

SPECIAL USE PERMIT APPLICATION

for the

**South Harper Peaking Facility Project
Cass County, Missouri**

May 2008

**Submitted by
Aquila, Inc.**



Aquila



Aquila

Max A. Sherman
Vice President,
Strategic Initiatives

20 West Ninth Street
Kansas City, MO 64105
Tel 816-527-1114
Tel 816-737-7455

May 5, 2008

Mr. Lee Morris
Zoning Director
Cass County Court House
102 E. Wall Street
Harrisonville, Missouri 64701

Re: Special Use Permit Application for South Harper Peaking Facility

Dear Mr. Morris:

Enclosed please find a detailed Special Use Permit Application for the above electric generating facility including supporting documentation as itemized in the Table of Contents, and as further set forth in the various appendices which are part of the Application. We believe the Application meets the requirements of the Cass County 2007 Zoning Order. Should you find that there are additional matters which are required, please advise and we will promptly comply. Should the County desire to send this application to an outside engineering firm for further review, please advise how many additional copies are needed and where they are to be delivered.

We are not aware of the correct filing fee, and will provide it upon notification by the County of the required amount.

Since we do not know the date that your office will schedule the matter for public hearing before the Planning Board, we have not submitted the newspaper publication nor the letter to the property owners within 1,000 feet of the subject tract. We would appreciate you advising us of a proposed hearing date with ample lead time to permit the proper newspaper publication and certified mail notice to property owners.

Should you have any questions, please do not hesitate to contact Mr. Ed Clemmons (540-5100) or myself. We look forward to working with the County on this matter.

Very truly yours,

Max Sherman
Vice President, Strategic Initiatives

cc: Ed Clemmons
Scott Heidtbrink

Enclosures

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Submitted by:

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20 W. 9th Street
Kansas City, Missouri 65206



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Appendix B – Title Report

Appendix C - Site Plan

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Appendix F – Facility Security Guidance Documents

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- Permit to Construct
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- Ground Level Emissions Comparison Memo
- NPDES Land Disturbance Permit
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- NPDES Land Irrigation Permit
- Sanitary Wastewater/Sewage Lagoon Permit
- Occupancy Permit
- US Army Corps of Engineers Correspondence
- US Fish & Wildlife Correspondence
- Missouri Department of Conservation Correspondence
- State Historic Preservation Office Correspondence
- Structure Height Notification Memo
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- Water Supply Agreements
- Fire Protection Agreement



Aquila

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1.0 SPECIAL USE PERMIT APPLICATION

1.1 REQUEST FOR SPECIAL USE PERMIT

Aquila, Inc. (Aquila) has prepared a Special Use Permit (SUP) application and is submitting it on behalf of itself, as lessee and operator, and the City of Peculiar, Missouri (City) as owner.

Aquila, on behalf of the City, requests a SUP for an Electric Power Generation facility pursuant to the Cass County, Missouri Zoning Order 2007, and the Partial Chart of Permitted Uses by Zoning Designation attached to the Zoning Order (SIC No. 491, Electric Services and Power Generation, including Wind Generators. This Zoning Order was adopted under the authority granted by R.S.Mo. 64.211 (and 64-905) et. seq. as amended. According to the Zoning Order and Partial Chart of Permitted Uses, Electric Services & Power Generation (Group No. 49, SIC Code 4911) is a permitted use on property zoned as Heavy Industrial (I-3) or as Agricultural District (A), as long as a SUP is obtained. The subject property is currently zoned as "A". The SUP is being requested for the electric power generating facility known as the South Harper Peaking Facility (Facility). The Facility is located west of South Harper Road and south of 241st street in Cass County, Missouri, approximately 2 ½ miles southwest of the City (Figure 1-1). A detailed project description is located in Section 2.0 of this application.

City is the owner of the Facility as of the date of this application pursuant to a Chapter 100 property tax structure and associated bond issue.

