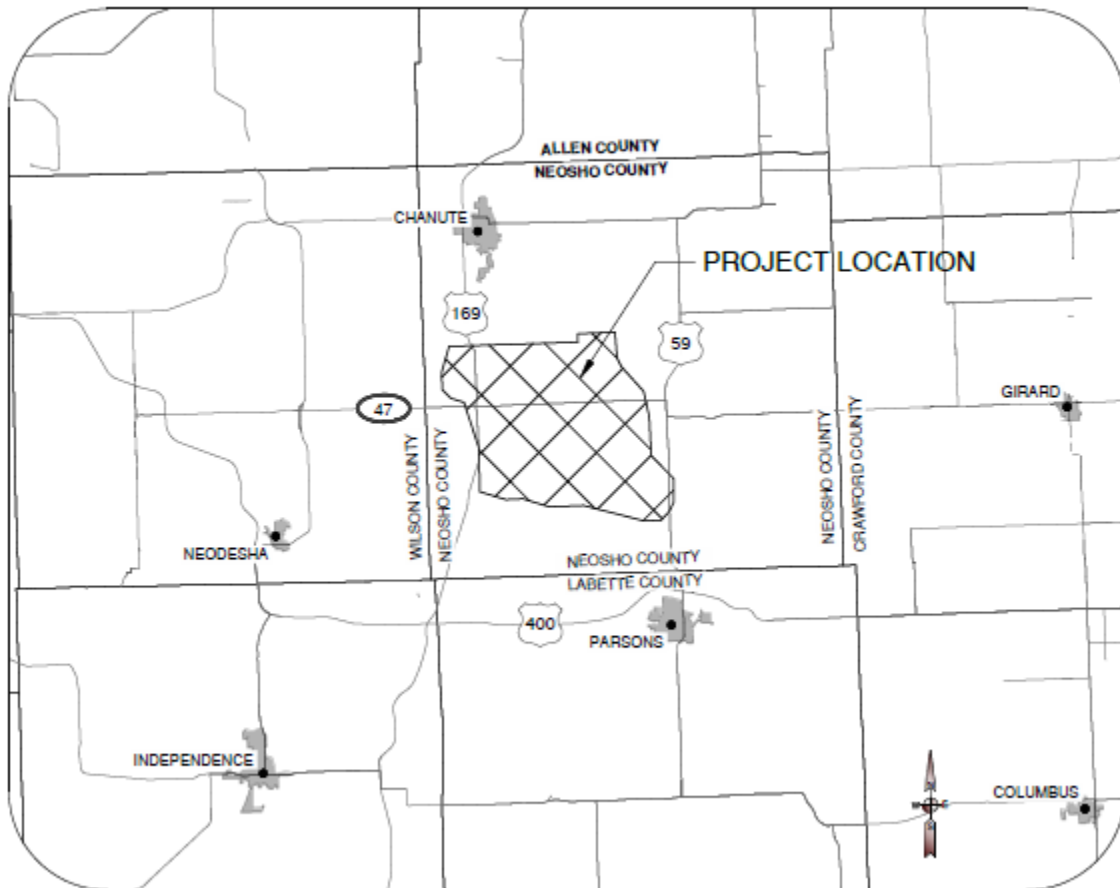


Neosho Ridge Wind Project

Neosho County, Kansas



Project Progress Report No. 4

November 2019

***HC* Indicates Highly Confidential *HC* - 20 CSR 4240-2.135(4)**

**** Indicates Confidential ** - 20 CSR 4240-2.135(2)(A)(3)-(6)**



*Liberty Utilities – Empire District
602 S. Joplin Ave.
Joplin, MO 64802*

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Contents

1.0	Summary	1
2.0	Safety.....	1
3.0	Commercial Activities.....	2
4.0	Development Activities	4
5.0	Construction Activities	5
6.0	Project Cost Report	6
7.0	Progress Photos.....	8

1.0 Summary

The draft Interim Generator Interconnection Agreement (IGIA) was received from SPP along with the draft System Impact Study. Negotiations between Eversource and the Project Company regarding cost and schedule have progressed and the agreement has been executed by Eversource. Submission to SPP for final execution is expected to occur during the next reporting period. Additionally, the Equity Capital Contribution Agreement was executed and filed with the Commission pursuant to the Order in File No. EA-2019-0010. The Construction Financing Agreement, the Hedge, and Non-Energy Product Agreements have also all been executed. From a development perspective, aside from construction related permits, all material permits for the Project are in place. 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 improvements were complete, maintenance and repairs on-going
- Survey work for civil construction continues
- Turbine Access Roads
 - Stripping: 159,680' of 195,360' = 81.7%
 - Cement Stabilized: 144,875' of 195,360' = 74.2%
 - Stoned: 117,001' of 195,360' = 59.9%
- Turbine Foundations
 - Sites Stripped: 104 of 139 = 74.8%
 - Excavated: 46 of 139 = 33.1%
 - Mud Mats: 43 of 139 = 30.9%
 - Rebar Installation 35 of 139 = 25.2%
 - Poured: 22 of 139 = 15.8%
 - Backfilled: 6 of 139 = 4.3%
 - Crane Pads Installed 0 of 139 = 0%
 - Spreading Topsoil 0 of 139 = 0%

