

CITY OF MENASHA
Special Joint Common Council and
Menasha Electric and Water Utility Commission
Third Floor Council Chambers
140 Main Street, Menasha
December 7, 2009
MINUTES

DRAFT

A. CALL TO ORDER

Meeting called to order by Mayor Merkes at 4:30 p.m.

B. PLEDGE OF ALLEGIANCE

C. ROLL CALL/EXCUSED ABSENCES

PRESENT: Ald. Hendricks, Englebert, Benner, Roush, Taylor, Wisneski,
Mayor Merkes, Comm. Allwardt, Fahrbach, Watson

EXCUSED: Ald. Zelinski, Comm. Guidote

ALSO PRESENT: CA/HRD Captain, PC Stanke, C/T Stoffel, Atty Anita Gallucci,
MUGM Krause & Sturm, Clerk Galeazzi and the Press.

D. PUBLIC COMMENTS ON ANY MATTER LISTED ON THE AGENDA

(five (5) minutes time limit for each person)

No one spoke.

E. DISCUSSION/ACTION ITEMS

1. [Purchase/Lease of Electric Utility Distribution Assets with WPPI Energy, Inc. \(Partial Debt Workout Plan for Steam Utility\)](#)

CA/HRD Captain did an extensive reviewed of the Asset Purchase Agreement and answered questions from the Council members. The parties of the agreement are City of Menasha, Menasha Utilities Commission and WPPI Energy.

Some of the conditions that must be satisfied before the closing can take place includes the approval of the Public Service Commission of Wisconsin and approval by the voters of the City of Menasha through a referendum.

Attorney Anita Gallucci reviewed the details of the Lease Agreement. She explained the approval process.

Questions/Answers/Discussion on the Asset Purchase Agreement and Lease Agreement.

Comm. Fahrbach left at 5:30 p.m.

2. LaFayette Life Insurance Co. et al. vs. City of Menasha et al.
Case No. 4:09CV0064 (N.D.Ind.)

There were no questions of CA/HRD Captain pertaining to the LaFayette Life Insurance Co. case or to go into closed session for discussion.

- F. Possible Motion to Adjourn into Closed Session pursuant to Wis. Stats. §19.85(1)(e)&(g):
Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session; and Conferring with legal counsel for the governmental body who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is or is likely to become involved.
(Negotiate WPPI Energy, Inc Agreements and Bondholders)

Not necessary.

- G. Return into Open Session
Not necessary.

- H. Actions if any needed as a result of the Closed Sessions Discussion
Not necessary.

- I. [Resolution of the Menasha Utilities Commission Approving a Preliminary Asset Sale Agreement with WPPI Energy Inc. for the Sale of Certain City of Menasha Electric Utility Assets](#)

Moved by Comm. Watson, seconded by Comm. Merkes to approve resolution of the Menasha Utilities Commission approving a Preliminary Asset Sale Agreement with WPPI Energy Inc for the sale of certain City of Menasha Electric Utility Assets.
Motion carried on roll call 3-0.

- J. ADJOURNMENT
Moved by Ald. Pack, seconded by Ald. Wisneski to adjourn at 6:30 p.m.
Motion carried on voice vote.

Respectfully submitted by
Deborah A. Galeazzi, WCMC
City Clerk