL:	432.00
WITZEL RODNEY	3/04/11	REIMBURSE REGISTRATION FEE	MUNICIPAL WASTEWATER	O-PURIFY MISC	<u>20.00</u>
				TOTAL:	20.00

===== FUND TOTALS =====

101	GENERAL FUND	6,976.06
229	RECREATION	10,740.96
342	PIR SERIES 2002A	431.25
601	WATER	10,516.02
602	MUNICIPAL WASTEWATER	11,675.82
604	ELECTRIC	27,229.67
605	INDUSTRIAL WASTEWATER	431.25
614	MEMORIAL AUDITORIUM	15,432.00
873	GARBAGE COLLECTION	75.96

 GRAND TOTAL: 83,508.99

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT	
AMERICAN ENGINEERING TESTING INC	3/11/11	GEOTECHNICAL SERVICES	GENERAL FUND	FIRE ADMINISTRATION	4,367.85	
	3/11/11	GEOTECHNICAL SERVICES	GENERAL FUND	FIRE ADMINISTRATION	2,255.15	
	3/11/11	SURVEY	IMPROVEMENT CONST	ADI DEVELOPMENT	<u>600.00</u>	
				TOTAL:	7,223.00	
AMERICAN LEGAL PUBLISHING CORPORATION	3/11/11	CODE OF ORDINANCES	GENERAL FUND	CLERK'S OFFICE	203.00	
	3/11/11	CODE SUPPLEMENT PAGES	GENERAL FUND	CLERK'S OFFICE	<u>706.00</u>	
				TOTAL:	909.00	
AMERICAN WATER ENTERPRISES ENVMENTAL M	3/11/11	CONTRACT OPERATIONS MARCH	INDUSTRIAL WASTEWA	O-PURIFY MISC	<u>77,426.33</u>	
				TOTAL:	77,426.33	
ANDERSON ALIGNMENT SERVICE	3/11/11	OIL CHANGE, GREASE	GENERAL FUND	PAVED STREETS	19.24	
	3/11/11	OIL CHANGE, GREASE	GENERAL FUND	PAVED STREETS	6.86	
	3/11/11	OIL CHANGE, GREASE	GENERAL FUND	PAVED STREETS	10.00	
	3/11/11	2 BATTERIES, SERVICE CALL	GENERAL FUND	PAVED STREETS	140.09	
	3/11/11	2 BATTERIES, SERVICE CALL	GENERAL FUND	PAVED STREETS	30.00	
	3/11/11	OIL CHANGE, FUEL FILTER, C	GENERAL FUND	ICE AND SNOW REMOVAL	208.09	
	3/11/11	OIL CHANGE, FUEL FILTER, C	GENERAL FUND	ICE AND SNOW REMOVAL	134.49	
	3/11/11	OIL CHANGE, FUEL FILTER, C	GENERAL FUND	ICE AND SNOW REMOVAL	155.00	
	3/11/11	OIL CHANGE, FUEL FILTER	GENERAL FUND	ICE AND SNOW REMOVAL	215.25	
	3/11/11	OIL CHANGE, FUEL FILTER	GENERAL FUND	ICE AND SNOW REMOVAL	142.52	
	3/11/11	OIL CHANGE, FUEL FILTER	GENERAL FUND	ICE AND SNOW REMOVAL	75.00	
	3/11/11	SERVICE CALL, REPAIR LENS,	GENERAL FUND	ICE AND SNOW REMOVAL	29.93	
	3/11/11	SERVICE CALL, REPAIR LENS,	GENERAL FUND	ICE AND SNOW REMOVAL	261.23	
	3/11/11	SERVICE CALL, REPAIR LENS,	GENERAL FUND	ICE AND SNOW REMOVAL	175.00	
	3/11/11	2 BATTERIES, SERVICE CALL	GENERAL FUND	ICE AND SNOW REMOVAL	140.08	
	3/11/11	2 BATTERIES, SERVICE CALL	GENERAL FUND	ICE AND SNOW REMOVAL	30.00	
	3/11/11	OIL CHANGE, FUEL FILTERS	AIRPORT	O-GEN MISC	215.25	
	3/11/11	OIL CHANGE, FUEL FILTERS	AIRPORT	O-GEN MISC	208.96	
	3/11/11	OIL CHANGE, FUEL FILTERS	AIRPORT	O-GEN MISC	<u>150.00</u>	
				TOTAL:	2,346.99	
	ARCTIC ICE INC	3/11/11	ICE	LIQUOR	NON-DEPARTMENTAL	<u>106.80</u>
					TOTAL:	106.80
	ARNOLD MOTOR SUPPLY	3/11/11	BEARINGS	RECREATION	GOLF COURSE-GREEN	35.83
3/11/11		1/2 WRENCHES	RECREATION	GOLF COURSE-GREEN	13.34	
3/11/11		OIL DRI COMPOUND	ELECTRIC	O-DISTR UNDERGRND LINE	28.83	
3/11/11		OIL DRI COMPOUND	ELECTRIC	O-DISTR UNDERGRND LINE	9.61	
3/11/11		OIL DRI COMPOUND	ELECTRIC	O-DISTR UNDERGRND LINE	<u>38.44</u>	
				TOTAL:	126.05	
BELTLINE AUTOMOTIVE	3/11/11	BRAKE PADS ON #104	ELECTRIC	O-DISTR SUPER & ENG	206.55	
	3/11/11	WHEEL BEARING ON #104	ELECTRIC	O-DISTR SUPER & ENG	<u>427.28</u>	
				TOTAL:	633.83	
BEVERAGE WHOLESALERS INC	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	3,920.06	
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	1,634.25	
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	<u>8,548.50</u>	
				TOTAL:	14,102.81	
BOLTON & MENK INC	3/11/11	TOPOGRAPHIC BOUNDARY SURVE	GENERAL FUND	FIRE ADMINISTRATION	1,500.00	
	3/11/11	HELIPAD AIRSPACE SURVEY	GENERAL FUND	FIRE ADMINISTRATION	<u>1,000.00</u>	
				TOTAL:	2,500.00	