2.0 Safety

There were two safety incidents to report for this period, one recordable and one vehicle incident. The recordable incident stemmed from an employee of the EPC contractor accidentally placing his fingers in a pinch point of a concrete chute breaking two fingers. The vehicle incident involved a cement mixer truck that overturned when attempting to pass construction equipment on the side of the road causing damage to the cement mixer truck; no injuries were recorded. To date there have been three safety incidents recorded for the Project; see below for list of safety statistics.

_____ *HC*

The project is on track to achieve commercial operations on or before December 31, 2020; thereby receiving the full value of Production Tax Credits available to the project.

3.2 Construction Financing

The Construction Loan Financing Agreement was executed between Neosho Ridge Wind, LLC and a syndicate of banks, primarily comprising of Bayern LB and Santander Bank, N.A. on December 17th, 2019.

3.3 Tax Equity

The Equity Capital Contribution Agreement was executed on November 8, 2019, between The Empire District Electric Company, Wells Fargo Central Pacific Holdings, Inc., and JPM Capital Corporation. The Amended and Restated Limited Liability Company Agreement of Empire Wind Holdings, LLC was also finalized on November 8, 2019, and will be executed at closing on January 4, 2021 between Neosho Ridge Wind JV, LLC, Wells Fargo Central Pacific Holdings, Inc., and JPM Capital Corporation.

3.4 Hedge and Non-Energy Products Agreements

The Energy Hedge Agreement was executed on November 8, 2019, between The Empire District Electric Company and Neosho Ridge Wind, LLC. The Non-Energy Products Agreement was executed on November 7, 2019, between The Empire District Electric Company and Neosho Ridge Wind, LLC.

4.0 Development Activities

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

IEA and APEX construction management have incorporated the landowner requests in the final design, to the extent possible, and have completed the associated wetland delineation and cultural survey field investigations. Based on the initial results it is anticipated that the project will continue to qualify under the Nationwide Permit. The final report is expected to be received in January. The site plan is now deemed to be substantially final and any additional modifications will be minor in nature.

IEA has identified locations within the proposed construction areas where existing underground infrastructure from local utilities exists 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 and is expected to be complete in late December/early January.

SPP provided the IGIA and Interim SIS, complete with the Evergy-performed Facilities Study on 10.23.19. Evergy and the Project Company negotiations regarding cost and schedule have progressed and the IGIA has been signed off by Evergy. We expect to submit the IGIA to SPP for final review shortly.

IEA continues to work towards obtaining all permits necessary to facilitate construction. A modified Notice of Intent (NOI) under the National Pollution Discharge Elimination System (NPDES) permit has been approved by the Kansas Department of Health & Environment (KDHE) for boring work under roads and wetlands/streams. An additional modified NOI was submitted to the KDHE for trenching work associated with the collection system and approval is pending. Crossing permits as it relates to the collection system are on-going; the Project Company received approval from the County for trenching within floodplains and applications have been submitted to the Kansas Department of Transportation (KDOT) for boring work under the KDOT roads. Crane crossing permits to be pursued once paths and locations finalized and railroad crossing permits to be pursued once collection system design complete. All other construction related permits such as stream obstruction permits and floodplain fill permits are on track with no issues.

Regarding the landowner litigation, the Court has required that mediation be completed by February 2020. The Court also modified the schedule for the case such that the discovery deadline is now 06.19.20, the deadline for dispositive motions is now 07.24.20, and the trial is scheduled for 03.22.21. Since the filing of the litigation, a number of plaintiffs have elected to no longer participate in the litigation.

5.0 Construction Activities

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

Engineering for the various disciplines is as follows: 1) Geotechnical – 100%, 2) Structural (turbine foundations) – IFC, 3) Civil – IFC (REV2), 4) Electrical (Collection System) – 90%, 5) Substation – 90%, and 6) Transmission Line – 90%.

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

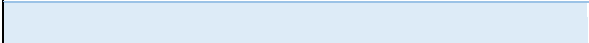
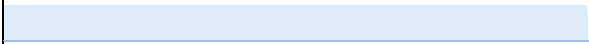
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6.0 Project Cost Report

Project expenditures to date are **\$ _____**, plus **\$ _____** of recorded commitments of the total budgeted expenditure of **\$_____**. Empire has recorded commitments under US GAAP on the basis of milestones achieved by the Neosho JV payable at closing as specified in the Purchase and Sale Agreements. See the next page for a report detailing expenses by budget category.

** _____

_____**



7.0 Progress Photos



A foundation pour nears completion



A finished foundation awaits backfill

Backfill complete