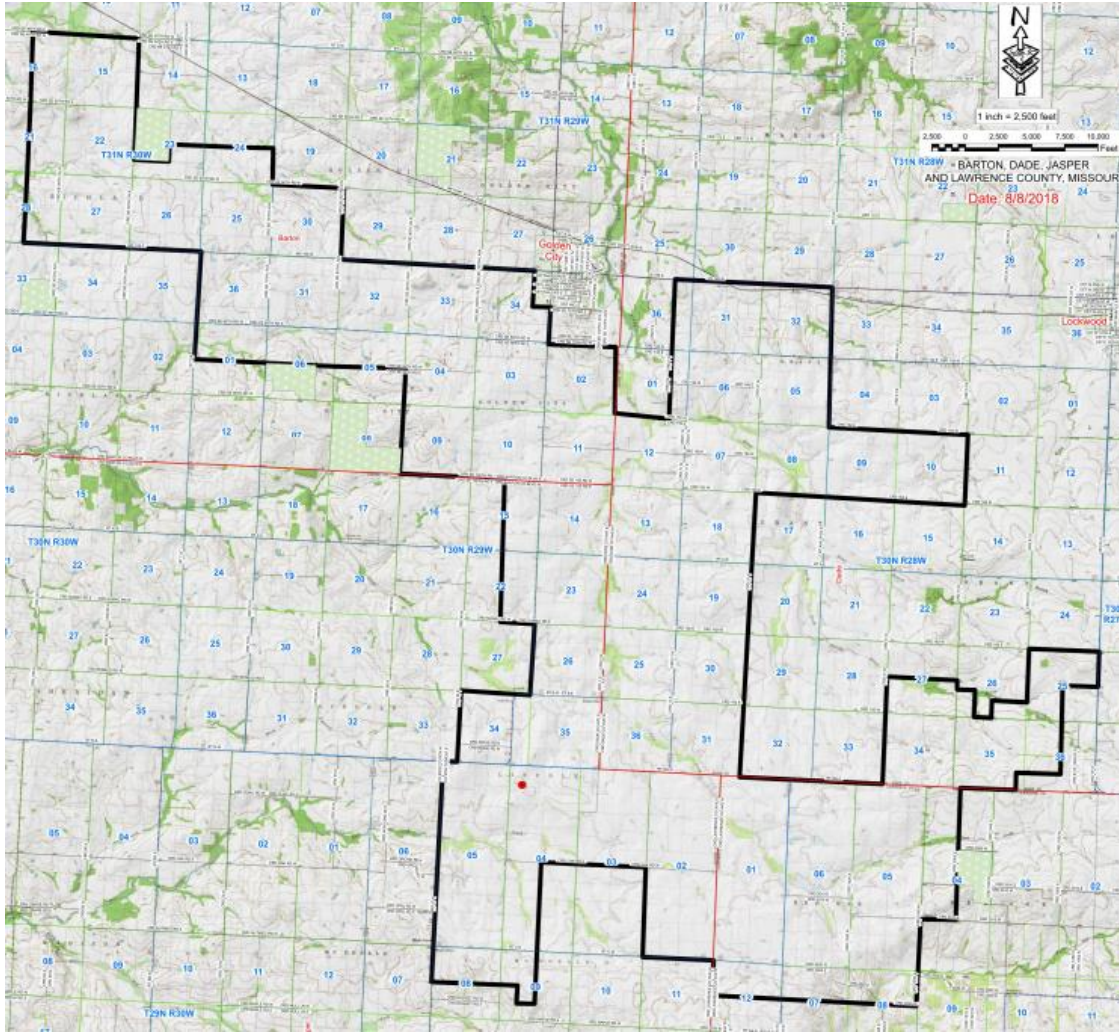


Kings Point Wind Project

Barton, Dade, Jasper and Lawrence Counties, Missouri



Project Progress Report No. 4

November 2019

****Indicates Confidential****

HC*Indicates Highly Confidential*HC

*Empire District
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1.0 Summary

With regard to project development, the Interim Generator Interconnection Agreement (IGIA) has been fully executed and became effective on November 8. The Project Company issued a third limited notice to proceed to Mortenson to advance engineering and procurement efforts and maintain schedule. The U.S. Army Corps of Engineers (USACE) has provided the supplemental archaeological reports to the Osage Nation and the Missouri State Historic Preservation Office, and is awaiting another consultation meeting with the Osage Nation before preparing to issue the Section 404 permit. In anticipation of Section 404 permit requirements, the Project Company has submitted a construction monitoring plan to USACE.