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
BORDER STATES ELECTRIC SUPPLY	3/11/11	15 KV CLEANING WIPES	ELECTRIC	FA DISTR UNDRGRND COND	752.91
				TOTAL:	752.91
BOUSEMA FARMS, INC	3/11/11	SNOW REMOVAL	GENERAL FUND	ICE AND SNOW REMOVAL	800.00
				TOTAL:	800.00
CHAMBER OF COMMERCE	3/11/11	ANNUAL MEETING	GENERAL FUND	MAYOR AND COUNCIL	100.00
	3/11/11	ANNUAL MEETING	GENERAL FUND	ADMINISTRATION	25.00
	3/11/11	LODGING TAX JANUARY	TOURISM PROMOTION	LODGING TAX/TOURISM	8,099.61
				TOTAL:	8,224.61
CHANNING BETE COMPANY	3/11/11	BABY BUDDY LUNG BAGS	GENERAL FUND	POLICE ADMINISTRATION	92.18
				TOTAL:	92.18
COALITION OF GREATER MINNESOTA CITIES	3/11/11	LEGISLATIVE ACTION DAY	GENERAL FUND	MAYOR AND COUNCIL	195.00
	3/11/11	LEGISLATIVE ACTION DAY	GENERAL FUND	ADMINISTRATION	65.00
				TOTAL:	260.00
COCA-COLA ENTERPRISES-MIDWEST DIVISION	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	204.00
				TOTAL:	204.00
CONCRETE MATERIALS	3/11/11	CONCRETE BLOCKS	RECREATION	PARK AREAS	9.50
				TOTAL:	9.50
COOPERATIVE ENERGY CO	3/11/11	QUIKLIFT HTB 2-10 QT	GENERAL FUND	ICE AND SNOW REMOVAL	64.77
	3/11/11	10W30	RECREATION	PARK AREAS	41.42
	3/11/11	UNLEADED GAS	WATER	M-TRANS MAINS	17.95
				TOTAL:	124.14
ROXANNE M CRAYFORD	3/11/11	CLEANING	COMMUNITY CTR/GRAN	COMMUNITY CENTER	130.00
				TOTAL:	130.00
CULLIGAN WATER COND CO	3/11/11	MONTHLY SERVICE	GENERAL FUND	GENERAL GOVT BUILDINGS	54.00
	3/11/11	MONTHLY SERVICE	GENERAL FUND	OTHER GEN GOVT MISC	42.00
	3/11/11	MONTHLY SERVICE	GENERAL FUND	FIRE ADMINISTRATION	11.00
	3/11/11	MONTHLY SERVICE	GENERAL FUND	PAVED STREETS	5.00
	3/11/11	MONTHLY SERVICE	COMMUNITY CTR/GRAN	COMMUNITY CENTER	24.00
	3/11/11	MONTHLY SERVICE	WATER	O-DISTR MISC	18.00
	3/11/11	MONTHLY SERVICE	MUNICIPAL WASTEWAT	O-SOURCE MAINS & LIFTS	18.00
	3/11/11	MONTHLY SERVICE	ELECTRIC	ACCTS-RECORDS & COLLEC	12.00
	3/11/11	REPAIR OF SOFTNER	LIQUOR	O-GEN MISC	215.18
				TOTAL:	399.18
DAILY GLOBE	3/11/11	ONLINE ADS	GENERAL FUND	MAYOR AND COUNCIL	60.00
	3/11/11	PUBLIC HEARING	GENERAL FUND	ECONOMIC DEVELOPMENT	108.30
	3/11/11	VISITORS GUIDE	RECREATION	GOLF COURSE-CLUBHOUSE	599.00
	3/11/11	BIOSCIENCE TESTING	ECONOMIC DEV AUTHO	TRAINING/TESTING CENTE	400.72
	3/11/11	VISITORS GUIDE	LIQUOR	O-GEN MISC	419.00
	3/11/11	VISITORS GUIDE	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	104.75
				TOTAL:	1,691.77
DAKOTA FLUID POWER INC	3/11/11	SALT & SAND CONTROL SYSTEM	GENERAL FUND	ICE AND SNOW REMOVAL	1,116.00
				TOTAL:	1,116.00
DAKOTA RIGGERS & TOOL SUPPLY INC	3/11/11	SAFETY CHAIN	SAFETY PROMO/LOSS	HEALTH/SAFETY/FITNESS	174.90
				TOTAL:	174.90

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
DANS ELECTRIC INC	3/11/11	GFI	RECREATION	PARK AREAS	18.86
	3/11/11	GFI	RECREATION	PARK AREAS	55.00
	3/11/11	BALLAST	LIQUOR	O-GEN MISC	100.25
				TOTAL:	174.11
DAVIS TYPEWRITER CO INC	3/11/11	COLORED PAPER	GENERAL FUND	MAYOR AND COUNCIL	20.82
	3/11/11	BINDER CLIPS, FASTENER BAS	GENERAL FUND	ENGINEERING ADMIN	3.95
	3/11/11	FILE CABINET	GENERAL FUND	ECONOMIC DEVELOPMENT	439.97
	3/11/11	BINDER CLIPS, FASTENER BAS	GENERAL FUND	ECONOMIC DEVELOPMENT	3.94
	3/11/11	BINDERS FOR SAFETY FILES	MUNICIPAL WASTEWAT	O-SOURCE SUPERVISION	34.67
	3/11/11	NOTE BOOKS FOR CMOM PROGRA	MUNICIPAL WASTEWAT	O-SOURCE SUPERVISION	46.22
	3/11/11	FILE RACKS-SAFETY FILE CAB	MUNICIPAL WASTEWAT	O-SOURCE SUPERVISION	31.94
	3/11/11	PRINT CARTRIDGES	LIQUOR	O-GEN MISC	71.94
	3/11/11	PRINT CARTRIDGES, CORRECTI	LIQUOR	O-GEN MISC	292.98
	3/11/11	PRINT CARTRIDGE	LIQUOR	O-GEN MISC	141.37
	3/11/11	LARGE BINDER CLIPS, ENVELO	DATA PROCESSING	DATA PROCESSING	4.15
				TOTAL:	1,091.95
DEPARTMENT OF FINANCE	3/11/11	ADMIN FORFEITURE-HOBPKER	PD TASK FORCE	BUFFALO RIDGE DRUG TAS	77.15
	3/11/11	ADMIN FORFEITURE-FRANZ&THO	PD TASK FORCE	BUFFALO RIDGE DRUG TAS	17.20
				TOTAL:	94.35
DR PEPPER SNAPPLE GROUP	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	44.00
				TOTAL:	44.00
EARL F ANDERSEN INC	3/11/11	STREET SIGNS	GENERAL FUND	SIGNS AND SIGNALS	33.98
				TOTAL:	33.98
ECHO GROUP INC	3/11/11	STREET LIGHTS FUSES	ELECTRIC	M-DISTR ST LITE & SIG	179.55
	3/11/11	STREET LIGHT OUTLET	ELECTRIC	M-DISTR ST LITE & SIG	12.93
	3/11/11	CABLE, 750 MCM USE 600 VOL	ELECTRIC	FA DISTR UNDRGRND COND	2,763.38
	3/11/11	RECHARGE BATTERY	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	196.29
	3/11/11	EXCHANGE BATTERY	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	103.37
				TOTAL:	3,048.78
ENVIRONMENTAL RESOURCE ASSOCIATES	3/11/11	QUALITY CONTROL TESTING HA	MUNICIPAL WASTEWAT	O-PURIFY LABORATORY	127.06
				TOTAL:	127.06
EVERGREEN LAND SERVICES	3/11/11	ACQUISTION AGENT/APPRaisal	IMPROVEMENT CONST	RAY DR, RYAN'S RD, 59	1,229.35
				TOTAL:	1,229.35
EXECUTIVE ENGINEERING PLLC	3/11/11	SCADA AND RTU MODIFICATION	ELECTRIC	M-DISTR STATION EQUIPM	310.00
				TOTAL:	310.00
EXTREME BEVERAGE LLC	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	405.00
				TOTAL:	405.00
FASTENAL COMPANY	3/11/11	BALL SOCKET BIT	RECREATION	PARK AREAS	3.83
				TOTAL:	3.83
FERGUSON ENTERPRISES INC #226	3/11/11	2 HANDLE FAUCET	GENERAL FUND	PAVED STREETS	45.33
				TOTAL:	45.33
GOVERNMENT FINANCE OFFICERS ASSOCIATIO	3/11/11	MEMBERSHIP DUES	GENERAL FUND	ACCOUNTING	190.00
				TOTAL:	190.00

