

Certified Copy of Resolutions  
Passed by the Board of Directors  
of  
The Empire District Electric Company  
on  
October 28, 2010

I, Janet S. WATSON, Secretary-Treasurer of The Empire District Electric Company, a corporation organized and existing under and by virtue of the laws of the State of Kansas (hereinafter called the "Company"), DO HEREBY CERTIFY that the following is a true and correct copy of resolutions adopted by the Board of Directors of the Company at a meeting duly called and held on the 28th day of October, 2010; that at said meeting a majority of the Directors, constituting a quorum for the transaction of business, was present and voted in favor of said resolutions; and that said resolutions have not been amended or modified, rescinded or revoked but remain in full force and effect:

RESOLVED, That the President, Executive Vice President, Vice President-Finance, Controller and Secretary-Treasurer (the "Officers") of the Company be, and hereby are, authorized to take any action they deem necessary or desirable from the date hereof, in connection with (i) the issuance and sale by the Company of the number of shares of Common Stock, \$1 par value (the "New Common Stock"); (ii) (x) the issuance and sale of the number of shares of one or more new series of preferred securities by Delaware trusts (each, a "Trust") established for such purpose (in such denominations, series and amounts as the Officers determine (the "New Trust Preferred Securities")), (y) the issuance and sale of the Company's unsecured debt securities (including its junior subordinated debentures (the "New Junior Subordinated Debentures") that would be issued and sold by the Company to the Trusts in connection with the issuance of the New Trust Preferred Securities) and (z) the issuance of the Company's guarantees related to such New Trust Preferred Securities (the "Guarantees," and together with the New Trust Preferred Securities and the New Junior Subordinated Debentures, the "New Trust Securities"), (iii) the issuance and sale by the Company of the principal amount of unsecured debt securities (the "New Unsecured Notes") of the Company under and pursuant to the terms of its Indenture dated as of September 10, 1999, as amended and supplemented, including by one or more new supplemental indentures or securities resolutions setting forth the terms of the New Unsecured Notes (the "Unsecured Indenture"); (iv) the issuance and sale by the Company of the principal amount of First Mortgage Bonds (the "New First Mortgage Bonds ") of the Company under and pursuant to the terms of its Indenture of Mortgage and Deed of Trust dated as of September 1, 1944, as amended and supplemented, including by one or more new supplemental indentures setting forth the terms of the

New First Mortgage Bonds (the "Mortgage") and/or (v) the issuance and sale by the Company of the number of shares or amount of any other equity, long-term debt or hybrid securities (the "New Other Securities") and, together with the New Common Stock, the New Trust Securities, the New Unsecured Notes and the New First Mortgage Bonds, the "New Securities") as any such Officer determines to meet the needs of the Company, provided that the aggregate amount of the public offering price or principal amount of the New Securities shall not exceed \$400 Million, and further provided that any such securities may be issued and sold in one or more transactions to purchasers in private placements or to underwriters for resale to the public in one or more public offerings or otherwise as any such Officer determines, provided that no issuance and sale of securities shall be made without the further approval of the Executive Committee of the Board of Directors of the terms thereof;

FURTHER RESOLVED, That the Officers of the Company are authorized to prepare and join with the individual Directors of the Company in executing and filing, or causing to be filed, with the Securities and Exchange Commission (the "SEC"), any requisite registration statements under the Securities Act of 1933 (the "1933 Act"), with respect to any public offerings of the New Securities and all amendments, exhibits, or supplements thereto and all certificates, statements, and other documents or papers required in connection therewith, and to do such other acts and things which any such Officer deems necessary or desirable to cause the registration statements to become effective under the 1933 Act;

FURTHER RESOLVED, That Bradley P. Beecher, Executive Vice President of the Company be designated as an agent of the Company to be served and to receive notices and communications from the SEC relating to the above-mentioned registration statements;

FURTHER RESOLVED, That the Company constitutes and appoints William L. Gipson, Bradley P. Beecher and Gregory A. Knapp as its attorneys-in-fact, and each of them as its attorney-in-fact, for and on behalf and in the name of the Company, to sign the above-mentioned registration statements and any amendments thereto, the Company hereby ratifying all that each attorney-in-fact may do by virtue hereof; and that the Officers of the Company are each authorized and directed to execute on behalf of the Company a power of attorney appointing these attorneys-in-fact in accordance with this resolution;

