

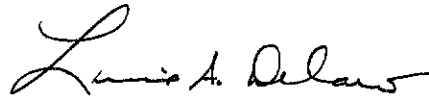
CERTIFICATE OF CORPORATE OFFICER

COMES NOW Laurie A. Delano, of lawful age, and on her oath states that she is Vice President – Finance and Chief Financial Officer of The Empire District Electric Company (the “Company”); that she is authorized to make these statements on the Company’s behalf; that she is familiar with the facts and circumstances addressed herein; that she has made reasonable inquiry with respect to same; and states as follows:

1. The interest rate on Company’s \$60,000,000 First Mortgage Bonds 4.27%, Series Due 2044 is consistent with securities of comparable credit quality and maturities issued by other issuers.

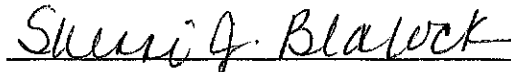
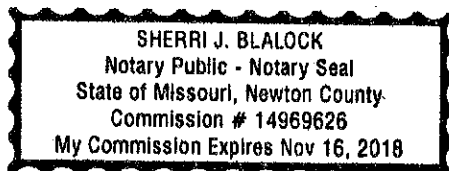
2. The proceeds derived from the above series of First Mortgage Bonds are to be used exclusively for the benefit of the Company’s regulated electric utility operations.

FURTHER AFFIFANT SAYTH NOT.



Laurie A. Delano
Vice President – Finance and
Chief Financial Officer

Subscribed and sworn to before me this 1st day of December 2014,



Notary Public

My commission expires November 16, 2018