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
LORI GRAFING	3/11/11	ART CLASS	COMMUNITY CTR/GRAN	COMMUNITY CENTER	<u>262.50</u>
				TOTAL:	262.50
GRAHAM TIRE OF WORTHINGTON INC	3/11/11	TIRE REPAIR	RECREATION	PARK AREAS	16.03
	3/11/11	TIRE REPAIR	RECREATION	PARK AREAS	<u>7.50</u>
				TOTAL:	23.53
H.M. CRAGG CO	3/11/11	BATTERY INSPECTION & REPAI	ELECTRIC	O-DISTR STATION EXPENS	<u>1,992.00</u>
				TOTAL:	1,992.00
HAGEN BEVERAGE DISTRIBUTING INC	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	795.73
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	422.50
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	11,088.50
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	2,671.35
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	169.00
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	4,205.05
	3/11/11	BEER	LIQUOR	NON-DEPARTMENTAL	<u>50.10</u>
				TOTAL:	19,402.23
HENKELS KELLY	3/11/11	REIMBURSE	COMMUNITY CTR/GRAN	COMMUNITY CENTER	<u>4.43</u>
				TOTAL:	4.43
HOFFMAN DAVID	3/11/11	REIMBURSE	GENERAL FUND	POLICE ADMINISTRATION	<u>15.89</u>
				TOTAL:	15.89
HY-VEE INC	3/11/11	PRORATED OFF SALE BEER LIC	GENERAL FUND	NON-DEPARTMENTAL	<u>16.66</u>
				TOTAL:	16.66
HY-VEE INC-61609	3/11/11	TIDE DETERGENT & AMMONIA C	MUNICIPAL WASTEWAT	O-PURIFY MISC	<u>16.31</u>
				TOTAL:	16.31
HY-VEE INC-61705	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	19.75
	3/11/11	LIMES	LIQUOR	NON-DEPARTMENTAL	<u>22.00</u>
				TOTAL:	41.75
I & S GROUP INC	3/11/11	ARCHITECTURAL & ENGINEERIN	COMMUNITY CTR/GRAN	COMMUNITY CENTER	<u>4,211.00</u>
				TOTAL:	4,211.00
INTEGRITY AVIATION INC	3/11/11	ENVELOPES	AIRPORT	O-GEN MISC	58.38
	3/11/11	FBO MANAGEMENT FEE FEBRUAR	AIRPORT	O-GEN MISC	1,995.00
	3/11/11	FBO MANAGEMENT FEE MARCH	AIRPORT	O-GEN MISC	1,995.00
	3/11/11	BATTERY-COURTESY CAR	AIRPORT	O-GEN MISC	<u>86.68</u>
				TOTAL:	4,135.06
IPMA-HR	3/11/11	POLICE TESTING PACKETS	GENERAL FUND	POLICE ADMINISTRATION	885.00
	3/11/11	RETURNED POLICE TESTING PA	GENERAL FUND	POLICE ADMINISTRATION	<u>207.00</u>
				TOTAL:	678.00
J & K WINDOWS	3/11/11	WINDOW CLEANING	LIQUOR	O-GEN MISC	<u>30.00</u>
				TOTAL:	30.00
J.J. KELLER & ASSOCIATES, INC	3/11/11	DOT INSPECTION BOOKS	GENERAL FUND	PAVED STREETS	205.06
	3/11/11	DOT INSPECTION BOOKS	WATER	O-DISTR MISC	<u>51.27</u>
				TOTAL:	256.33
JANITOR'S CLOSET LTD	3/11/11	PAPER TOWELS	GENERAL FUND	GENERAL GOVT BUILDINGS	132.27

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
				TOTAL:	132.27
JAYCOX IMPLEMENT INC	3/11/11	PARTS FOR BOBCAT	RECREATION	PARK AREAS	251.95
				TOTAL:	251.95
JBS USA	3/11/11	1ST QTR SETTLEMENT	INDUSTRIAL WASTEWA	ADMIN MISC	38,512.99
				TOTAL:	38,512.99
JERRY'S AUTO SUPPLY	3/11/11	BULB	GENERAL FUND	ICE AND SNOW REMOVAL	12.39
	3/11/11	LUCRICANT	GENERAL FUND	ICE AND SNOW REMOVAL	16.65
	3/11/11	WORK LAMP	GENERAL FUND	ICE AND SNOW REMOVAL	11.10
	3/11/11	LAMP	GENERAL FUND	ICE AND SNOW REMOVAL	9.43
	3/11/11	FUSE	GENERAL FUND	ICE AND SNOW REMOVAL	2.30
	3/11/11	TAIL LIGHT	GENERAL FUND	ICE AND SNOW REMOVAL	28.85
	3/11/11	LAMP, LENS, GREASE	GENERAL FUND	ICE AND SNOW REMOVAL	17.09
	3/11/11	FITTING, HOSE	GENERAL FUND	ICE AND SNOW REMOVAL	81.91
	3/11/11	GREASE FITTING	GENERAL FUND	ICE AND SNOW REMOVAL	3.53
	3/11/11	FITTINGS	GENERAL FUND	ICE AND SNOW REMOVAL	26.71
	3/11/11	FITTING	GENERAL FUND	ICE AND SNOW REMOVAL	2.09
	3/11/11	LAMP	GENERAL FUND	ICE AND SNOW REMOVAL	18.85
	3/11/11	HOSE, HOSE END	GENERAL FUND	ICE AND SNOW REMOVAL	90.45
	3/11/11	LUBRICANT	GENERAL FUND	ICE AND SNOW REMOVAL	16.65
	3/11/11	BELT	GENERAL FUND	LAKE IMPROVEMENT	42.09
	3/11/11	TRAILER CONNECTION PLUG	RECREATION	PARK AREAS	6.05
	3/11/11	SWITCH	RECREATION	PARK AREAS	9.39
	3/11/11	FITTINGS	AIRPORT	O-GEN MISC	10.56
	3/11/11	SOCKET	AIRPORT	O-GEN MISC	10.30
	3/11/11	OIL DRY	AIRPORT	O-GEN MISC	14.86
				TOTAL:	431.25
JOHNSON BROTHERS LIQUOR CO	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	2,074.17
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	1,393.00
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	125.94
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	270.00
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	5,065.00
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	1,898.57
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	182.00
	3/11/11	WINE CREDIT	LIQUOR	NON-DEPARTMENTAL	7.33-
	3/11/11	WINE CREDIT	LIQUOR	NON-DEPARTMENTAL	8.00-
	3/11/11	WINE CREDIT	LIQUOR	NON-DEPARTMENTAL	6.00-
	3/11/11	WINE CREDIT	LIQUOR	NON-DEPARTMENTAL	33.10-
	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	13.73-
	3/11/11	WINE CREDIT	LIQUOR	NON-DEPARTMENTAL	6.38-
	3/11/11	WINE CREDIT	LIQUOR	NON-DEPARTMENTAL	6.67-
	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	7.50-
	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	18.92-
				TOTAL:	10,901.05
JOHNSON LESA L	3/11/11	REIMBURSE	LIQUOR	O-GEN MISC	22.70
				TOTAL:	22.70
THE JOSEPH COMPANY INC	3/11/11	MEMORIAL RENOVATION	EVENT CENTER/AUDIT	NON-DEPARTMENTAL	332.75-
	3/11/11	MEMORIAL RENOVATION	EVENT CENTER/AUDIT	MEMORIAL AUDITORIUM	6,655.00
				TOTAL:	6,322.25
JSA SERVICES	3/11/11	SHOP RAGS	GENERAL FUND	PAVED STREETS	8.82

