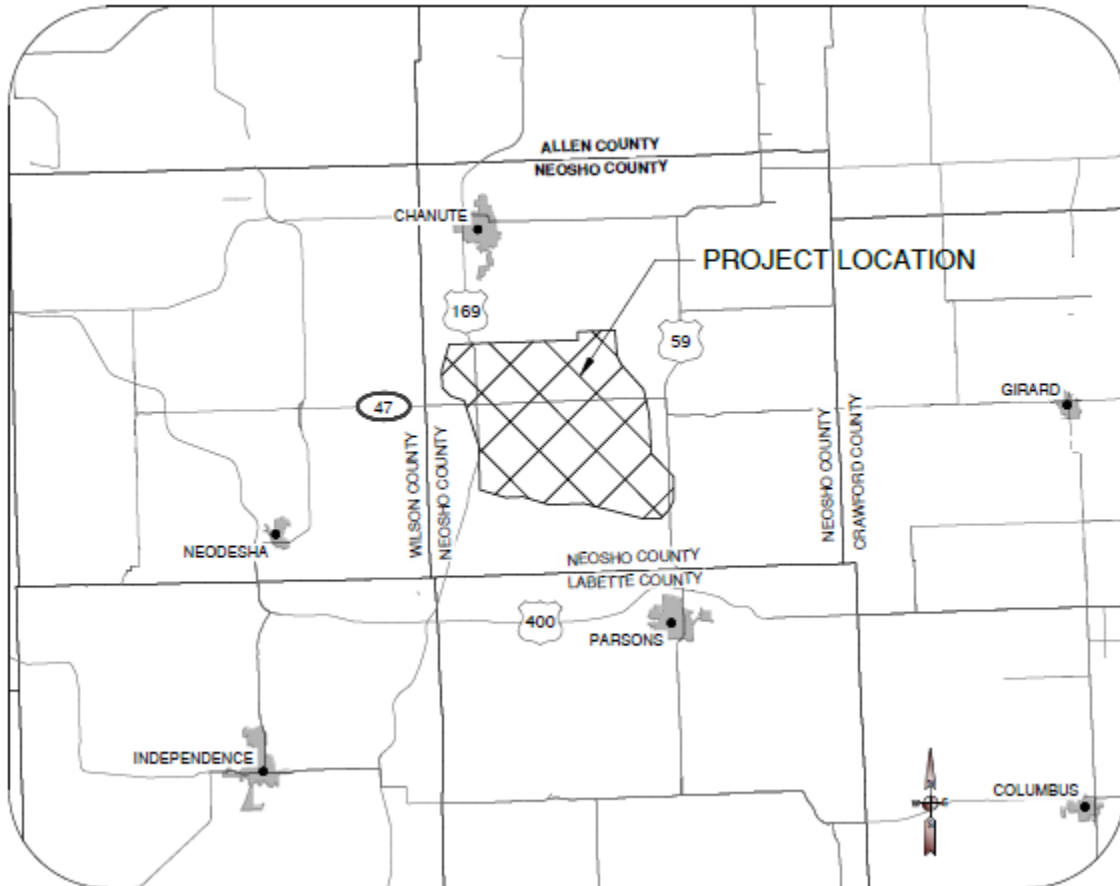


Neosho Ridge Wind Project

Neosho County, Kansas



Project Progress Report No. 8

March 2020

HC* Indicates Highly Confidential *HC

**** Indicates Confidential ****



*Liberty Utilities – Empire District
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1.0 Summary

From a development perspective, the majority of the activities have been completed and all that remains are minor construction related permits which are on-going. Engineering continued to progress during the report period with many disciplines moving to late stage design or Issued for Construction (IFC).

Construction continues on-site and has progressed with the following activities to date:

- Public road surface improvements have been completed with the exception of improvements to culverts and intersections.
- Public road maintenance and repairs continued.
- Turbine access road construction has been completed however installation of access road radii continues and is nearly complete.
- Turbine foundation excavation, construction, and backfilling continued.
- Trenching and boring work as it relates to the collection system continued.
- Clearing as it relates to the transmission line was initiated. Staging of structures is on-going and foundation work has been initiated
- Substation construction is on-going. The foundations are nearing completion and material deliveries are on-going.

2.0 Safety

There were 5 property incidents to report for this period:

- Property - A skid steer was dressing up the washout pit area of the concrete pour when the corner of the bucket caught a rear tire. No Injuries.
- Property - When backing up a semi/trailer to offload mats the trailer hit a parked vehicle causing damage. No injuries.
- Property - Trencher working east of Jackson and north of 70th St. struck a 6" unmarked waterline, approximately 350 feet to the east of Jackson.
- Property - Employee was digging a trench with track hoe and struck and damaged a water line.
- Property - A 2" PVC water line was damaged when using the vac-trailer to reveal the depth and direction of the water line.

	Lost Time	Recordable	First Aid	Property Damage	Near Miss	Vehicle Incidents	Totals
This Period	0	0	0	5	0	0	5
Cumulative	0	0	3	9	1	7	20

In an attempt to mitigate the risk posed to the project by the novel coronavirus, IEA implemented a site-specific plan consisting of measures meant to prevent the spread of the virus. The plan has been updated as dictated by increasing prevalence of infection in the local community as well as changes in CDC guidance.

