BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

In the Matter of The Empire District	)	
Electric Company's 2013 Triennial	)	**Case No. EO-2013-0547**
Compliance Filing Pursuant to 4 CSR 240-22.	)	

MOTION TO AMEND COMMENTS OF DOGWOOD ENERGY, LLC

COMES NOW Dogwood Energy, LLC ("Dogwood") pursuant to Rule 4 CSR 240-2.080(18) and moves the Commission to allow it to amend the comments that it submitted herein on December 2, 2013 by including Exhibits A and B attached hereto. These documents were referenced as attachments in Dogwood's comments (see paragraphs 17 and 32) but inadvertently not attached. Empire and other stakeholders will not be prejudiced by allowing this correction, as the documents have previously been available to them.

WHEREFORE, Dogwood requests that the Commission allow the foregoing amendment.

Respectfully submitted,

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CERTIFICATE OF SERVICE

A true and correct copy of the foregoing document was either mailed, faxed, or emailed this 26th day of December, 2013, to the persons listed on the below service list.

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Exhibit A

Dogwood Energy

Proposal to the

Empire District Electric Company

for

Power Supply Resources

April 18, 2012

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1 EXECUTIVE SUMMARY

Dogwood Energy LLC ("Dogwood Energy") is offering to sell a fractional interest in the Dogwood Facility ("Facility") to the Empire District Electric Company ("Empire") equal to up to 100 MW at SPP summer rating conditions. Such a sale would be governed by the terms and conditions of a negotiated Asset Purchase Agreement. If Empire is interested in a larger ownership interest in the Facility, Dogwood Energy is open to further discussions.

Dogwood Energy offers to Empire an established, operating, commercially proven asset within the SPP area that is available for immediate fractional sale, under the terms of this proposal. The very significant risks inherent in the development, construction, and commissioning of a new facility are avoided with an ownership share in the Facility. The Facility offers proven, reliable operations and under its current ownership has demonstrated an excellent operating record. Currently, the City of Independence, Missouri, the Kansas Power Pool ("KPP"), the Missouri Joint Municipal Electric Utility Commission ("MJMEUC"), and Dogwood Energy co-own the Facility. Dogwood Power Management LLC manages the facility on behalf of, and as agent for, the co-owners.

The Facility is a two-on-one (2x1), natural gas-fired combined cycle power generating facility located in Pleasant Hill, Missouri. It has been in commercial operation in combined cycle mode since February 2002. The generating process includes two Siemens-Westinghouse W501FD2 combustion turbines, each discharging combustion products to a dedicated Toshiba heat recovery steam generator (HRSG). The two HRSGs produce steam which is combined and fed to a single triple-pressure steam turbine. The combined generators, when operated with HRSG duct burners and combustion turbine steam augmentation, yield a nominal plant rating of 650 MW.

The Facility is interconnected to the Southwest Power Pool ("SPP") regional transmission system at 161 kV through KCPL-GMO's Pleasant Hill Substation. The interconnection is subject to the terms of a recently updated Generator Interconnection Agreement with SPP that accommodates the full output capability of the facility. The Facility's assets include a seven mile pipeline spur that connects to both the Southern Star and Panhandle Eastern interstate pipelines, providing fuel supply redundancy. The Facility draws water from the Kansas City, Missouri municipal supply and is permitted as a zero liquid discharge facility, and as such, processes all waste water – both process and sewer – on site.

The Facility is fully permitted for operation and has maintained an excellent record of compliance with all regulatory and environmental permits. Dogwood Energy also maintains a positive relationship with the Missouri Department of Natural Resources and has proactively worked to maintain compliance through diligent operations. Dogwood Energy holds safety as a core value, and has maintained an excellent safety record. Dogwood Energy is an active and

respected member of the state and local communities, including participation in Chambers of Commerce and an active philanthropic program.

Dogwood Energy believes that the avoidance of development risk in combination with proven, reliable operation and attractive pricing makes this offer for sale the best value to fill Empire's resource needs.

The following sections define the offer being made under this proposal and provide Empire with a variety of technical, operational, and business information about the Dogwood Facility.