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
	3/11/11	OLSEN RESTROOM SUPPLIES	RECREATION	OLSON PARK CAMPGROUND	91.92
	3/11/11	RAGS	WATER	O-DISTR MISC	4.81
	3/11/11	CLEANING SUPPLIES	LIQUOR	O-GEN MISC	498.26
				TOTAL:	603.81
KARLS CARQUEST AUTO PARTS INC	3/11/11	ANTI-SEIZE FOR DOCKS	GENERAL FUND	LAKE IMPROVEMENT	6.47
	3/11/11	OIL SEAL, APPLICATOR PADS	RECREATION	RECREATION PROGRAMS	12.15
				TOTAL:	18.62
KELLY SCHMIDT	3/11/11	PUSH SNOW BACK	GENERAL FUND	ICE AND SNOW REMOVAL	1,900.00
				TOTAL:	1,900.00
KM GRAPHICS	3/11/11	LAMINATE CITY MAPS-SQUAD R	GENERAL FUND	POLICE ADMINISTRATION	21.91
				TOTAL:	21.91
LAMPERTS YARDS INC-2602004	3/11/11	SILICONE	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	5.33
				TOTAL:	5.33
LARSON CRANE SERVICE INC	3/11/11	SNOW REMOVAL	GENERAL FUND	ICE AND SNOW REMOVAL	720.00
				TOTAL:	720.00
LEAGUE OF MN CITIES INSURANCE TRUST	3/11/11	INSURANCE CLAIM	SAFETY PROMO/LOSS	HEALTH/SAFETY/FITNESS	1,414.17
				TOTAL:	1,414.17
MAILFINANCE INC	3/11/11	POSTAGE MACHINE LEASE	DATA PROCESSING	COPIER/FAX	266.86
				TOTAL:	266.86
MEAD & HUNT INC	3/11/11	PROFESSIONAL FEES	AIRPORT	PROJECT #3	3,103.40
	3/11/11	PROFESSIONAL SERVICES	AIRPORT	PROJECT #8	1,425.42
				TOTAL:	4,528.82
MERITAIN HEALTH	3/11/11	HEALTH INS ADMIN	GENERAL FUND	MAYOR AND COUNCIL	1,710.30
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	ADMINISTRATION	425.20
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	CLERK'S OFFICE	642.55
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	ENGINEERING ADMIN	735.38
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	ECONOMIC DEVELOPMENT	852.49
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	GENERAL GOVT BUILDINGS	98.25
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	POLICE ADMINISTRATION	7,027.32
	3/11/11	VERHELST CREDIT - TWO MONT	GENERAL FUND	POLICE ADMINISTRATION	346.46
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	REGULATE LAWFUL GAMBLE	21.73
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	SECURITY CENTER	1,181.19
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	SECURITY CENTER	1,181.16
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	ANIMAL CONTROL ENFORCE	119.10
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	PAVED STREETS	476.31
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	ICE AND SNOW REMOVAL	1,536.96
	3/11/11	HEALTH INS ADMIN	GENERAL FUND	LAKE IMPROVEMENT	39.08
	3/11/11	HEALTH INS ADMIN	RECREATION	GOLF COURSE-GREEN	177.77
	3/11/11	HEALTH INS ADMIN	RECREATION	PARK AREAS	666.75
	3/11/11	HEALTH INS ADMIN	RECREATION	OLSON PARK CAMPGROUND	16.87
	3/11/11	HEALTH INS ADMIN	PIR/TRUNKS	SP ASSESS-ADMIN ESCROW	93.05
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	ADI DEVELOPMENT	15.94
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	DUGDALE AVE & WESTRIDG	5.32
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	1 AV SW-KNOLLWD TO BIK	19.70
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	27 ST-TH59-2600 FT W	10.63
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	W OKABENA-TOWER-WINIFR	5.32
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	W OXFORD-ELMWOOD TO PA	60.37

