

**Menasha Utilities
Menasha, Wisconsin**

Request For Proposal

Response Package

Issue Date: August 26, 2013

**Notice of Intent to Bid Date: September 20, 2013
(Complete Sections I-III)**

**Proposal Due Date: November 8, 2013
(Complete Sections IV-XII)**

Menasha Utilities 2013 River Street Power Plant Response Package

I. RESPONDENT INFORMATION

Corporate Name: _____

Corporate Address: _____

Parent's Corporate Name: _____

Parent's Corporate Address: _____

Authorized Representative:

Name: _____
Title: _____
Phone: _____
Fax: _____
E-mail: _____
Signature: _____

Primary Contact:

Name: _____
Title: _____
Phone: _____
Fax: _____
E-mail: _____
Signature: _____

Please check one of the following:

- Electric Utility
- Power Marketer or Broker
- IPP/EWG/QF
- Other (please specify below):

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II. NOTICE OF INTENT TO BID PHASE - TYPE OF PROPOSAL

(Both can be checked if desired):

1. Provide Continued Operations - Purchase Power Plant
2. No Continued Operations - Purchase Plant Equipment for Resale or Salvage - and /or Purchase Building and Land

III. NOTICE OF INTENT TO BID PHASE - EXECUTIVE SUMMARY

Please give a brief description of the expected business plan. This section is intended to provide a high level summary of how the transaction is expected to be structured. This summary is not intended to be used to make a commitment of the type of proposal, (continued operation vs. purchasing equipment) but is intended to describe all options being considered and to include any issues and concerns that are known at the time of filing the notice of intent to bid.

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ALL OF THE REMAINING ITEMS ARE FOR THE PROPOSAL PHASE

IV. TYPE OF PROPOSAL

(Check One):

1. Provide Continued Operations - Purchase Power Plant
2. No Continued Operations - Purchase Plant Equipment for Resale or Salvage - and /or Purchase Building and Land

V. PROPOSAL PHASE - EXECUTIVE SUMMARY

Please give a brief description of the proposal being submitted. It is understood that there may still be issues that need to be resolved in the due diligence process, and they should be included in this summary.

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VI. POWER SALE DESCRIPTION (Applicable to Continued Operation Type 1)

A. Respondent is intending to sell power (capacity and energy) to the following:

- MISO DA/RT Market and MISO Capacity Resource
- Bilateral Finsched to MISO Member
- Renewable Energy Credits for Biomass Conversion
- Other (please specify below):

VII. STEAM SALE DESCRIPTION (Applicable to Continued Operation Type 1)

A. Respondent is intending to consider the option below related to selling steam to Menasha industrial customers:

- Not Seeking to Sell Steam to Industrial Customers
- Intending to Seek Steam Sales to Two Industrial Customers

VIII. Pricing

A. Proposal Type 1 - Continue Plant Operations

1. Plant Purchase Approach:

- Fixed Purchase Price
Price: _____
- Other Approach (please specify below):

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B. Proposal Type 2 - No Continued Plant Operations

1. Plant Equipment Pricing Approach:

_____ Fixed Price for All Equipment/Land/Building
Price: _____

_____ Other Approach - Please describe below

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IX. FINANCIAL INFORMATION

Please provide the following financial/credit information:

If company is rated by S&P, Moody's, and/or Fitch, please provide latest credit report (if responding company is not rated, then please provide for parent company and/or other guarantor):

_____ S&P _____ Moody's _____ Fitch

_____ Most recent SEC Form 10-K and most recent SEC Form 10-Q Report

_____ Three most recent Annual Reports

What form of performance security will be provided to support the proposal?

X. FINANCING REQUIREMENTS

Is new financing required to facilitate the desired transaction?

_____ Yes _____ No

If yes, have financing arrangements been made prior to submitting this proposal?

_____ Yes _____ No

Please briefly describe proposed financing arrangements.