2 OFFER DETAIL

Dogwood Energy is offering to sell to Empire an undivided 16.4% interest (the "Acquired Interest") of the Dogwood Facility, a nominal 650 MW combined cycle power plant, as described herein. At SPP summer rating conditions, the facility generates 611 MW (per the temperature-adjusted 2010 capacity test results), such that the 16.4% interest equates to 100 MW, at such conditions. To the extent that Empire may be interested in purchasing a larger or smaller interest in the facility, Dogwood Energy is open to further discussions, subject to a minimum share purchase level of 40 MW.

The Acquired Interest is offered at ***sixty-seven million, seven hundred and sixty thousand dollars ($67,760,000)***, assuming the sale closes (the "Closing") on January 1, 2014. The offer price will be adjusted down or up at a rate of 10% per annum for closing before or after, respectively, January 1, 2014.

The offer contained in this proposal is an indicative, non-binding offer to Empire. Notwithstanding anything to the contrary herein, this offer and any transaction contemplated hereby, or entered into in connection herewith, is subject to the approval of Dogwood Energy's Board of Directors, in its sole discretion, as well as to the execution of a mutually acceptable Asset Purchase Agreement. Prior to the execution of such a definitive agreement, we reserve the right to withdraw this offer at any time. Any sale shall be solely governed by the terms and conditions of the negotiated Asset Purchase Agreement and applicable law.

3 PROJECT DESCRIPTION

The Dogwood Facility is a fully operational combined cycle plant operating in Pleasant Hill, Missouri. The following sections provide additional details on the key aspects of the facility. The facility is currently operated by NAES. NAES was formed in 1980, and is the industry leader in providing third-party operation and maintenance services with a broad range of generating technologies, fuels and operating modes. Owners of the facility provide direction regarding the management of the facility through Dogwood Power Management LLC (DPM). DPM is responsible for the management of the facility as agent for the owners.

3.1 GENERATION EQUIPMENT DESCRIPTION

The Dogwood Facility is a nominal 650 MW, combined cycle natural gas-fired generating station. It consists of two Siemens Westinghouse 501FD2 combustion turbine generators (CTGs) and two Toshiba triple-pressure heat-recovery steam generators (HRSGs) operating in a combined cycle with a Toshiba reheat-type condensing steam turbine generator (STG), and associated equipment. Each HRSG has a supplemental natural gas duct burner system, which together increase generating output by approximately 80 MW. For maximum peak output, CTG steam power augmentation can be applied to yield an additional 25 MW. The Facility entered into combined cycle commercial operation in February 2002, and is connected to the KCPL-GMO transmission system through a 161 kilovolt (kV) switchyard to a KCPL-GMO substation located north of the site.

Natural gas is delivered to the site via a dedicated 7.25 mile pipeline that provides fuel supplies from nearby pipelines owned by Panhandle Eastern Pipeline Company and Southern Star Central Gas Pipeline. A gas pressure regulating and metering station is located onsite.

A fuel gas system receives and conditions the natural gas supplied from the metering and regulating station for use as fuel in the CTGs. This system also supplies and regulates the natural gas to the duct burners and the wastewater treatment system auxiliary boiler.

The CTGs are equipped with low nitrogen oxide (NO_X) combustors for control of NO_X emissions. The HRSGs are equipped with selective catalytic reduction (SCR) systems to further reduce the NO_X emissions from the CTGs and the HRSG duct burners. Anhydrous ammonia is sprayed into the CTG exhaust gas between the duct burners and the SCR and reacts in the presence of the catalyst to reduce stack NO_X emission levels.

The STG converts the steam produced by the HRSGs into additional electrical power. The STG is a tandem compound, sliding pressure unit composed of one combined high pressure/intermediate pressure (HP/IP) casing, and one double flow low pressure (LP) casing. A

100 percent capacity steam bypass system allows for the start-up of the HRSGs and operating the CTGs in simple cycle when needed.

The circulating water system includes a mechanical draft cooling tower to reject heat to the atmosphere. The circulating water system provides cooling water to the condenser for condensing exhaust steam from the STG, and provides cooling water to the closed cycle cooling water system, which provides cooling to a number of pieces of equipment within the site. An auxiliary cooling water pump provides cooling water to the closed cycle cooling water heat exchangers during plant shutdown.