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	FREDRICK-CLARY NORTH-E	5.32
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	PEDESTRIAN RAMPS	10.63
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	BRISTOL-APEL TO END	10.63
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	TOWER-LAKE AV TO 10TH	5.32
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	HAGGE-DIAGONAL TO TOWE	10.63
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	27 ST (ELIM GRAVEL)	6.79
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	TREVOR ST	59.19
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	APEL AVE	10.63
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	FRANKLIN ST	47.35
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	ALLEY BLOCK 16	74.75
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	ALLEY BLK 18	18.78
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	ALLEY BLK 18	46.16
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	ALLEY BLK 19-4TH TO 5T	69.85
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	BLOCK 28 ALLEY	45.56
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	BLOCK 28 ALLEY	42.90
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	S SHORECAUSEWAY CULVER	26.58
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	RAY DR, RYAN'S RD, 59	21.26
	3/11/11	HEALTH INS ADMIN	IMPROVEMENT CONST	8TH AV-9TH TO DEAD END	21.26
	3/11/11	HEALTH INS ADMIN	WATER	O-SOURCE WELLS & SPRNG	6.23
	3/11/11	HEALTH INS ADMIN	WATER	O-PUMPING	21.47
	3/11/11	HEALTH INS ADMIN	WATER	O-PURIFY LABOR	22.51
	3/11/11	HEALTH INS ADMIN	WATER	O-DISTR SUPER AND ENG	425.20
	3/11/11	HEALTH INS ADMIN	WATER	O-DIST UNDERGRND LINES	171.28
	3/11/11	HEALTH INS ADMIN	WATER	O-DISTR MISC	299.75
	3/11/11	HEALTH INS ADMIN	WATER	M-TRANS MAINS	199.78
	3/11/11	HEALTH INS ADMIN	WATER	GENERAL ADMIN	60.04
	3/11/11	HEALTH INS ADMIN	WATER	ADMIN OFFICE SUPPLIES	1.56
	3/11/11	HEALTH INS ADMIN	WATER	ACCTS-METER READING	106.30
	3/11/11	HEALTH INS ADMIN	WATER	ACCTS-RECORDS & COLLEC	154.14
	3/11/11	HEALTH INS ADMIN	WATER	PROJECT #14	26.58
	3/11/11	HEALTH INS ADMIN	WATER	PROJECT #15	174.10
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	O-SOURCE SUPERVISION	65.20
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	O-SOURCE MAINS & LIFTS	118.84
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	O-PURIFY SUPERVISION	152.15
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	O-PURIFY LABOR	237.39
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	O-PURIFY LABORATORY	440.34
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	O-PURIFY MISC	148.24
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	M-SOURCE MAINS & LIFTS	619.93
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	M-PURIFY EQUIPMENT	328.16
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	GENERAL ADMIN	48.03
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	ADMIN OFFICE SUPPLIES	1.56
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	ACCT-RECORDS & COLLECT	128.62
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	PROJECT #5	10.63
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	PROJECT #11	10.63
	3/11/11	HEALTH INS ADMIN	MUNICIPAL WASTEWAT	PROJECT #15	120.76
	3/11/11	HEALTH INS ADMIN	ELECTRIC	O-DISTR STATION EXPENS	143.51
	3/11/11	HEALTH INS ADMIN	ELECTRIC	O-DISTR UNDERGRND LINE	21.26
	3/11/11	HEALTH INS ADMIN	ELECTRIC	O-DISTR MISC	335.78
	3/11/11	HEALTH INS ADMIN	ELECTRIC	M-CISTR SUPER & ENG	42.52
	3/11/11	HEALTH INS ADMIN	ELECTRIC	M-DISTR STATION EQUIPM	64.26
	3/11/11	HEALTH INS ADMIN	ELECTRIC	M-DISTR UNDERGRND LINE	204.75
	3/11/11	HEALTH INS ADMIN	ELECTRIC	M-DISTR ST LITE & SIG	23.12
	3/11/11	HEALTH INS ADMIN	ELECTRIC	M-DISTR PLANT MISC	42.99
	3/11/11	HEALTH INS ADMIN	ELECTRIC	GENERAL ADMIN	292.20
	3/11/11	HEALTH INS ADMIN	ELECTRIC	ADMIN OFFICE SUPPLIES	15.58
	3/11/11	HEALTH INS ADMIN	ELECTRIC	ACCTS-METER READING	176.30

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
	3/11/11	HEALTH INS ADMIN	ELECTRIC	ACCTS-RECORDS & COLLEC	663.32
	3/11/11	HEALTH INS ADMIN	ELECTRIC	ACCTS-ASSISTANCE	212.60
	3/11/11	HEALTH INS ADMIN	ELECTRIC	FA DISTR METERS	561.19
	3/11/11	HEALTH INS ADMIN	ELECTRIC	FA COMMUNICATION EQUIP	21.25
	3/11/11	HEALTH INS ADMIN	STORM WATER MANAGE	STORM DRAINAGE	124.07
	3/11/11	HEALTH INS ADMIN	STORM WATER MANAGE	PROJECT #2	5.32
	3/11/11	HEALTH INS ADMIN	STORM WATER MANAGE	PROJECT #3	125.74
	3/11/11	HEALTH INS ADMIN	STORM WATER MANAGE	PROJECT #4	96.32
	3/11/11	HEALTH INS ADMIN	STORM WATER MANAGE	PROJECT #16	5.32
	3/11/11	HEALTH INS ADMIN	STORM WATER MANAGE	PROJECT #17	5.32
	3/11/11	HEALTH INS ADMIN	LIQUOR	O-GEN MISC	652.05
	3/11/11	HEALTH INS ADMIN	AIRPORT	O-GEN MISC	77.48
	3/11/11	HEALTH INS ADMIN	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	217.35
	3/11/11	HEALTH INS ADMIN	DATA PROCESSING	DATA PROCESSING	642.55
	3/11/11	D KLEVE FEB FOR MARCH	HEALTH INS PLAN (T	NON-DEPARTMENTAL	217.35
	3/11/11	HIPPA CERTS	HEALTH INS PLAN (T	EMPLOYEE PENS & BENEFI	3.00
				TOTAL:	26,397.79
MIDWEST GARAGE DOORS INC	3/11/11	REPLACE OVERHEAD DOOR SPRI	GENERAL FUND	POLICE ADMINISTRATION	496.00
				TOTAL:	496.00
MILLS & MILLER INC	3/11/11	DEICING SALT	GENERAL FUND	ICE AND SNOW REMOVAL	1,574.16
				TOTAL:	1,574.16
MINNESOTA ENERGY RESOURCES CORP	3/11/11	GAS SERVICE	GENERAL FUND	GENERAL GOVT BUILDINGS	1,284.12
	3/11/11	GAS SERVICE	GENERAL FUND	FIRE ADMINISTRATION	1,138.95
	3/11/11	GAS SERVICE	GENERAL FUND	PAVED STREETS	132.07
	3/11/11	GAS SERVICE	RECREATION	OLSON PARK CAMPGROUND	167.90
	3/11/11	GAS SERVICE	ECONOMIC DEV AUTHO	MISC INDUSTRIAL DEVELO	47.21
	3/11/11	GAS SERVICE	ECONOMIC DEV AUTHO	MISC INDUSTRIAL DEVELO	396.51
	3/11/11	GAS SERVICE	MUNICIPAL WASTEWAT	O-PURIFY MISC	4,318.58
	3/11/11	GAS SERVICE	ELECTRIC	O-DISTR MISC	18.84
	3/11/11	GAS SERVICE	AIRPORT	O-GEN MISC	656.17
	3/11/11	GAS SERVICE	AIRPORT	O-GEN MISC	469.28
				TOTAL:	8,629.63
MINNESOTA GOLF ASSOCIATION INC	3/11/11	MEMBER CLUB DUES	RECREATION	GOLF COURSE-CLUBHOUSE	180.00
				TOTAL:	180.00
MINNESOTA POLLUTION CONTROL AGENCY	3/11/11	PROFESSIONAL SERVICES	IMPROVEMENT CONST	ADI DEVELOPMENT	125.00
				TOTAL:	125.00
MINNESOTA REVENUE	3/11/11	ANNUAL MUNICIPAL PERMIT FE WATER		O-SOURCE WELLS & SPRNG	345.00
	3/11/11	WWTP ANNUAL PERMIT FEE	INDUSTRIAL WASTEWA	O-PURIFY MISC	8,450.00
	3/11/11	STORM WATER PERMIT FEE	INDUSTRIAL WASTEWA	O-PURIFY MISC	400.00
				TOTAL:	9,195.00
MISCELLANEOUS V FRITZ LAURIE/GRAFF SOP	3/11/11	REFUND OF CREDITS-ACCTS FI	GARBAGE COLLECTION	NON-DEPARTMENTAL	50.64
HILLESHEIM CHRIS	3/11/11	CUSTOMER REBATE	ELECTRIC	CUSTOMER INSTALL EXPEN	50.00
KLU EH	3/11/11	REFUND OF CREDIT-ACCTS FIN	ELECTRIC	NON-DEPARTMENTAL	54.08
LARSON SYLVIA	3/11/11	CUSTOMER REBATE	ELECTRIC	CUSTOMER INSTALL EXPEN	50.00
MALMGREN DON & PAM	3/11/11	CUSTOMER REBATE	ELECTRIC	CUSTOMER INSTALL EXPEN	50.00
				TOTAL:	254.72
NOBLES COOPERATIVE ELECTRIC	3/11/11	RANGE ELECTRICITY	GENERAL FUND	SECURITY CENTER	8.63
	3/11/11	RANGE ELECTRICITY	GENERAL FUND	SECURITY CENTER	8.64