3.0 Commercial Activities

3.1 Purchase and Sale Agreement

On March 31, 2020, the Purchase and Sale Agreement (PSA) between The Empire District Electric Company and Neosho Ridge Wind JV, LLC (“Neosho JV”) was amended and restated. Under the restatement, the structure of the transaction was changed so that Empire is no longer purchasing the membership interests in Neosho Ridge Holdings, LLC from Neosho JV but will instead purchase the membership interests in Neosho JV from Steelhead Wind 3 LLC (“Steelhead”) and Apex Neosho Ridge Wind Member, LLC (“Apex”). There will now be two closings, (i) first, on the later of the date all conditions precedent are satisfied or January 4, 2021, Empire will purchase the membership interests in Neosho JV from Apex and contribute funds to Neosho JV to pay off the construction loan, and (ii) second, on the later of the date all conditions precedent are satisfied or April 30, 2021, Empire will purchase the membership interests in Neosho JV from Steelhead.

Contractual milestones achieved during the report period are as follows:

- *Seller:*
 - Nothing to report
- *Purchaser:*
 - Nothing to report

Contractual milestones to be achieved in the next report period as follows:

- *Seller:*
 - Nothing to report
- *Purchaser:*
 - Execute the Operations and Maintenance Agreement and the Energy Management Services Agreement

3.2 Turbine Supply Agreement and Service and Maintenance Agreement

To date Vestas has submitted 3 Excusable Event Notices under the Turbine Supply Agreement (TSA) and 1 Force Majeure Notice under the Service and Maintenance Agreement to the project, all of which are attached to this report as Appendix A.

At the time of this reporting period the impact to the project cost and schedule is unknown. The project has responded to the Notices requesting additional information and further details, as received from

Vestas, will be provided in subsequent reports. For reference, the major components affected are 96 blade sets (288 blades) from China, 24 towers from Malaysia, and 73 towers from India.

3.3 Engineering, Procurement and Construction Agreement

To date IEA has submitted 2 Force Majeure Notices under the Engineering, Procurement and Construction Agreement (EPC) to the project, which are also provided in Appendix A.

At the time of this reporting period the project has been informally notified that the delay related to Force Majeure Notice #1 has been mitigated and the schedule appears to be unaffected, however the Force Majeure Notice has not been withdrawn. The project has responded to the Notices requesting additional information and further details, as received from IEA, will be provided in subsequent reports.

3.4 Interim Generator Interconnection Agreement

To date Evergy has submitted 1 Force Majeure Notice under the Interim Generator Interconnection Agreement (IGIA) to the project, which is also provided in Appendix A.

At the time of this reporting period the project has been informally notified that there has been no schedule impacts to the project related to this Force Majeure Notice.

4.0 Development Activities

Development activities for the period were focused primarily on the project site plan and permitting at the State, and Neosho County level.

IEA, the EPC contractor, has identified locations within the proposed construction areas where existing underground infrastructure from local utilities exist and are working with the utilities to relocate the infrastructure or slightly modify the site plan to avoid the infrastructure. This work is on-going.

IEA has requested a slight modification to the crane path which required some additional field work to ensure no encroachment of sensitive areas or wetlands would occur. The environmental consultant completed the field work and has cleared the modifications to the crane path and discussions/review with landowners related to the changes has been initiated.

IEA continues to work towards obtaining all permits necessary to facilitate construction and is nearly complete. IEA has submitted for a water crossing permit at turbine aT23 to the KSDA-DWR and is awaiting a response. Approval for two railroad crossings as it relates to the collection system is being pursued with South Kansas and Oklahoma Railroad and is nearly complete. Line drops are being scheduled with the local utilities to facilitate crane crossings as necessary. All other construction related permits are on track with no issues.

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5.0 Construction Activities

Construction activities during the report period largely consisted of engineering and site work.

All engineering designs with the exception of substation relay settings and SCADA have been issued for construction (IFC). The IFC design packages for the substation SCADA, network, and relay settings are expected to be received by 05.11.20.

IEA continues construction on-site. The following provides an update on construction activities during this report period as well as the progress status of major activities:

- Public road surface improvements have been completed with the exception of improvements to culverts and intersections.
- Public road maintenance and repairs continued.
- Turbine access road construction has been completed however installation of access road radii continues and is nearly complete.
- Turbine foundation excavation, construction, and backfilling continued.
- Trenching and boring work as it relates to the collection system continued.
- Clearing as it relates to the transmission line was initiated. Staging of structures is on-going and foundation work has been initiated.
- Substation construction is on-going. The foundations are nearing completion and material deliveries are on-going.