2.0 Safety

No safety incidents to report at this time. More detailed reports regarding safety will be provided in the future, especially following the commencement of construction activities.

3.0 Project Schedule

There were no milestone deadlines during November. The Section 404 Clean Water Act permit has not yet been issued and that milestone remains past due. If there are continuing delays to the Section 404 permit, the project may require changes to the construction schedule or methods of execution in order to achieve commercial operations on or before December 31, 2020, thereby receiving the full value of Production Tax Credits available to the project. These delays also put Seller Development Milestone 7 (Achieve NTP Date) at risk, as the Seller is hesitant to issue notice to proceed to the EPC contractor without all permits necessary to commence the full scope of work. Empire and the Project Company are developing a contingency plan that would allow issuance of NTP, but limit work to areas that are both outside of USACE jurisdiction and areas considered culturally significant to the Osage Nation. A more detailed schedule analysis will be provided in future reports following commencement of construction activities.

4.0 Development Activities

Development activities for the period were focused on permitting – most significantly the Section 404 Clean Water Act permit, which is a precursor to the start of construction. Work on wildlife conservation permits and the interconnection agreement also continued.

Empire provided the third draft of the Habitat Conservation Plan to the U.S. Fish and Wildlife Service in early November. On November 21, Empire met with them in their Columbia field office. Other work

related to wildlife conservation included continuation of the 2019 bat monitoring campaign that began on March 1.

As discussed in Progress Report 2, the U.S. Army Corps of Engineers (USACE) is required to consult with a number of Native American Nations as required before issuing the Section 404 CWA permit. Supplemental field work that began in October continued into November due to the discovery of a second significant archeological site along the transmission line route. The supplemental archaeological report was provided to the USACE. The USACE in turn provided it to the Osage Nation and Missouri State Historic Preservation Office for their review. Based on the information provided for review, USACE has stated that a monitoring plan will be required for the project. The purpose of the monitoring plan is to address treatment of unanticipated archaeological finds. The Project Company submitted a draft monitoring plan on November 21. The USACE's next step is to schedule another consultation meeting with the Osage Nation. USACE has requested a meeting in early December, but no response has been received as yet. USACE has been clear that no permit will be issued until the consultation process is deemed complete. Details of this consultation process prior to this report period can be found in Progress Reports 2 and 3.

The Interim Generator Interconnection Agreement was fully executed and effective as of November 8. The Project Company's initial payment to Empire in the amount of \$490,600 is due December 8. This is payment for construction of the point of interconnection and network upgrades at the LaRussell substation.

5.0 Construction Activities

Construction activities during the report period largely consisted of engineering. With the exception of Substation Protection and Control, all design packages are at 90% or issued for construction. Field construction activities are ready to commence once the Section 404 permit is issued.

On November 8, the Project Company issued a second limited notice to proceed (LNTP) to Mortenson to perform design work and procure materials. This further LNTP was necessary to protect the construction schedule.

Based on progress reports provided by Siemens, the main power transformer core is being wound ahead of core assembly, which will begin in December. Acceptance testing is scheduled to begin on January 27, and delivery to the project site is currently scheduled for March 27. There have been no manufacturing issues reported to date.

6.0 Project Cost Report

Expenditures during September totaled ** _____ **. Project expenditures to date are ** _____ ** of the total budgeted expenditure of ** _____ **. There have been no increases to the anticipated total capital expense at completion. See the next page for a report detailing expenses by budget category.

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7.0 Progress Photos

No photographs to share at this time.

Appendices