

**RESOLUTION OF THE MENASHA WATER & LIGHT COMMISSION
RECOMMENDING THAT THE MENASHA COMMON COUNCIL APPROVE
AMENDMENT NO. 2 TO LONG TERM POWER SUPPLY CONTRACT FOR
PARTICIPATING MEMBERS**

Introduced by Commissioner Allwardt

WHEREAS, the City of Menasha (the “Member”) is a member of WPPI Energy (“WPPI”) and, like all other Participating Members, takes long term all-requirements electric service from WPPI pursuant to a long term power supply contract (each, a “Long Term Contract”); and

WHEREAS, the Long Term Contract between the Member and WPPI is that certain Long Term Power Supply Contract for Participating Members dated as of July 18, 1989, as amended by that certain Amendment No. 1 to Long Term Power Supply Contract for Participating Members between WPPI and the Member dated as of October 7, 2002 (the “Member’s Contract”); and

WHEREAS, the current term of the Member’s Contract and each other Long Term Contract will expire immediately following December 31, 2037; and

WHEREAS, WPPI’s revenues under the Long Term Contract have been pledged to secure the bonds issued by WPPI to finance ownership of WPPI’s generating units and transmission assets, including Boswell 4, South Fond du Lac Units 1 and 4, the Elm Road Generating Station and the CapX2020 La Crosse Transmission Project; and

WHEREAS, the City of Menasha has vested in the Menasha Water & Light Commission authority and responsibility for management of Menasha Utilities; and

WHEREAS, the Menasha Water & Light Commission has determined it is in the best interest of the City of Menasha to approve and execute the amendment referred to in the caption of this Resolution (the “Amendment”) and that such approval and execution is necessary in order to enable WPPI to plan for, obtain, contract for, purchase and finance new long term power supply resources, including but not limited to new generating plants; and

WHEREAS, the Menasha Water & Light Commission desires that WPPI be able to secure and finance new long term power supply resources so that WPPI is able to continue serving the Member and all other Participating Members reliably and at competitive and stable rates under the Long Term Contracts over the long term and WPPI wishes to be able to make new long term commitments in order to be able to do so; and

WHEREAS, in addition to extending the term of the Member's Contract, the Parties desire to make certain other changes to the Member's Contract, as set forth in the Amendment.

NOW, THEREFORE, be it resolved by the Water & Light Commission of the City of Menasha that the Water & Light Commission recommends that the Menasha Common Council approve the Amendment and take all action necessary to execute and deliver the Amendment.

Passed and approved this day of January, 2016

Menasha Water & Light Commission

By _____
Mark Allwardt, President