- **WTG Access Roads**
 - Stripping: 193,360' of 195,360' = 100%
 - Cement Stabilized: 193,360' of 195,360' = 100%
 - Stoned: 193,360' of 195,360' = 100%
- **Turbine Foundations**
 - Sites Stripped: 139 of 139 = 100%
 - Excavated: 139 of 139 = 100%
 - Mud Mats: 139 of 139 = 100%
 - Rebar Installation 139 of 139 = 100%
 - Poured: 135 of 139 = 97.1%
 - Backfilled: 51 of 139 = 36.7%
 - Crane Pads Installed 0 of 139 = 0%
 - Spreading Topsoil 0 of 139 = 0%
- **Offload/Erection**
 - Full Turbines Received: 0 of 139 = 0%
 - Full Turbines Erected: 0 of 139 = 0%
 - Tower's Wired 0 of 139 = 0%
 - MCC 0 of 139 = 0%
- **Collection**
 - Box Pad 0%

○ PMT's Delivered	0%
○ Cable Installed	25%
○ PMT Install (Complete)	0%
○ Testing	0%
● Substation	
○ Foundation	75%
○ Underground Electrical	0%
○ Steel And Equipment	0%
○ Switches	0%
● Transmission Line	
○ Clearing	33,660' of 44,880' = 75%
○ Stage Poles and Materials	15 of 66 = 23%
○ Assemble Poles	7 of 66 = 11%
○ Set Poles	0%
○ 795 Conductor	0%
○ OPGW	0%
● O&M	
○ Grading	0%
○ Foundations/Slab	0%
○ Below Grade Utilities	0%
○ Above Grade Utilities	0%
○ Building Exterior	0%
○ Building Interior	0%

Evergy continues construction work on the Interconnection Facilities at the Point of Interconnection for the Project. Foundations have been completed and steel structures, breakers, and control building have all been set. Overhead work has been initiated. Evergy is on track for a June 1, 2020 tie in to the project.

6.0 Project Cost Report

Project expenditures to date are ** _____ **, plus ** _____ ** of recorded commitments, plus ** _____ ** of construction loan disbursements of the total budgeted expenditure of ** _____ **. Empire has recorded commitments under US GAAP on the basis of milestones achieved by Neosho JV payable at closing. See the next page for a report detailing expenses by budget category. ** _____

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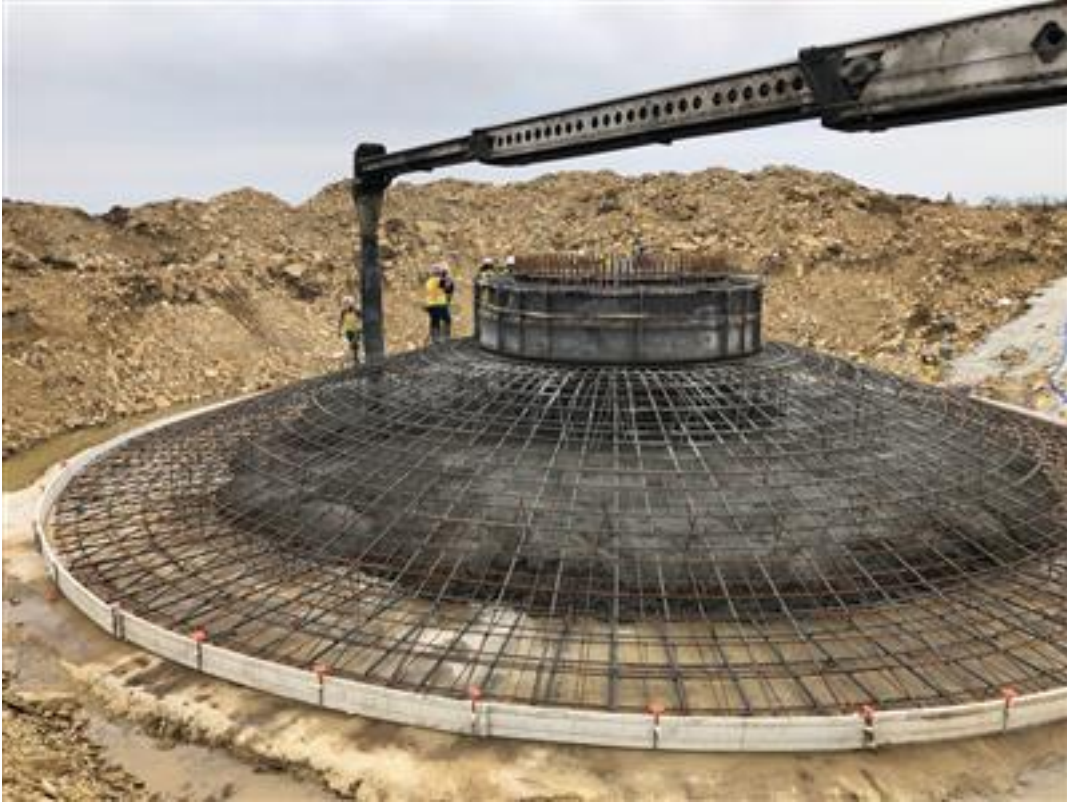
7.0 Progress Photos



Completed Access Road



Foundation Rebar



Foundation Pour



Public Road Improvement



Substation Flatwork Foundation



Substation Pier Foundation

Appendix A

Notices Received Relating to Neosho Ridge Wind, LLC

****Confidential in its Entirety****