The portion of property that the SUP is being requested for is 38.17 acres and is located in the northeast quarter of the northeast quarter of Section 32, Township 45 North, Range 32 West (Property Exhibit Drawing - Appendix A). The legal description for this property is located on the drawing in Appendix A. This 38.17-acre property is the southern portion of a larger parcel owned by the City of Peculiar (Appendix A), which is approximately 73.58 acres. The northern portion of the property is not subject to this SUP request as it is anticipated to remain undeveloped. A legal description for just the northern property has also been included on the drawing.



Aquila

SPECIAL USE PERMIT APPLICATION





This application was prepared based on our understanding of the Cass County 2007 Zoning Order. We note that Cass County's Comprehensive Plan Update – 2005 (page 2) states:

“If applications for zoning changes are in accordance with the plan they are presumed to be reasonable. If zoning change requests are not in accordance with the Plan, but are perceived as reasonable, the County should review its planning and regulatory documents and amend either the zoning order or the plan.”

As explained in Section 1.4 below, we believe the request for a special use permit is reasonable when considering the existing land use designation and mix of land uses in the area.

1.2 PURPOSE AND NEED

The Facility was constructed to partially replace a purchase power contract that expired May 31, 2005. The contract was for 500 megawatts (MW) of capacity during the summer months and 200 MW in the winter. With increasing demand in Aquila Networks' Missouri service area and the need for year-around peaking capability, the Facility's three (3) simple cycle combustion turbines (CTs) provide flexibility to meet the needs of Aquila's customers. Aquila has concluded that ownership of peaking generation is an essential component of its least-cost plan, and has so advised the Missouri Public Service Commission Staff. Aquila's Western Missouri service area includes much of Cass County, a first class noncharter county, which is one of the fastest growing areas served by Aquila. Aquila directly serves approximately half the people of Cass County, and its transmission network serves all the county including customers of other utilities.

1.3 COMPLETED APPLICATION FORM

As required, a completed and signed Application Form has been included within this application package and is located after page 1-4 of Section 1.0. The required filing fee will be provided when the required amount is known.

1.4 LAND USE COMPATIBILITY

The Facility appears to be fully consistent with the existing Multi-Use Tier designation that presently applies to much of the site, and the characteristics specified for that designation, as explained below.



The Cass County, Missouri Comprehensive Plan Update 2005 (Plan - dated February 1, 2005), designates the eastern portion of the property (along South Harper Road) as a Multi-Use Tier. Multi-Use Tier is defined by the Plan (p. 25) as follows:

"These are areas near towns and cities and along paved highways and thoroughfare roads where non-agricultural development, such as commercial and industrial uses, and residential development that is denser than 20-acre lots, is encouraged. Large-scale development is allowed, including commercial and industrial zoning, provided there are provisions for direct access to paved roads." [Italics added]

Much of the site, property north and east of the site, and a natural gas compressor station surrounded by the site on three sides are also designated as Multi-Use Tier on Cass County's Land Use map in the Plan. The area north of 241st Street, from South Harper road until the end of 241st, and land east of South Harper Road, as far south as 251st Street, are so designated. Use of the site for the Facility appears fully consistent with the Multi-Use Tier definition.

The subject property and neighboring properties contain a high-voltage electric transmission line and two (2) Southern Star high-volume natural gas pipelines. Adjacent to the subject property are an existing Southern Star Natural Gas Compressor Station, whose construction predates Cass County zoning, and a communications tower immediately north of the compressor station. Therefore, the Facility appears to be consistent with current site and neighboring land uses. As noted above, an electric power generation facility appears to be an acceptable use on agriculturally zoned land, which the subject site is currently zoned, subject to obtaining a special use permit.

The Plan also specifies characteristics of the Multi-Use Tier designation on page 28:

"The Multi-Use Tier is representative of development areas within Cass County that exhibit the following characteristics:

- Positioned as *transition areas from urban to rural densities*
- *Located along rural highways, major arterials and intersections, or close enough to such major roads to provide access for more intense levels of non-agricultural traffic, and*
- Predominantly developed for a mix of land uses: residential, industrial and commercial purposes."