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
	3/11/11	ELECTRIC SERVICE	RECREATION	GOLF COURSE-CLUBHOUSE	234.18
	3/11/11	ELECTRIC SERVICE	RECREATION	GOLF COURSE-GREEN	13.36
	3/11/11	ELECTRIC SERVICE	RECREATION	GOLF COURSE-GREEN	371.34
	3/11/11	ELECTRIC SERVICE	RECREATION	GOLF COURSE-GREEN	80.16
	3/11/11	ELECTRIC SERVICE	AIRPORT	O-GEN MISC	37.56
				TOTAL:	753.87
NOBLES COUNTY ATTORNEY	3/11/11	ADMIN FORFEITURE-HOEFKER	PD TASK FORCE	BUFFALO RIDGE DRUG TAS	154.30
				TOTAL:	154.30
NOBLES COUNTY AUDITOR/TREASURER	3/11/11	LONG DISTANCE ENDING 1/31/	GENERAL FUND	POLICE ADMINISTRATION	263.99
	3/11/11	FEBRUARY LEGAL	GENERAL FUND	PROSECUTION	11,690.25
				TOTAL:	11,954.24
NOBLES COUNTY SPEEDWAY INC	3/11/11	1/2 ADVERTISING COST	GENERAL FUND	FIRE ADMINISTRATION	300.00
				TOTAL:	300.00
PEPSI COLA BOTTLING CO	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	250.65
	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	68.00
				TOTAL:	318.65
SCOTT PETERSEN	3/11/11	CLEANED MOP HEADS	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	11.22
	3/11/11	CLEANUP	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	42.75
	3/11/11	EXTRACT WATER, FAN RENTAL	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	69.47
				TOTAL:	123.44
PHILLIPS WINE & SPIRITS INC	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	2,692.59
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	388.35
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	244.04
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	2,598.71
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	205.35
	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	13.60
	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	105.00
				TOTAL:	6,010.44
PIPESTONE COUNTY ATTORNEYS OFFICE	3/11/11	ADMIN FORFEITURE-FRANZ/THO	PD TASK FORCE	BUFFALO RIDGE DRUG TAS	34.40
				TOTAL:	34.40
PRAIRIE LAND TREES INC	3/11/11	WOOD SPLITTER RENTAL	RECREATION	OLSON PARK CAMPGROUND	192.38
				TOTAL:	192.38
PRINTERS THE	3/11/11	LAMINATE EMERGENCY PHONE #	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	5.10
				TOTAL:	5.10
PROBUILD NORTH LLC	3/11/11	ROLL OF 8'X100' PLASTIC	WATER	M-TRANS MAINS	58.59
				TOTAL:	58.59
QUALITY WINE & SPIRITS	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	215.46
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	1,509.54
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	176.00
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	48.60
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	479.50
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	130.23
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	14,876.56
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	562.01
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	1,333.42

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
				TOTAL:	18,900.40
RESCO INC	3/11/11	METER AMI MODULE	ELECTRIC	FA DISTR METERS	59,850.00
				TOTAL:	59,850.00
RESERVE ACCOUNT	3/11/11	REFILL POSTAGE MACHINE	WATER	ADMIN OFFICE SUPPLIES	150.00
	3/11/11	REFILL POSTAGE MACHINE	WATER	ACCTS-RECORDS & COLLEC	1,350.00
	3/11/11	REFILL POSTAGE MACHINE	MUNICIPAL WASTEWAT	ADMIN OFFICE SUPPLIES	150.00
	3/11/11	REFILL POSTAGE MACHINE	MUNICIPAL WASTEWAT	ACCT-RECORDS & COLLECT	1,350.00
	3/11/11	REFILL POSTAGE MACHINE	ELECTRIC	ADMIN OFFICE SUPPLIES	300.00
	3/11/11	REFILL POSTAGE MACHINE	ELECTRIC	ACCTS-RECORDS & COLLEC	2,700.00
				TOTAL:	6,000.00
RON'S REPAIR INC	3/11/11	GAUGE	ELECTRIC	O-DISTR UNDERGRND LINE	68.39
				TOTAL:	68.39
RON'S REPAIR INC	3/11/11	PIGTAIL PRONG, LED LIGHT	AIRPORT	O-GEN MISC	20.36
				TOTAL:	20.36
RUNNINGS SUPPLY INC-ACCT#9502485	3/11/11	DOG BONES	GENERAL FUND	POLICE ADMINISTRATION	8.53
	3/11/11	JACK	GENERAL FUND	PAVED STREETS	42.74
	3/11/11	RETURNED JACK	GENERAL FUND	PAVED STREETS	42.74
	3/11/11	REFLECTIVE NUMBERS	GENERAL FUND	ICE AND SNOW REMOVAL	18.66
	3/11/11	MAILBOX	GENERAL FUND	ICE AND SNOW REMOVAL	28.85
	3/11/11	DRILL BIT, HARDWARE	GENERAL FUND	ICE AND SNOW REMOVAL	28.25
	3/11/11	COUPLERS	GENERAL FUND	ICE AND SNOW REMOVAL	44.87
	3/11/11	HYDRAULIC FLUID, HARDWARE	GENERAL FUND	ICE AND SNOW REMOVAL	40.59
	3/11/11	HYDRAULIC FLUID, HARDWARE	GENERAL FUND	ICE AND SNOW REMOVAL	26.62
	3/11/11	BULK BOLTS	GENERAL FUND	ICE AND SNOW REMOVAL	24.09
	3/11/11	CHAIN HOOKS	GENERAL FUND	ICE AND SNOW REMOVAL	14.09
	3/11/11	BATTERY BOLTS	RECREATION	GOLF COURSE-GREEN	3.50
	3/11/11	SPRAY PAINT TRASH CANS	RECREATION	PARK AREAS	36.47
	3/11/11	SPRAY PAINT, LAG SCREWS	RECREATION	PARK AREAS	20.31
	3/11/11	BOLTS, SPRAY PAINT	RECREATION	PARK AREAS	14.18
	3/11/11	HARDWARE	AIRPORT	O-GEN MISC	3.85
	3/11/11	NUTS, BOLTS, WASHERS	AIRPORT	O-GEN MISC	14.31
				TOTAL:	327.17
SCHAAP EQUIPMENT	3/11/11	REPAIR CRIMPER	ELECTRIC	M-DISTR UNDERGRND LINE	191.55
				TOTAL:	191.55
SCHAAP SANITATION INC	3/11/11	GARBAGE SERVICE	GENERAL FUND	GENERAL GOVT BUILDINGS	90.04
	3/11/11	GARBAGE SERVICE	GENERAL FUND	PAVED STREETS	85.81
	3/11/11	GARBAGE SERVICE	COMMUNITY CTR/GRAN	COMMUNITY CENTER	43.63
	3/11/11	GARBAGE SERVICE	RECREATION	GOLF COURSE-CLUBHOUSE	112.95
	3/11/11	GARBAGE SERVICE	RECREATION	PARK AREAS	5.80
	3/11/11	GARBAGE SERVICE	WATER	O-DISTR MISC	121.19
	3/11/11	GARBAGE SERVICE	ELECTRIC	O-DISTR MISC	134.25
	3/11/11	GARBAGE SERVICE	LIQUOR	O-GEN MISC	100.57
	3/11/11	GARBAGE SERVICE	AIRPORT	O-GEN MISC	68.04
	3/11/11	GARBAGE SERVICE	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	317.59
				TOTAL:	1,079.87
SCHWALBACH ACE HARDWARE	3/11/11	SR CENTER SNOW REMOVAL	COMMUNITY CTR/GRAN	COMMUNITY CENTER	373.75
				TOTAL:	373.75