FURTHER RESOLVED, That Wells Fargo Bank, National Association as trustee, or such replacement trustee as appointed by the Officers, (the "Unsecured Trustee") under the Unsecured Indenture is appointed and authorized to serve and act as Paying Agent and Registrar with respect to the New Unsecured Notes and the New Junior Subordinated Debentures;

FURTHER RESOLVED, That The Bank of New York Mellon Trust Company, N.A., as trustee (the "Mortgage Trustee") under the Mortgage is appointed and authorized to serve and act as Paying Agent and Registrar with respect to the New First Mortgage Bonds;

FURTHER RESOLVED, That UMB Bank & Trust, N.A., as trustee (the "Missouri Trustee") under the Mortgage is appointed and authorized to serve and act as Missouri Trustee with respect to the New First Mortgage Bonds;

FURTHER RESOLVED, That the Officers of the Company be, and each of them hereby is, authorized:

(i) to execute and to file any applications such Officer deems necessary or desirable with the Arkansas Public Service Commission, the State Corporation Commission of the State of Kansas, the Public Service Commission of the State of Missouri and the Corporation Commission of the State of Oklahoma, as may be necessary for requisite authority (a) to issue and sell the New Securities and (b) to enter into and effect any and all agreements the Officer considers necessary or desirable in connection with the issuance of the New Securities and to execute and file any amendment or amendments to the applications and any other exhibits and documents as are deemed necessary or desirable to obtain any requisite order of the commissions;

(ii) (a) to cause the Company and the Trusts to apply to the New York Stock Exchange (the "Exchange"), if such Officer deems it necessary or desirable, for the listing of the New Securities and to appear before the appropriate officials of the Exchange, with authority (1) to execute in the name and on behalf of the Company and the Trusts and file with the Exchange an appropriate listing application and all agreements and documents (including indemnity agreements) as such Officer considers necessary or desirable to secure the listing, and (2) to make any changes in the listing application or agreements or documents as are required to satisfy the requirements of the Exchange for the listing; and (b) with respect to the New Unsecured Notes, the New First Mortgage Bonds, the New Trust Preferred Securities or, if deemed necessary or appropriate, the New Junior Subordinated Debentures and any New Other Securities, to prepare and file with the SEC any registration statement under the Securities Exchange Act of 1934, (the "1934 Act") which is required to register such securities under the 1934 Act, and to file all amendments, exhibits, or supplements thereto and all certificates, statements, and other documents or papers required in connection therewith, and to do all other acts and things which the Officer deems necessary or desirable to cause any registration statement to become effective under the 1934 Act;

(iii) to determine the jurisdictions in which to take appropriate action to qualify or register for sale all or such part of the New Securities as the Officer deems advisable; to perform on behalf of the Company any and all acts as such Officer deems necessary or advisable to comply with the applicable laws of any such jurisdictions, and in connection therewith to execute and file all requisite papers and

documents; and the execution by such Officer of any paper or document or the doing by such Officer of any act in connection with the foregoing matters shall conclusively establish such Officer's authority therefor from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken;

(iv) to cause a Trust or Trusts to be established for the purpose of causing the New Trust Preferred Securities to be issued and sold as hereinafter authorized and to authorize any such Trust to take such actions as may be deemed necessary or appropriate in connection therewith;

(v) to prepare appropriate forms of trust agreements and amended and restated trust agreements (together, the "Trust Agreements") in connection with the public offering of New Trust Preferred Securities, which forms of Trust Agreements will be filed as exhibits to the registration statement of the Company with respect to the registration under the 1933 Act, and to complete, execute, and to deliver each such Trust Agreement in such form with such changes therein as may be approved by the Officer of the Company executing the same, the execution thereof by such officer to be conclusive evidence of such approval;