The site is consistent with these characteristics. It is located south of recently developed residential properties that are located on or north of 241st Street with typical lot sizes of 3+ acres, or north of the site along South Harper Road. Farmland is south, east and west of the site, as are several residences. The location is clearly in a transition from rural use to a more urban environment as the area north of the site has developed. The site is located along South Harper Road, a major arterial in that part of the county, near the intersection with 243rd Street. Ready access to the property is via a paved entrance driveway. Non-agricultural traffic can access the site via Highway C and 243rd Street, a route from Peculiar that is fully asphalt paved (vs. chip and seal). Land use in the area, as described below, is a mix of including residential, agricultural, and industrial (the natural gas compressor station).

The northern portion of the property that is not subject to this re-zoning and SUP request currently consists of open agricultural lands and one resident. The open agricultural property currently contains farm ponds, hayfields, pastures, and electrical transmission line structures. The residence is currently being leased and occupied by Mr. and Mrs. George Bremer. The eastern portion of the property is designated as a Multi-Use Tier by the Plan; however, the City and Aquila have no current or future plans for developing this area. This entire northern property is anticipated to remain as its' current use.

Adjacent properties within 1000 feet of the Facility property are zoned as agricultural and residential, with the exception of the Southern Star Natural Gas Compressor Station, which may be exempt from zoning (grandfathered). The compressor station has been operating since the 1950's and predates county zoning.

It is believed that operation of the Facility does not adversely impact local infrastructure (roads, schools, etc.) as the majority of workers are from the region and commute to the Facility from their existing homes.

1.5 CERTIFIED LIST OF PROPERTY OWNERS WITHIN 1,000 FEET

A certified list of property owners within 1,000 feet of the entire 73.58-acre parcel has been included at the end of Section 1.0 (after the Application Form).

1.6 TITLE REPORT

Provided in Appendix B.

CASS COUNTY
SPECIAL USE PERMIT APPLICATIONReturn Form to:

Office of Zoning Administration

Cass County Courthouse

102 East Wall Street

Harrisonville, MO 64701

(816) 380-8131

[(816) 380-8130 Fax]

For Office Use Only

Case ID.: _____

Public Hearing Date: _____

Date Advertised: _____

Date Notices Sent: _____

APPLICANT INFORMATION:

Applicant: Aquila, Inc.Phone: 816-467-3830Address: 20 W. 9th St, KC, MOZip: 64105Owner: City of Peculiar, MissouriPhone: 816-779-5212Address: 600 Schug Ave, Peculiar, MOZip: 64078

PROPERTY INFORMATION:

Location of Property: 24900 South Harper Road Peculiar, MO 64078Legal Description: See Appendix A Drawing, Tract 1 DescriptionPresent Zoning Classification: Agricultural Acreage: 38.17Present Use of Property: Electric Services & Power GenerationProposed Land Use Activity: Electric Services & Generation

Article, Section and sub-section (if applicable) allowing for said Special Use to be applied for: _____

Appendix A, SIC Case 491

Article 11 – Special Uses

ADJACENT ZONING AND LAND USE:

	<u>Land Use</u>	<u>Zoning</u>
North	<u>Residential & Industrial</u>	<u>Residential</u>
South	<u>Agricultural</u>	<u>Agricultural</u>
East	<u>Agricultural</u>	<u>NE – Res / SE – Ag</u>
West	<u>Agricultural & Residential</u>	<u>Agricultural</u>

Should this Special Use be valid only for a specific time period? Yes _____ No x

If Yes, what length of time? _____

DOES THE PROPOSED SPECIAL USE MEET THE FOLLOWING STANDARDS? IF YES, ATTACH A SEPARATE SHEET EXPLAINING WHY.	Yes	No
Does the proposed Special Use complies with all applicable provisions of the regulations, including intensity of use regulations, yard regulations and use limitations?	X	
Does the proposed Special Use at the specified location will not adversely affect the welfare or convenience of the public?	X	
Does the proposed Special Use will not cause substantial injury to the value of other property in the neighborhood in which it is to be located?	X	
Does the location and size of the Special Use, the nature and intensity of the operation involved or conducted in connection with it, and the location of the site with respect to streets giving access to it have been planned so that the Special Use will not dominate the immediate neighborhood so as to hinder development and use of neighboring property in accordance with the applicable zoning district regulations?	X	
Off-street parking and loading areas will be provided in accordance with the standards set forth in the zoning regulations, and such areas will be screened from adjoining residential uses and located so as to protect such residential uses from any injurious effect?	X	
Adequate utility, drainage, and other such necessary facilities will be provided?	X	
Adequate access roads or entrance and exit drives will be provided and designed to prevent traffic hazards and to minimize traffic congestion in public streets and alleys?	X	
Adjoining properties and the general public will be adequately protected from any hazardous or toxic materials, hazardous manufacturing processes, obnoxious odors or unnecessarily intrusive noises?	X	