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
SCHWALBACH ACE HARDWARE-5930	3/11/11	REFLECTIVE NUMBERS	GENERAL FUND	ICE AND SNOW REMOVAL	2.53
	3/11/11	REFLECTIVE LETTERS	GENERAL FUND	ICE AND SNOW REMOVAL	10.81
	3/11/11	CARTRIDGE FILTER	RECREATION	GOLF COURSE-GREEN	12.81
	3/11/11	FLAP DISCS-TRASH CANS	RECREATION	PARK AREAS	29.88
	3/11/11	CAULK-OLSON RESTROOMS	RECREATION	OLSON PARK CAMPGROUND	5.87
	3/11/11	EXT CORD, SUPPLIES	LIQUOR	O-GEN MISC	29.85
	3/11/11	SPREADER, SCRAPER	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	23.67
	3/11/11	NOTCHED TROWEL	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	24.03
			TOTAL:	139.45	
SCHWALBACH ACE #6067	3/11/11	CABLE TIES	WATER	O-DISTR METERS	40.58
	3/11/11	SPRAY PAINT	WATER	O-DISTR METERS	28.79
	3/11/11	WD40	WATER	O-DISTR MISC	5.87
	3/11/11	MAGNIFYING GLASS	WATER	O-DISTR MISC	1.07
	3/11/11	DREMEL TOOL	WATER	M-PURIFY EQUIPMENT	40.05
	3/11/11	TORCH	ELECTRIC	O-DISTR MISC	32.05
	3/11/11	VACUUM BAGS	ELECTRIC	M-DISTR UNDERGRND LINE	70.48
	3/11/11	KNIFE BLADES	ELECTRIC	M-DISTR UNDERGRND LINE	17.61
			TOTAL:	236.50	
SGC HORIZON LLC	3/11/11	BIO SCIENCE TESTING & TRAI	ECONOMIC DEV AUTHO	TRAINING/TESTING CENTE	168.00
				TOTAL:	168.00
ARTHUR SHERER	3/11/11	SNOW REMOVAL	GENERAL FUND	ICE AND SNOW REMOVAL	200.70
	3/11/11	SNOW REMOVAL OLD YMCA	COMMUNITY CTR/GRAN	COMMUNITY CENTER	240.00
	3/11/11	SNOW REMOVAL	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	729.30
			TOTAL:	1,170.00	
SHINE BROS CORP OF MN	3/11/11	FLAT STEEL	MUNICIPAL WASTEWAT	M-PURIFY EQUIPMENT	26.08
				TOTAL:	26.08
SHOPKO STORES INC	3/11/11	DIGITAL CAMERA	LIQUOR	O-GEN MISC	96.63
				TOTAL:	96.63
SHORT ELLIOTT HENDRICKSON INC	3/11/11	PROFESSIONAL FEES	RECREATION	PARK AREAS	1,605.49
	3/11/11	PROFESSIONAL FEES	ECONOMIC DEV AUTHO	NON-DEPARTMENTAL	1,890.00
	3/11/11	PROFESSIONAL FEES	ECONOMIC DEV AUTHO	TRAINING/TESTING CENTE	4,799.75
	3/11/11	PROFESSIONAL FEES	ECONOMIC DEV AUTHO	TRAINING/TESTING CENTE	1,208.82
			TOTAL:	9,504.06	
STAGE TECHNOLOGY INC	3/11/11	BLACK PAINT	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	233.84
				TOTAL:	233.84
STATE OF MN DEPT OF PUBLIC SAFETY	3/11/11	HAZARDOUS CHEMICAL INVENTO	INDUSTRIAL WASTEWA	O-PURIFY MISC	100.00
				TOTAL:	100.00
STUART C IRBY CO	3/11/11	FR CLOTHING	ELECTRIC	O-DISTR MISC	208.19
	3/11/11	BLANKET TESTING	ELECTRIC	O-DISTR MISC	44.36
				TOTAL:	252.55
TRAVEL EXPRESS	3/11/11	CAR WASHES	GENERAL FUND	POLICE ADMINISTRATION	60.00
				TOTAL:	60.00
TURFWERKS	3/11/11	BEARINGS, SCREWS	RECREATION	GOLF COURSE-GREEN	221.84
				TOTAL:	221.84