(vi) to prepare appropriate forms of guarantee agreements (each a "Guarantee Agreements") relating to the Company's guarantee (the "Guarantee") of the New Trust Preferred Securities to be issued by the Trusts which forms of Guarantee Agreements will be filed as exhibits to the registration statement of the Company with respect to the registration under the 1933 Act, and to complete, execute and to deliver each such Guarantee Agreement, in such form with such changes therein as may be approved by the Officer of the Company executing the same, execution thereof by such officer to be conclusive evidence of such approval;

(vii) to prepare, execute and deliver to each of the Trusts, appropriate forms of subscription agreements subscribing to common securities of each such Trust for an amount equal to at least three percent (3%) (or such other percentage that the Officers deem necessary to be owned) of the total capital of such Trust;

(viii) to make preliminary arrangements with the purchasers or underwriters, if any, as may be selected by such Officers, for the offering and sale of the New Securities and to execute and deliver on behalf of the Company any purchase or underwriting agreement (each a "Purchase Agreement") with such purchasers or underwriters in the form and containing such terms and provisions as the Officer executing it may approve, such approval to be conclusively evidenced by the execution thereof;

(ix) to obtain and make, or join with or authorize other proper persons in obtaining and making, such certificates and opinions as are required by the Unsecured Indenture, and to file those certificates and opinions with the Unsecured Trustee, in connection with any application and request of the Company for the issuance, authentication, and delivery of the New Unsecured Notes or the New Junior Subordinated Debentures;

(x) to obtain and make, or join with or authorize other proper persons in obtaining and making, such certificates and opinions as are required by the Mortgage, and to file those certificates and opinions with the Mortgage Trustee, in connection with any application and request of the Company for the issuance, authentication, and delivery of the New First Mortgage Bonds;

(xi) to give consents and notices in writing or by telecopy, contemplated by the Purchase Agreement, as in the Officer's judgment are desirable, including, without limiting the generality of the foregoing, consents or notices postponing the closing date, substituting additional purchaser(s) for a defaulting purchaser(s), and terminating any such Purchase Agreement, in accordance with its terms, if any conditions to the Company's obligations have not been satisfied;

(xii) to establish the final terms and pricing of the New Unsecured Notes and the New Junior Subordinated Debentures and to execute and deliver a securities resolution (the "Securities Resolution"), in accordance with the terms of the Unsecured Indenture, evidencing such terms and pricing as either such Officer may deem necessary, appropriate or desirable, as conclusively evidenced by such Officer's execution thereof;

(xiii) to prepare, execute, and deliver to the Mortgage Trustee one or more supplemental indentures (each a "Supplemental Indenture") relating to the New First Mortgage Bonds and hereafter to form a part of the Mortgage; to execute and deliver on behalf of the Company under its corporate seal the Supplemental Indenture (after insertion of the terms and provisions of the New First Mortgage Bonds determined as set forth in the foregoing resolutions), in the form and containing the terms and provisions as the Officer executing it may approve, such approval to be conclusively evidenced by his execution thereof; and to cause each Supplemental Indenture to be duly recorded, filed, and/or registered so that the Indenture as supplemented by each Supplemental Indenture shall constitute a first lien upon the trust estate described therein and upon after-acquired property; each Supplemental Indenture so executed, delivered and recorded, filed, and/or registered shall be deemed the Supplemental Indenture hereby approved; and

(xiv) to prepare, execute and deliver to a trustee as such Officers may select, any other indenture relating to long-term debt securities other than the New Unsecured Notes, the New Junior Subordinated Debentures or the New First Mortgage Bonds in the form and containing such terms and provisions as the Officers executing it may approve, such approval to be conclusively evidenced by the execution thereof;

FURTHER RESOLVED, That the New Unsecured Notes and the New Junior Subordinated Debentures shall be substantially in the form set forth in the applicable Securities Resolution, the New First Mortgage Bonds shall be substantially in the form set forth in the Supplemental Indenture and any other long-term debt shall be in substantially the form provided for by the indenture pursuant to which such long-term debt is issued each as approved in accordance with the foregoing resolution with such modifications as the Officers of the Company, on advice of counsel, may approve, such approval to be conclusively evidenced by (i) the execution thereof (by manual or facsimile signature) and (ii) the delivery thereof;

