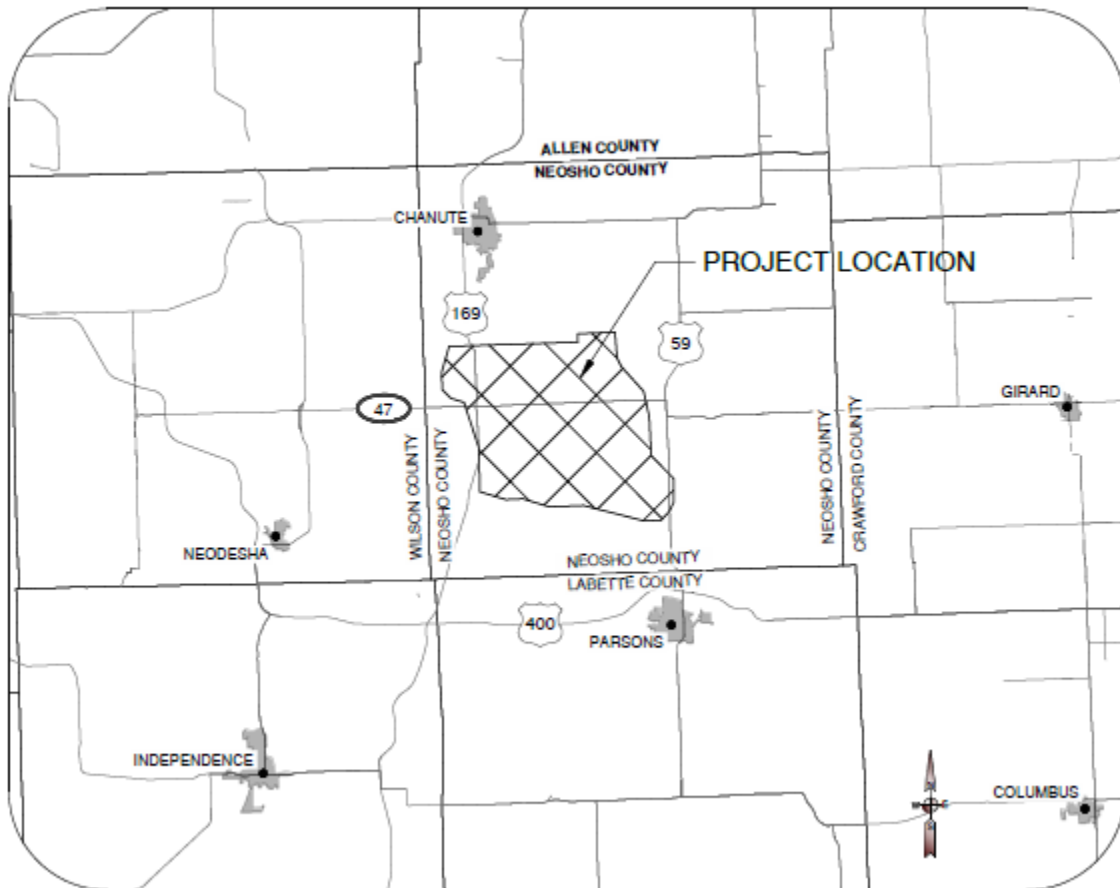


Neosho Ridge Wind Project

Neosho County, Kansas



Project Progress Report No. 5

December 2019

**** Indicates Confidential ****

HC* Indicates Highly Confidential *HC



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

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1.0 Summary

Both the Interim Generator Interconnection Agreement (IGIA) and the Agreement for Sponsored Upgrade (SUA) were executed in December and therefore the Milestone Payment associated with the Interconnection Milestone has been earned by the Seller. 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 continued
- Turbine Access Roads
 - Stripping: 193,750' of 195,360' = 99.2%
 - Cement Stabilized: 193,750' of 195,360' = 99.2%
 - Stoned: 188,898' of 195,360' = 96.7%
- Turbine Foundations
 - Sites Stripped: 137 of 139 = 98.6%
 - Excavated: 71 of 139 = 51.1%
 - Mud Mats: 69 of 139 = 49.6%
 - Rebar Installation 64 of 139 = 46.0%
 - Poured: 47 of 139 = 33.8%
 - Backfilled: 12 of 139 = 8.6%
 - Crane Pads Installed 0 of 139 = 0%
 - Spreading Topsoil 0 of 139 = 0%

2.0 Safety

There were four safety incidents to report for this period, one property damage and three vehicle incidents. The property damage stemmed from a struck water main during excavation activities. The summary of the three vehicle incidents are as follows: 1) a telehandler dug forks into the ground which resulted in damage to the machinery, 2) the windshield of a pickup truck was cracked from debris from oncoming traffic, and 3) a rock hit a windshield of a piece of equipment during rock crushing activities. To date there have been eight safety incidents recorded for the Project; see below for a list of safety statistics.

	Lost Time	Recordable	First Aid	Property Damage	Near Miss	Vehicle Incidents	Totals
This Period	0	0	0	1	0	3	4
Cumulative	0	1	0	2	0	5	8

3.0 Commercial Activities

3.1 Purchase and Sale Agreement

The Purchase and Sale Agreement (PSA) between The Empire District Electric Company and Neosho Ridge Wind JV, LLC was executed on November 16, 2018 and includes ten amendments; the tenth amendment was executed on December 6th and accomplished the following: *HC*

HC

Contractual milestones achieved during the report period are as follows:

- *Seller:*
 - Interconnection Milestone - Earned Milestone Payment
 - Both the IGIA and the SUA were executed in late December and therefore the Milestone Payment associated with the Interconnection Milestone has been earned by the Seller.

- *Purchaser: *HC**
 - _____
 - _____
 - _____
 - _____
 - _____
 - _____
 - _____

- _____
 - _____
- _____

- _____ *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.

4.0 Development Activities

Development activities for the period were focused primarily on the project site plan, interconnection activities, 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. 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 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 and is expected to be complete in January.

The IGIA was fully executed by and between Southwest Power Pool, Inc., Evergy Kansas Central, Inc., and Neosho Ridge Wind, LLC on December 30th and the SUA was fully executed by and between Neosho Ridge Wind, LLC and Southwest Power Pool, Inc. on December 31st.

IEA continues to work towards obtaining all permits necessary to facilitate construction. Modified Notice of Intents (NOI) under the National Pollution Discharge Elimination System (NPDES) permit have been approved by the Kansas Department of Health & Environment (KDHE) for boring work under roads and wetlands/streams and for trenching work associated with the collection system. The County has approved the floodplain permit associated with access road aT23 and the floodplain permit associated with work at Irving road has been submitted to the County and is under review. All necessary stream obstruction and floodplain fill permits at the State level have been received. Approval for two railroad crossings is being pursued with South Kansas and Oklahoma railroad; the engineering work has been completed and contractual discussions are progressing. Crane crossing approvals are also being pursued with the County. All other construction related 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 – IFC.

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:

- Public road improvements were complete, maintenance and repairs on-going
- Survey work for civil construction continued
- Turbine Access Roads
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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 Agreement. See the next page for a report detailing expenses by budget category. ** _____

**

7.0 Progress Photos



Mudmat being poured for a foundation



Rebar installation



Foundation pour



Access road installation to substation