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
VERIZON WIRELESS	3/11/11	WIRELESS CHARGES	GENERAL FUND	MAYOR AND COUNCIL	45.59
	3/11/11	WIRELESS CHARGES	GENERAL FUND	ADMINISTRATION	54.55
	3/11/11	WIRELESS CHARGES	GENERAL FUND	ENGINEERING ADMIN	68.47
	3/11/11	WIRELESS CHARGES	GENERAL FUND	ECONOMIC DEVELOPMENT	34.14
	3/11/11	COMPUTER AIR CARDS	GENERAL FUND	POLICE ADMINISTRATION	312.24
	3/11/11	COMPUTER AIR CARDS	GENERAL FUND	SECURITY CENTER	286.22
	3/11/11	WIRELESS CHARGES	GENERAL FUND	PAVED STREETS	68.20
	3/11/11	WIRELESS CHARGES	PD TASK FORCE	BUFFALO RIDGE DRUG TAS	419.61
	3/11/11	WIRELESS CHARGES	RECREATION	PARK AREAS	34.10
	3/11/11	WIRELESS CHARGES	RECREATION	OLSON PARK CAMPGROUND	34.10
	3/11/11	WIRELESS CHARGES	MEMORIAL AUDITORIUM	MEMORIAL AUDITORIUM	35.37
				TOTAL:	1,392.59
BRADLEY J VON HOLDT	3/11/11	SNOW REMOVAL STRAIT	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL STRAIT	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL RUST RD	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL OXFORD	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL GRAND	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL DIAGONAL	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL OSLO	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL APEL	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL CLARY	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL 10TH ST	GENERAL FUND	CODE ENFORCEMENT	25.00
	3/11/11	SNOW REMOVAL MILTON	GENERAL FUND	CODE ENFORCEMENT	25.00
				TOTAL:	275.00
VOSS GLASS SUPPLY	3/11/11	REPLACE WINDSHEILD IN SQUA	GENERAL FUND	POLICE ADMINISTRATION	258.66
	3/11/11	REPLACE WINDSHEILD IN SQUA	GENERAL FUND	POLICE ADMINISTRATION	120.00
				TOTAL:	378.66
WENDLAND SELLERS BROMELAND PA	3/11/11	LEGAL FEES	IMPROVEMENT CONST	RAY DR, RYAN'S RD, 59	1,912.02
				TOTAL:	1,912.02
WESCO DISTRIBUTION INC	3/11/11	STREET LIGHT LAMPS	ELECTRIC	M-DISTR ST LITE & SIG	1,930.16
	3/11/11	CODING TAPING 15KV	ELECTRIC	FA DISTR UNDRGRND COND	1,905.69
	3/11/11	SPLICING TAPE 15KV	ELECTRIC	FA DISTR UNDRGRND COND	989.77
	3/11/11	SPLICING TAPE 15KV	ELECTRIC	FA DISTR UNDRGRND COND	157.75
				TOTAL:	4,983.37
WESTMOR INDUSTRIES LLC	3/11/11	AIRPORT FUELING SYSTEM	AIRPORT	NON-DEPARTMENTAL	3,518.03
	3/11/11	AIRPORT FUELING SYSTEM	AIRPORT	PROJECT #8	70,360.60
				TOTAL:	66,842.57
WESTPHAL BOB	3/11/11	REIMBURSE	WATER	O-PURIFY MISC	239.79
				TOTAL:	239.79
WIRTZ BEVERAGE MINNESOTA WINE & SPIRIT	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	4,070.06
	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	33.38
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	213.75
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	166.49
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	2,542.27
	3/11/11	MIX	LIQUOR	NON-DEPARTMENTAL	26.95
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	1,004.80
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	1,467.45
	3/11/11	LIQUOR	LIQUOR	NON-DEPARTMENTAL	228.08
	3/11/11	WINE	LIQUOR	NON-DEPARTMENTAL	27.00

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
	3/11/11	LIQUOR CREDIT	LIQUOR	NON-DEPARTMENTAL	<u>179.70-</u>
				TOTAL:	9,600.53
WORTHINGTON AUTO SUPPLY	3/11/11	LOW BEAM LIGHTS	GENERAL FUND	POLICE ADMINISTRATION	42.09
	3/11/11	HALOGEN LIGHT FOR 33	GENERAL FUND	POLICE ADMINISTRATION	<u>10.25</u>
				TOTAL:	52.34
WORTHINGTON ELECTRIC INC	3/11/11	SERVICE CALL	ELECTRIC	CUSTOMER INSTALL EXPEN	<u>100.00</u>
				TOTAL:	100.00
WORTHINGTON EXCAVATING INC	3/11/11	SNOW REMOVAL	GENERAL FUND	FIRE ADMINISTRATION	350.00
	3/11/11	SNOW REMOVAL	GENERAL FUND	ICE AND SNOW REMOVAL	8,610.00
	3/11/11	SALT TREATMENT	GENERAL FUND	ICE AND SNOW REMOVAL	396.00
	3/11/11	2006 SAP ST & BIKE PATH IM IMPROVEMENT CONST	NON-DEPARTMENTAL		15,610.00
	3/11/11	2006 SAP ST & BIKE PATH IM IMPROVEMENT CONST	S SHORECAUSEWAY CULVER		14,770.15
	3/11/11	SNOW REMOVAL	LIQUOR	O-GEN MISC	115.00
	3/11/11	SNOW REMOVAL	AIRPORT	O-GEN MISC	<u>345.00</u>
				TOTAL:	40,196.15
WORTHINGTON FOOTWEAR	3/11/11	BOOTS	GENERAL FUND	ECONOMIC DEVELOPMENT	<u>144.00</u>
				TOTAL:	144.00
WORTHINGTON GLASS INC	3/11/11	SHELTER REG. BOXES	RECREATION	PARK AREAS	<u>10.14</u>
				TOTAL:	10.14
WORTHINGTON PLUMBING & HEATING	3/11/11	INSTALL EYE WASH SINKS	SAFETY PROMO/LOSS	HEALTH/SAFETY/FITNESS	<u>448.00</u>
				TOTAL:	448.00
WROUGHTEN DESIGNS	3/11/11	2 CAMERA STANDS	PD TASK FORCE	BUFFALO RIDGE DRUG TAS	<u>138.94</u>
				TOTAL:	138.94
WYCOFF DANNY	3/11/11	REIMBURSE MMBA MEETING	LIQUOR	O-GEN MISC	315.21
	3/11/11	REIMBURSE MILEAGE	LIQUOR	O-GEN MISC	<u>43.71</u>
				TOTAL:	358.92
ZEP SALES & SERVICE	3/11/11	CLEANING SUPPLIES	ELECTRIC	O-DISTR MISC	<u>316.40</u>
				TOTAL:	316.40
CRAIG ZYLSTRA	3/11/11	SNOW REMOVAL LABOR	GENERAL FUND	ICE AND SNOW REMOVAL	<u>400.00</u>
				TOTAL:	400.00
CRAIG ZYLSTRA	3/11/11	SNOW REMOVAL RENTAL	GENERAL FUND	ICE AND SNOW REMOVAL	<u>400.00</u>
				TOTAL:	400.00

VENDOR SORT KEY	DATE	DESCRIPTION	FUND	DEPARTMENT	AMOUNT
===== FUND TOTALS =====					
101		GENERAL FUND			64,523.41
202		COMMUNITY CTR/GRANTS			5,289.31
207		PD TASK FORCE			841.60
229		RECREATION			5,419.92
231		ECONOMIC DEV AUTHORITY			8,911.01
321		PIR/TRUNKS			93.05
401		IMPROVEMENT CONST			34,897.39
432		EVENT CENTER/AUDITORIUM			6,322.25
601		WATER			4,141.90
602		MUNICIPAL WASTEWATER			8,549.34
604		ELECTRIC			78,793.68
605		INDUSTRIAL WASTEWATER			124,889.32
606		STORM WATER MANAGEMENT			362.09
609		LIQUOR			83,182.36
612		AIRPORT			77,808.43
614		MEMORIAL AUDITORIUM			1,912.69
702		DATA PROCESSING			913.56
703		SAFETY PROMO/LOSS CTRL			2,037.07
705		HEALTH INS PLAN (TPA)			220.35
873		GARBAGE COLLECTION			50.64
882		TOURISM PROMOTION			8,099.61

		GRAND TOTAL:			517,258.98

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