The mechanical draft, seven-cell cooling tower is constructed of wood and designed to operate at a minimum of four cycles of concentration. The cooling tower has two-speed fans and a bypass system for winter operation.

A fire protection water supply system consisting of a pressure maintenance pump, an electric motor driven fire water pump, a diesel engine driven fire water pump, and piping/valves provides water under pressure to the site fire protection system (i.e., fire hydrants and fixed water suppression water stations).

A compressed air system consisting of two full capacity air cooled compressors, two dual tower full capacity desiccant air dryers, one main air receiver, and associated piping supply clean, dry air at the required pressure for the pneumatic controls, transmitters, instruments, valve operators, and other nonessential air requirements.

Potable water and makeup water for plant operations are supplied to the facility by Kansas City, Missouri. Raw water is stored in a 1.2 million gallon above-ground storage tank ("AST"), of which approximately 25 percent (300,000 gallons) is dedicated for fire protection.

The wastewater collection system collects all wastewaters originating within the plant and routes them to the cooling tower basin, which is pumped into the two wastewater ASTs for treatment by the zero liquid discharge ("ZLD") system. The ZLD system processes all wastewater from the two wastewater ASTs. Wastewater is first treated by an evaporator system that significantly concentrates the solid contaminants which are then fed to a crystallizer system in the form of slurry. The pure evaporated water stream is compressed and returned to the cooling tower basin as water cycle make-up. The crystallizer, operating at approximately 230 degrees Fahrenheit, further concentrates the solid contaminants and discharges the highly concentrated slurry stream to a filter press. The filter press removes most of the remaining water, leaving behind a non-hazardous solid product that is disposed of offsite at a licensed landfill. Water from the filter press is recycled to the crystallizer feed tank. Purified water evaporated in the crystallizer process is vented to atmosphere.

The operation of the various process systems is controlled through an integrated combination of control systems. The combustion turbines and steam turbine have dedicated control systems provided by the original equipment manufacturers. Most of the balance of plant equipment is then controlled by an Emerson Ovation DCS system, and some subsystems such as the duct burners and ZLD system have dedicated PLCs. To varying extents and as necessary to provide coordinated and safe operation of the entire plant, the control systems are interfaced to each other. Most key operating data points are recorded in a PI data historian, allowing subsequent data analysis and trending.

3.2 Location of Project and Site Description

The Facility is located near Pleasant Hill, Missouri and about 30 miles southeast of Kansas City, Missouri. The project is situated on approximately 67 acres. The location and property layout are shown in Figures 1 and 2 below.

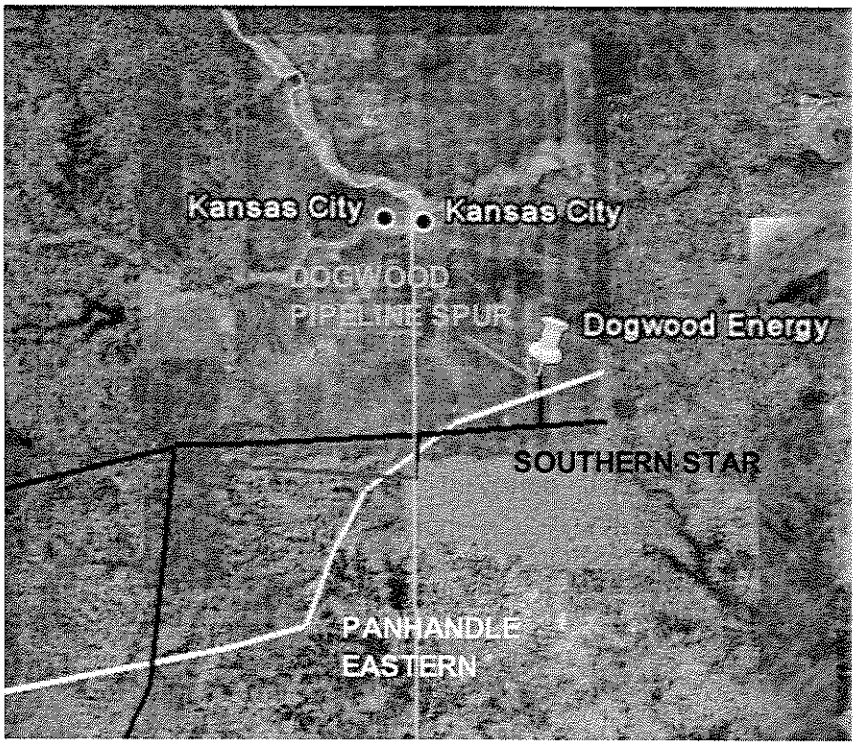
In addition to the facility proper, the approximately seven-mile natural gas pipeline spur owned by the project and discussed above is shown schematically in Figure 3.