ATTACHMENTS REQUIRED:

1. A site plan as specified in Section of the Zoning Regulations as well as any other information which would be helpful to the Planning Board in consideration of the application.
2. List of property owners located within 1,000 feet of the property.

Scott Herdthum

Applicant's Signature

05-05-2008

Date

20 West 9th Street, KC, MO 64105

Address

816-467-3830

Area Code Telephone Number



P.O. Box 208
Harrisonville, MO 64701
816-380-3445

4/17/2008
800054889

Planning and Zoning Commission

TRACT FOR WHICH REZONING IS REQUESTED:

see attached legal

Owner: City of Peculiar

Prepared For: Aquila
20 W. Ninth St.
Kansas City, MO 64105

To whom it may concern:

An examination of the records of the Recorder of Deeds of Cass County, Missouri, indicates that the owners of the property adjacent to and within 1000 feet of above-captioned are as listed below. As an accommodation to you, we have provided address as they appear in the County Tax Rolls:

1. Williams Natural Gas
P. O. box 2400
Tulsa, OK 74102-2400
2. Laura Reynolds
23920 S. Lucille Ln.
Peculiar, MO 64078

3. Mr. And Mrs. Robert C. Godsy
9900 E. 241st St.
Peculiar, MO 64078
4. Mr. And Mrs. Kris Krahenbuhl
606 Oak Dr.
Raymore, MO 64083
5. Rita Lillig
24020 S. Lucille Ln.
Peculiar, MO 64078
6. Gresham Group
907 Trailway Dr.
Raymore, MO 64083
7. Mr. And Mrs. Patrick J. Dethloff
23925 S. Lucille Ln.
Peculiar, MO 64078
8. Eric B. Tomson
24005 S. Lucille Ln.
Peculiar, MO 64078
9. Heather Lawson
109 W. Sierra Dr.
Raymore, MO 64083
10. Mr. And Mrs. Martin Powers
24021 S. Lucille Ln.
Peculiar, MO 64078
11. Aquila Inc.
10700 E. 350 Highway
Kansas City, MO 64138
12. Jeremy J. Brown
9804 E. 241st St.
Peculiar, MO 64078
13. Jacqueline b. Thomas
9812 E. 241st St.
Peculiar, MO 64078
14. Mr. And Mrs. Oscar McCord
9908 E. 241st St.
Peculiar, MO 64078
15. Robert B. Martin
23919 S. Harper Rd.
Peculiar, MO 64078
16. Mr. And Mrs. Gary L. Crabtree
24005 S. Harper Rd.
Peculiar, MO 64078
17. Mr. And Mrs. Samuel E. Walton
24101 S. Harper Rd.
Peculiar, MO 64078

18. Mr. And Mrs. Michael J. Gerant, Jr.
24107 S. Harper Rd.
Peculiar, MO 64078
19. James H. Dillon
4500 Crisp Ave.
Kansas City, MO 64133
20. Francis D. Dillon
24211 S. Harper Rd.
Peculiar, MO 64078
21. Mr. And Mrs. James E. Doll
10312 E. 243rd St.
Peculiar, MO 64078
22. Darlys M. Bremer
24305 S. Harper Rd.
Peculiar, MO 64078
23. Mr. And Mrs. George Hammond
25600 S. Harper Rd.
Peculiar, MO 64078
24. Mark R. Andrews
24407 S. Overfelt Rd.
Peculiar, MO 64078
25. Mr. And Mrs. David Luttrell
9801 E. 241st St.
Peculiar, MO 64078
26. Vernon W. Miller
23600 S. Harper Rd.
Peculiar, MO 64078

Coffelt Land Title, Inc.


