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February 1, 2006

J. Dale Youngs
Blackwell Sanders, et al.
4801 Main Street, Suite 1000
Kansas City, MO 64112

VIA FACSIMILE (983-8080)

Christopher M. Reitz
Aquila, Inc.
20 West 9th Street
Kansas City, MO 64105

VIA FACSIMILE (467-9611)

Re: Cass County, Missouri v. Aquila, Inc., Case No. CV104-1443CC

Gentlemen:

I have not heard from either of you with respect to the proposed Order I sent to you both on Monday, January 30, 2006. The Order needs to be finalized and presented to the Court. Until the Order is entered, and until Aquila files its required Bond, Aquila has not been relieved of the obligation to comply with the January 11, 2005 Judgment and thus, with the original terms of the Permanent Injunction.

Moreover, Mark Comley directed to both the PCS, and to Aquila's counsel, a proposed Order to address the Writ case nearly a week ago. No comments have been received. Given Aquila's acknowledgment that the Writ case has been resolved by the Court of Appeals' Opinion, I would think the disposition of the proposed form of judgment in the Writ case should be a matter of formality at this point. If the Writ case is not resolved by Agreement this week, the County will direct Mark Comley to proceed with filing such pleadings as are necessary to dispose that matter.

We assume Aquila will be filing an Application for either rezoning, or for a special use permit for the South Harper Plant and the Peculiar Substation, as evidence of local consent is required before the PCS can issue a certificate of convenience and necessity for the Plant and Substation.

As the County has advised, Aquila's attempt to file its SUP Application on January 20, 2006 was rejected because, at that time, Aquila had not secured relief from the January 11, 2005 Judgment, and, at that time, the only directive in place was an immediate directive to dismantle the Plant and Substation. Obviously, the hearing on January 27, 2006, changed those

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circumstances. Assuming the Order I have prepared as a result of the January 27, 2006 hearing is entered, and assuming Aquila posts its required Bond, the County will not be an impediment to Aquila's required efforts to attempt to secure County consent for the Plant and Substation. If the Writ action is not disposed by the end of this week, via consent, as to require the County to file pleadings requesting such relief from the Court, the County will go ahead and accept an Application for rezoning or for special use permit, and will commence processing same, though it reserves its right to consider the effect of the pending Writ case on the outcome of such Application.

Please advise.

Very truly yours,

Cindy Reams Martin (by JDD)

Cindy Reams Martin

CRM/jdd

cc: Gary Mallory (via facsimile)
Debbie Moore (via facsimile)
Mark Comley (via facsimile)