The project was built under an economic development plan with Cass County, Missouri and leased back to the original owners to facilitate the payments in lieu of property taxes. As a result, the Facility is currently under a Chapter 100 Bond lease agreement through December 1, 2027. With the recent changes in joint ownership of the Facility, non-taxable entities owning a share of the facility may own their share of the Facility in fee. Taxable owners may continue to hold their share of the facility under the lease.

Figure 1. High level aerial view of the Dogwood Facility and surrounding areas.

Figure 2. Close-up aerial view of Dogwood Facility.

Figure 3. Schematic of Dogwood's gas pipeline spur.



3.3 INTERCONNECTIONS

The following sections detail the electrical, fuel, and water interconnection facilities.

3.3.1 ELECTRICAL TRANSMISSION

The Facility is interconnected to the Pleasant Hill electrical substation owned by KCPL-GMO. The substation has two 345kV and three 161kV interconnections to the SPP System. The Facility's interconnection is under the terms of a Generation Interconnection Agreement ("GIA") (dated 12/22/10) by and between Dogwood Power Management, the Southwest Power Pool, and the Kansas City Power & Light Greater Missouri Operating Company.

The GIA provides the Facility with the right to inject power into the transmission system on an "as available" basis. Summertime generation is permitted at 643 MW, and wintertime generation is permitted up to 675 MW, both of which are ample for the Facility's operating capability. The agreement has a ten-year term through 2020, but automatically renews on an annual basis. The agreement may only be terminated by Dogwood Power Management, unless the facility ceases commercial operation.

3.3.2 FUEL SUPPLY

Natural gas fuel is supplied by a 7.25-mile, 16-inch diameter gas transmission line owned by the Facility with interconnections to the Southern Star Central Gas pipeline and the Panhandle Eastern pipeline systems.

Under an existing transportation agreement with the Southern Star Central Gas pipeline, the owners may nominate and receive up to 35,000 dekatherms per day of natural gas, on a firm basis. The agreement's term runs through November 1, 2013 and is renewable. Historically, Dogwood Energy has also purchased non-recallable, released capacity on the Southern Star system during summer months to meet peak power generation season demands and will enter into such agreements from time to time on a short-term basis, as necessary.

Under an existing transportation agreement with the Panhandle Eastern pipeline, the owners may nominate and receive up to 50,000 dekatherms per day of natural gas, on an interruptible basis. The agreement's term runs through December 31, 2012.

3.3.3 WATER SUPPLY

Per the terms of a Water Purchase Agreement, process and potable water are supplied to the Facility by the City of Kansas City, Missouri through a 30-inch water main. Under this agreement, the Facility may take delivery of up to 2,500 gallons per minute, supplied at 40 psig. The agreement's term runs through June 1, 2021, and then automatically renews in five-year increments unless a party elects to terminate.

3.3.4 SEWER

As mentioned above, the Facility processes all wastewater on site, and does not have a sewer interconnection.

4 REGULATORY AND ENVIRONMENTAL COMPLIANCE

As an existing facility, the Dogwood Facility is fully permitted for operation. The Facility is in full compliance with those permits and has an active culture of compliance with all environmental and regulatory requirements.

4.1.1 PERMITS AND PLANS SUMMARY

Table 1 below summarizes the regulatory and environmental permits and approvals under which the facility currently operates.

Table 1. Matrix of Environmental and Regulatory Permits and Approvals.