FURTHER RESOLVED, That the New Unsecured Notes, the New First Mortgage Bonds, the New Junior Subordinated Debentures and any other long-term debt securities shall be executed on behalf and in the name of the Company by the manual or facsimile signature of one or more Officers and, if required by the terms of the applicable indenture, under the corporate seal of the Company (which may be facsimile), attested by the manual or facsimile signature of the Secretary of the Company (each such signature being adopted for all purposes as the signature of the Company); that the President, Executive Vice President or the Vice President-Finance is authorized to cause the New Unsecured Notes, the New First Mortgage Bonds, the New Junior Subordinated Debentures and any other long-term debt securities to be delivered to the Unsecured Trustee, the Mortgage Trustee or such other trustee, as applicable for authentication and delivery;

FURTHER RESOLVED, That principal and interest on the New Unsecured Notes and the New Junior Subordinated Debentures shall be payable at the principal corporate trust office of the Unsecured Trustee in The Borough of Manhattan, The City of New York; and the Company appoints the Unsecured Trustee as agent of the Company for the payment of the principal and interest;

FURTHER RESOLVED, That principal and interest on the New First Mortgage Bonds shall be payable at the principal corporate trust office of the Mortgage Trustee in The Borough of Manhattan, The City of New York; and the Company appoints the Mortgage Trustee as agent of the Company for the payment of the principal and interest;

FURTHER RESOLVED, That the Mortgage Trustee as Registrar of the New First Mortgage Bonds is requested pursuant to Section 2.08 of the Mortgage not to make transfers of the New First Mortgage Bonds for a period of two days before any interest payment date for the New First Mortgage Bonds;

FURTHER RESOLVED, That, if an Officer so determines, the New Securities may be issued in fully registered book-entry form in which case a global bond certificate representing the New Unsecured Notes, the New First Mortgage Bonds, the New Junior Subordinated Debentures or other aggregate certificates or securities representing the other debt or equity securities shall be registered in the name of a nominee of The Depository Trust Company (the "Depository"), which will act as depository and beneficial interests in any such securities shall be shown on, and transfers thereof shall be effected only through, records maintained by the Depository and its participants; and that in such event the Officers of the Company are each authorized to execute and deliver on behalf of the Company any such agreements or other documents with the Depository or any other party as the Officer may deem necessary to provide for the issuance of the New Securities in such form and the use of such global certificate or security;

FURTHER RESOLVED, That the Company shall issue the New Unsecured Notes, the New First Mortgage Bonds, the New Junior Subordinated Debentures and any other long-term debt securities, as provided in the foregoing resolutions and that the Unsecured Trustee, Mortgage Trustee or other trustee, as applicable, is requested, pursuant to the Unsecured Indenture, Mortgage or other indenture on written order of the Company signed by an Officer of the Company, to certify and deliver the New Unsecured Notes, the New First Mortgage Bonds, the New Junior Subordinated Debentures or such other long-term debt securities;

FURTHER RESOLVED, That Wells Fargo Bank, National Association (or such other firm as the Officers may determine in their sole discretion) is hereby appointed as Property Trustee under the applicable Trust Agreements; and that Wells Fargo Bank, National Association is hereby appointed as Guarantee Trustee under the applicable Guarantee Agreements;

FURTHER RESOLVED, That The Bank of New York (Delaware), a Delaware corporation (or such other firm as the Officers may determine in their sole discretion) is hereby appointed as Delaware Trustee under the applicable Trust Agreements;

FURTHER RESOLVED, That the Officers of the Company be, and each of them hereby is, authorized and empowered to cause the Company act as depositor under the Trust Agreements and to do or cause to be done all such things and to execute all such instruments as such Officer deems desirable in connection with the Company's actions as depositor;

FURTHER RESOLVED, That each Officer of the Company is authorized to do or cause to be done all such things and to execute all such instruments as he or she deems desirable in connection with the matters authorized in all of the foregoing resolutions;

FURTHER RESOLVED, That the Officers of the Company are authorized to take or cause to be taken any and all further actions as may in the judgment of any Officer be necessary or desirable in order to carry out the intent and purpose of the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed the seal of the Company on this 28th day of October 2010.

*Janet Watson*

---

Secretary-Treasurer