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XI. ANTICIPATED REGULATORY APPROVALS

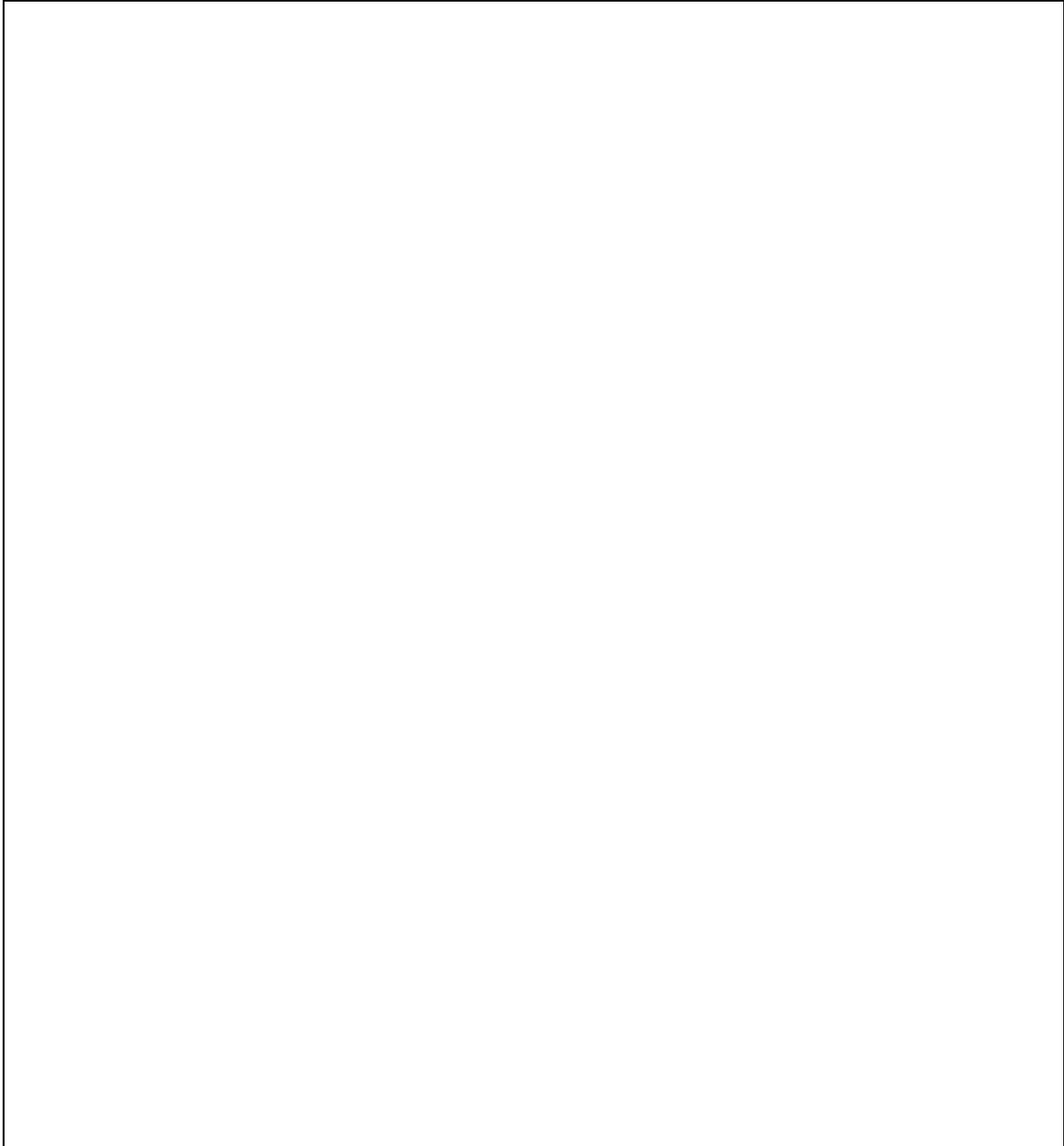
The proposed transaction may require regulatory approval(s): Please give name of agency, jurisdiction of agency, relevant statute under which approval is required, and responsibility for obtaining approvals.

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XII. REFERENCES

Please provide contact information for any parties that had a similar business arrangement as to what is being proposed.

A large, empty rectangular box with a thin black border, intended for the user to provide contact information for parties with similar business arrangements. The box is currently blank.