	Permit/Approval Description	Issued Date	Expire Date
Air Resources			
Air Construction and Operating Permit (PSD)			
1	Amended Permit to Construct and Operate, Permit No.042009-009 (Performance Upgrade Project)	4/16/2009	N/A
Air Operating Permit (TV)			
2	Title V Operating Permit, Permit No. OP2009-016	6/17/2009 Amended 1/8/2010-A 4/20/2010-B	6/16/2014
Air Operating Permit (Title V) includes Acid Rain Requirements			
3	Title IV: Acid Rain Permit No. OP2010-024	1/1/2010	12/31/2014
Water Resources			
Storm Water			
4	Modified NPDES Multi-sector General Storm Water Permit - Missouri Sate Operating Permit: MO-0124940 (March 9, 2007)	5/12/2010	5/11/2015
4a	Storm Water Pollution Prevention Plan (SWPPP) - Updated	5/1/2008	N/A
Hazardous Materials			
5	Acknowledgement of Notification and Assignment of EPA Identification Number, EPA ID # MOR000503847 for a Hazardous Waste Generator	10/23/2008	N/A
Other Environmental Permits/Approvals/Plans			
6	Solid Waste - Johnson County Industrial Solid Waste Disposal Authorization - 07-099	4/13/2011	4/13/2012
7	Spill Prevention, Control and Countermeasure (SPCC) Plan, Rev 2 (July 2010)	5/1/2008	N/A
8	Missouri Department of Public Safety Division of Fire Safety Inspection Certificate Boiler Certificates of Operation & Proof of Inspection - 44 Pressure Vessels - one & two year inspections varies.	Inspection 2/24/2010 4/16/2010	Expiration 2/24/2012 4/16/2012
9	Risk Management Plan EPA No: 100000177364 - Updated	7/9/2008	7/9/2013
Non-Environmental Permits/Approvals/Plans			
10	FCC - Radio Station Authorization FRN# 0015860661	12/20/2006	11/9/2015
11	Certificate of Occupancy Permit No. 20368	2/8/2002	None

4.1.2 EMISSION DATA

The following table summarizes the air pollution emission limits under the Facility's Title V Operating Permit. Dogwood operates in strict compliance with all specified limits.

Table 2. Title V Operating Permit Limits.

Pollutant	Per Unit without Duct Burner Firing	Per Unit with Duct Burner Firing
PM_{10}	0.013 lb/MMBtu	0.015 lb/MMBtu
SO_2*	n/a	n/a
NO_x	4 ppm	4 ppm
VOC	3 ppm	0.012 lb/MMBtu
CO		
70 - 100% Load	10 ppmv	17.1 ppmv
40 - 70% Load	50 ppmv	n/a
Power Augmentation	15 ppmv	24.2 ppmv
Opacity	<20	<20

All ppm values are corrected to 15 percent oxygen on a dry basis

* Maximum Total Sulfur content of the fuel is 20.0 grains/100 scf

5 ORGANIZATIONAL INFORMATION

5.1 CORPORATE STRUCTURE AND HISTORY

Dogwood Energy is a Delaware-registered limited liability corporation with a majority ownership stake in the Dogwood Facility, in Pleasant Hill, Missouri. The generation of electricity for sale at wholesale into the SPP market is Dogwood Energy's sole business enterprise. Dogwood Energy is headquartered in Columbia, Maryland and was formed in 2006 when the Facility was purchased from Calpine.

Dogwood Energy is owned by Kelson Holdings LLC, a Delaware corporation formed on July 15, 2005. Kelson Holdings has owned an array of combined cycle plants over the last decade, for the purpose of independently selling power into regional markets. Kelson Holdings is headquartered in Columbia, Maryland. Additional detail regarding Kelson's assets and its experience can be made available upon request. The following table highlights Kelson's major holdings since 2005.

Table 3. Kelson Holding's Historical Generating Fleet.

