

BLACKWELL SANDERS PEPER MARTIN

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FACSIMILE COVER SHEET

DATE: 02/26/2002

TIME:

12:56 PM

	<u>RECIPIENT</u>	<u>FAX NUMBER</u>	<u>COMPANY/FIRM NAME</u>	<u>PHONE NUMBER</u>
391	Darrell Wilson	(816) 380-8130	Cass County, Missouri Sr. Zoning Officer	(816) 380-8131
092	Mark Unick	(816) 527-4357		
✓	Rod Northway	(816) 527-4357		

FROM: Howard Barewin

DIRECT DIAL: (816) 983-8218

DIRECT FAX: (816) 983-9218

OPERATOR: Fran Glaviano

EXT. NO.: 8561

BILLING CODE: 8000-20150

TOTAL # OF PAGES: 3

MESSAGE:

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AFFILIATES: LYBON • MANCHESTER • MEXICO CITY • MONTREAL • TORONTO • VANCOUVER

Attachment A

LAW FIRM

BLACKWELL SANDERS PEPER MARTIN
LLP

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HOWARD J. BAREWIN
DIRECT: (816) 983-8218

DIRECT FAX: (816) 983-9218
E-MAIL: hbarewin@blackwellsanders.com

February 26, 2002

TELECOPY

Darrell Wilson
Senior Zoning Officer
Cass County Missouri
102 E. Wall Street
Harrisonville, MO 64701

Re: Power Plant Expansion


Dear Darrell:

As we discussed yesterday afternoon, Aquila Cass County Power, L.L.C. ("ACCP"), a wholly-owned subsidiary of Aquila, Inc., is exploring expanding the Aries power plant, a project known as "Aries II." To develop and finance Aries II, it is contemplated that MEP Pleasant Hill, L.L.C., the current project operator and lessee, will relinquish its leasehold interest in approximately 5.4 acres located immediately west of the existing plant, and Cass County, the current owner of the entire 67-acre project site, will enter into a new lease with ACCP for the 5.4-acre expansion site.

The purpose of this letter is to request a letter stating that no platting or subdividing of the current power plant property need be undertaken to undertake the above transaction. In making that determination, you should be apprised that ownership in the land for both Aries I and Aries II will remain with the county until the leases expire, subject to the lenders' rights to foreclose either tract or to exercise other remedies following a default on the bonds or other financing.

If a replatting is not necessary, please sign the acknowledgment below and return it to me via fax. Otherwise, please give me a call.

Sincerely,


Howard J. Barewin

HJB/fg

cc: Mark Unick, Esq. (fax)
Rod Northway (fax)

KC-950479-1

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LLP

Darrell Wilson
February 26, 2002
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ACKNOWLEDGEMENT

The undersigned hereby acknowledges and agrees that the development of the Aries II expansion project as described above in this letter will not require any platting or subdividing procedure under Cass County law.

CASS COUNTY, MISSOURI

Date: 2-26-02



Darrell Wilson, Senior Zoning Officer
DARRELL WILSON