



1425 Corporate Center Drive Sun Prairie, WI 53590-9109 608.834.4500 [wppienergy.org](http://wppienergy.org)

February 21, 2024

## NOTICE OF PUBLIC MEETING

Chair Jim Stawicki has called for a **special meeting** of the Board of Directors of WPPI Energy consistent with the requirements of Section 2.7 of WPPI Energy's Bylaws, as amended, Section 14.2 of the Contract for Establishment and Operation of WPPI Energy, as amended, and Wis. Stats. §19.84. Chair Stawicki has determined in his judgment that circumstances related to issuance of the Power Supply System Revenue Bonds, Series 2024 A (the "2024 A Bonds") and refunding of the Power Supply System Revenue Bonds, Series 2014 A (the "2014 A Bonds") require prompt action and consideration by the Board of Directors. The special meeting will be held at **11:00 a.m. on Thursday, February 29, 2024 at the WPPI Energy Office and Operations Facility, 1425 Corporate Center Drive, Sun Prairie, WI 53590.**

**This meeting will be held by teleconference and webinar as permitted by Section 5.1 of WPPI's bylaws.**

**Board of Directors  
Thursday, February 29, 2024  
11:00 a.m.**

**WPPI Energy Headquarters  
1425 Corporate Center Drive  
Sun Prairie, Wisconsin**

### **AGENDA**

- I. Approval of the Minutes of the Board of Directors meetings held on December 7, 2023 and December 14, 2023 in Sun Prairie, Wisconsin **(Action)**
- II. Action to approve and adopt the WPPI Energy Eighteenth Supplemental Power Supply System Revenue Bond Resolution ("Eighteenth Supplemental Resolution") **(Action)**
- III. Action to approve and adopt the Continuing Disclosure Resolution **(Action)**
- IV. Action to approve and adopt Resolutions taking all other actions necessary or desirable in connection with issuance by WPPI of the 2024 A Bonds and the refunding of the 2014 A Bonds, including, but not limited to, the following: **(Action)**
  - A. Approve and authorize the execution and delivery of the Bond Purchase Agreement among WPPI and J.P. Morgan Securities LLC, and BofA Securities, Inc. and delegate power to certain officers of WPPI to make changes in the Bond Purchase Agreement as are necessary or desirable;

- B. Approve and authorize the execution and delivery of the Escrow Deposit Agreement between WPPI and The Bank of New York Mellon Trust Company, N.A. (the "Trustee") and delegate power to certain officers of WPPI to make changes in the Escrow Deposit Agreement as are necessary or desirable;
- C. Approve and authorize the deposit into an Escrow Account to be established pursuant to the terms of the Escrow Deposit Agreement a portion of the proceeds of the 2024 A Bonds and certain other moneys described in the Eighteenth Supplemental Resolution;
- D. Approve and authorize the Preliminary Official Statement for the 2024 A Bonds and the distribution thereof to prospective purchasers of the 2024 A Bonds and delegate power to certain officers of WPPI to make changes in the Preliminary Official Statement as are necessary or desirable;
- E. Approve and authorize the preparation, execution, issuance and distribution of the Official Statement for the 2024 A Bonds and delegate power to certain officers of WPPI to make changes in the Official Statement as are necessary or desirable;
- F. Approve and authorize actions necessary to deem the Official Statement final for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended;
- G. Delegate power to certain officers of WPPI to execute certain certificates and make certain determinations specified in the Eighteenth Supplemental Resolution;
- H. Delegate power to certain officers of WPPI to direct the Trustee to use certain funds within certain accounts held by the Trustee to provide for the payment of a portion of interest on certain maturities of the 2014 A Bonds prior to the applicable redemption date, to provide funds for deposit in certain accounts held by the Trustee, and to provide for a portion of the costs of WPPI's power supply system;
- I. Delegate power to certain officers of WPPI to give the Trustee direction as required by the Amended and Restated Power Supply System Revenue Bond Resolution adopted by the Board of Directors of WPPI on March 20, 2003 (as supplemented and amended from time to time, the "Resolution") to defease and redeem certain maturities of the 2014 A Bonds and to send notice of defeasance and redemption to all applicable registered holders as required by the Resolution; and
- J. Authorize certain officers of WPPI to take all such further and other actions and to execute all such further and other documents as are necessary or reasonably required on the part of WPPI to carry out, give effect to and consummate the transactions contemplated by the Resolution, the Eighteenth Supplemental Resolution, the Continuing Disclosure Resolution, the Bond Purchase Agreement, the Escrow Deposit Agreement, the Preliminary Official Statement and the Official Statement.

V. Approval to Apply Regulatory Accounting for 2024 A Bond Issuance Costs **(Action)**

**Enclosed for Directors and Alternates:**

1. Proposed Minutes of the December 7, 2023 and December 14, 2023 Board of Directors meetings  
**(AGENDA ITEM I)**
2. Eighteenth Supplemental Power Supply System Revenue Bond Resolution  
**(AGENDA ITEM II)**
3. Continuing Disclosure Resolution  
**(AGENDA ITEM III)**
4. Resolutions of the Board of Directors of WPPI Energy Relating to the Bond Purchase Agreement, the Escrow Deposit Agreement, The Preliminary Official Statement, the Official Statement, Authorizing the Deposit of Bond Proceeds into the Escrow Account Established Pursuant to the Escrow Deposit Agreement and Certain Other Actions in Connection with Issuance and Sale of the 2024 A Bonds and in Connection with the Refunding of the Series 2014 A Bonds  
**(AGENDA ITEM IV)**
5. Bond Purchase Agreement  
**(AGENDA ITEM IV.A)**
6. Escrow Deposit Agreement  
**(AGENDA ITEM IV.B)**
7. Draft Preliminary Official Statement  
**(AGENDA ITEM IV.D)**
8. Materials Relating to the Application of Regulatory Accounting for 2024 A Bond Issuance Costs  
**(AGENDA ITEM V)**

**NOTES:**

1. The Board of Directors may take action on various matters related to each of the agenda items.
2. Except as specifically noted on the above agenda, WPPI Energy expects that all agenda items will be discussed in open session. However, if during the course of the meeting it becomes apparent that competitive or bargaining reasons require a closed session, or if a closed session is deemed otherwise necessary and appropriate under the law, a member of the Board of Directors may move that an item be discussed in closed session, after which the Board may reconvene in open session.

cc: Wisconsin State Journal