Facility Name	Location	Technology	Capacity (MW)
Cottonwood	Texas	CCGT	1,268
Dogwood	Missouri	CCGT	650
Magnolia	Mississippi	CCGT	968
Redbud	Oklahoma	CCGT	1,230
Calgary	Alberta	CCGT	300
Island Cogen	British Columbia	CCGT	260
King City	California	CCGT	120

Dogwood Power Management, under direction from the Facility owners, provides asset management for the Dogwood Facility. Daily operations and maintenance are performed by plant personnel under the employment of NAES Corporation. NAES has extensive experience operating power plants, with a total of 50 GW under contract.

5.2 PLANT HISTORY AND STATUS

The Dogwood Facility was jointly developed by Calpine and Aquila, using Black & Veatch as the EPC contractor. The facility achieved full commercial operation in February 2002, after a brief period of simple cycle operation starting in 2001. Kelson Energy purchased the facility in early 2007 through its subsidiary Dogwood Energy.

Recently, Dogwood Energy completed sales of ownership shares of the facility to the City of Independence (12.3%), MJMEUC (8.2%) and KPP (7.0%). As part of the ongoing sale process, many of the agreements mentioned above have been transitioned to Dogwood Power Management, which manages the facility on behalf of the co-owners. Dogwood Power Management has contracted with Westar Energy to provide energy management and fuel procurement services for the Facility on behalf of the co-owners. The joint ownership and operation of the Facility is governed by a FERC-approved Participation Agreement.

After a period of dormancy prior to Kelson's purchase, the Facility was recommissioned in 2007 and returned to routine operation for the Summer 2007 peak operating season. Since 2007, both plant and corporate management have maintained a strong focus on optimizing maintenance programs and implementing a variety of reliability and performance improvement projects. In 2008, Dogwood Energy contracted with Siemens Energy to provide ongoing combustion turbine (CT) maintenance and monitoring. As part of that contract, Siemens also implemented a performance upgrade package, where various new components and controls were installed during the scheduled major inspections in 2009. The result of that upgrade was an increase in the plant's nominal rating from 625 MW to 650 MW as well as a reduction in heat rate. With the completion of the major inspections in 2009, the next scheduled inspections are minor in nature and are expected to occur in late 2012 or 2013.

Table 4 highlights an array of operating metrics which illustrate how the Facility has operated in recent years. Since Dogwood Energy purchased the Facility in 2007, improvement efforts have significantly improved the operations of the Facility. Note that the comparatively lower availability in 2007 was due to the recommissioning effort completed during the first half of that year. Similarly, the reduced availability in 2009 was due to scheduled, month-long major inspections performed on both combustion turbines and the steam turbine, and again in 2011 was due to extended outages undertaken for Siemens to replace turbine blades under warranty.

Combustion turbine starting reliability has been a major focus of the reliability improvement initiative. In conjunction with the 2009 overhauls, a starting reliability improvement package was installed on each CT, blending improved control schemes with upgraded hardware components. Since that implementation, starting reliability has made a step change from well below ninety percent to the upper nineties.

Table 4. Recent Operating Statistics, 2005-2011.

	2005	2006	2007	2008	2009	2010	2011
Starts Per Year	152	41	245	310	130	177	173
Forced Outage Factor	5.5%	35.2%	8.3%	0.6%	1.2%	1.2%	2.3%
Capacity Factor	6.3%	2.9%	15.6%	24.2%	15.8%	15.5%	14.0%
Equiv. Availability	88.8%	63.3%	81.0%	90.3%	85.3%	94.7%	85.6%
Generation (GWh)	280	14	777	1,217	871	894	797

6 OTHER INFORMATION

The following sections provide additional information about the Dogwood Facility.

6.1 ONGOING SALE PROGRAM

Dogwood Energy continues to be engaged in an active sale program with several load serving entities (including municipal utilities and power authorities) primarily in Kansas and Missouri. Dogwood Energy has closed on three of these sales with buyers participating in its first round of sales (as indicated above) and has signed letters of intent with additional to sell fractional ownership interests not being offered to Empire under this proposal.

6.2 FACILITY EXPANSION OPPORTUNITY

The Dogwood Facility has physical space to site additional generating units for future expansion. In addition to the existing 650 MW combined cycle generation equipment, the Facility was designed to accommodate another 300 MW of combustion turbines for use as peak generation facilities.

6.3 FUEL SUPPLY STRATEGY

The following sections detail Dogwood Energy's current and potential future strategies for fuel supply.

6.3.1 YEAR ROUND OPERATIONS

The current owners have under contract 35,000 MMBtu/day of firm transportation on Southern Star from the Kinder Morgan Pony Express interconnect to the Facility's pipeline spur connection. This agreement provides enough firm transportation to the plant to operate in 1x1 mode at full load, including duct burners, for approximately 16 hours per day or at nearly full base load in 1x1 for 24 hours per day. Under this agreement, the Production / Market Interface (PMI) has typically been used as a secondary receipt point and gas is sourced at that location during most days throughout the year. Operational Flow Orders (OFOs) typically restrict usage to only the primary receipt point no more than two to three days per winter, at which time Dogwood Energy has arranged for deliveries at the Pony Express interconnection.

6.3.2 SUMMER OPERATIONS

The Facility has typically purchased an additional 15,000 MMBtu/day or more of non-recallable, released capacity on Southern Star during the summer season as a hedge on transportation costs and to cover firm power sales with firm transportation as needed. Prior to owning the year round transportation described above, the Facility would purchase as much as 50,000 MMBtu/day of released capacity for the summer period. Dogwood Energy's experience has been that firm, non-recallable, released capacity is typically available from the PMI to the Facility's interconnection point at full tariff rates during summer months. Dogwood Energy has also purchased

comparatively smaller amounts of recallable released capacity at discounts to full tariff rates from time to time. Since the region is winter peaking for gas supply, Dogwood Energy expects continued availability of released capacity in the summer periods. The Facility's typical maximum summer peak day natural gas usage ranges from 70,000 to 80,000 MMBtu/day.

6.3.3 Opportunities for Future Fuel Transportation and Supply Expansion

As part of Dogwood Energy's future fuel supply and transportation planning efforts, for both ourselves and other potential co-owners of the facility, we have been discussing natural gas transportation and supply options with various parties.

Southern Star has recently approached the co-owners with an expansion opportunity for additional firm transportation to the facility. The planned expansion would give the Facility access to 60,000 MMBtu/day of firm transportation, which would be comprised of 50,000 MMBtu/day from the PMI and 10,000 MMBtu/day from Pony Express interconnect. Construction could be completed as early as the summer of 2014. The proposal from Southern Star would require a 20-year term and approximately a $12 million credit facility at the signing of an agreement. No agreement has yet been negotiated and signed for such additional firm transportation with Southern Star.

6.4 Community Relations

Since construction, the Facility staff, Dogwood Energy, and Dogwood Power Management have worked to maintain good standing in the community through a variety of means. Periodically, community representatives and county officials have participated in site tours as an opportunity to become familiar with the facility's design and the plant personnel. Dogwood has an active philanthropic program through which it supports a wide variety of community events such as the county fair, sports tournaments, youth organizations and scholarships. Dogwood is also an active member of the Pleasant Hill Chamber of Commerce and the Missouri Chamber of Commerce. Plant management maintains relationships with the homeowners in nearest proximity to the facility in order to communicate and coordinate any unusual events.

Plant management also actively maintains good relations with local emergency response agencies. The local police, fire department, and first responders are invited to the site on an annual basis to provide familiarization with both the operating staff and the physical site. The management team takes advantage of these opportunities to coordinate response to specific emergency scenarios.

Exhibit B

Empire's Compliance Plan

- Transition Riverton Units 7 and 8 from coal to natural gas – Completed in September of 2012
- Retrofit Asbury Unit 1 with scrubber, baghouse and activated carbon injection (ACI)
  - Expected completion – Early 2015
  - Expected cost - $112M - $130M
  - Retrofitted Asbury Unit 1 with Selective Catalytic Reduction (SCR) in 2008 at cost of ~$32M
- Retire Asbury Unit 2 – End of 2013
- Riverton Unit 12 conversion to combined cycle
  - Expected completion – Mid 2016
  - Expected cost - $165M - $175M
- Retire Riverton Units 7, 8 and 9 when Riverton 12 combined cycle is completed – Mid 2016