Rosemary Gentry

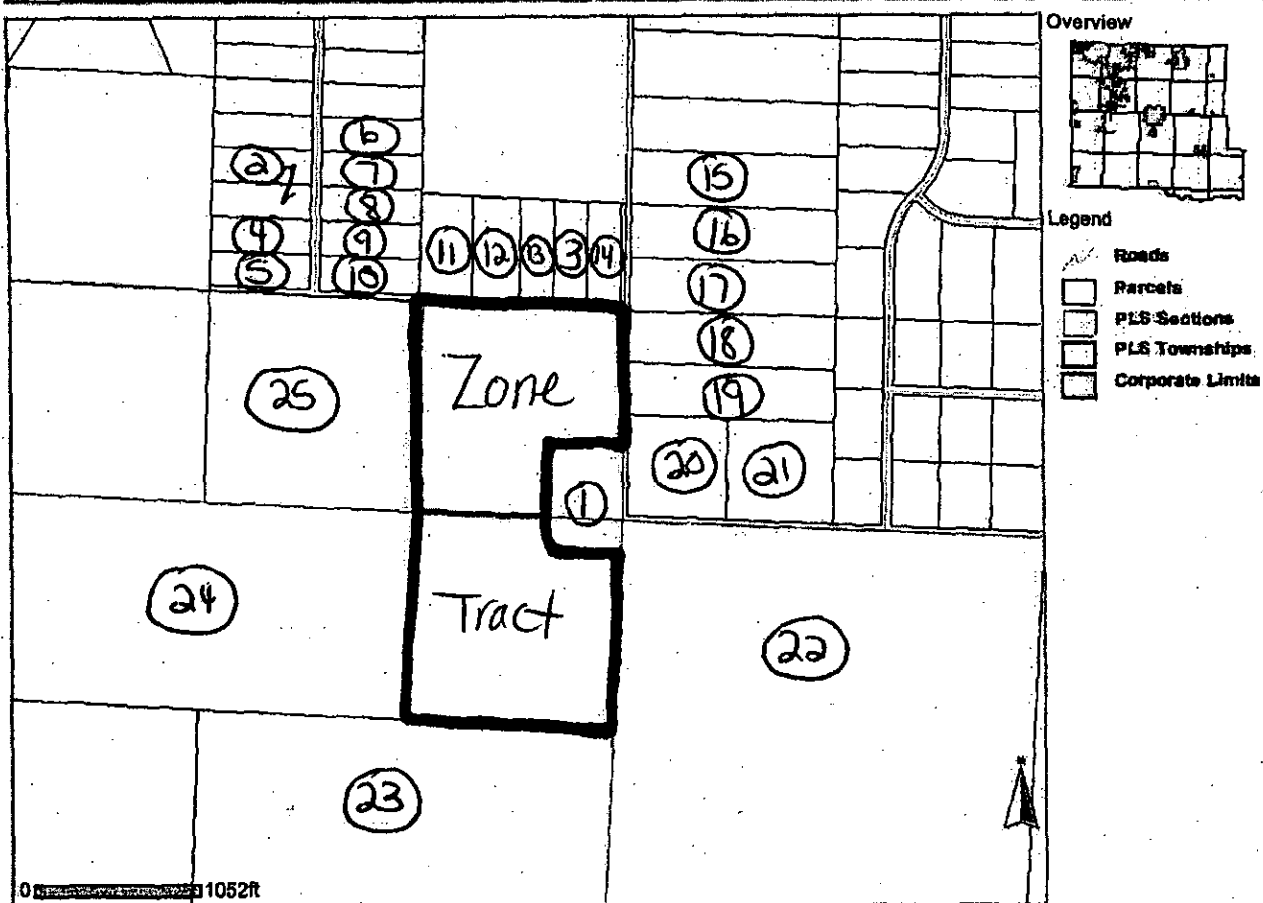
ATTACHMENT

A tract of land situated in the Southeast Quarter of the Southeast Quarter of Section 29, Township 45 North, Range 32 West of the Fifth Principal Meridian and the Northeast Quarter of the Northeast Quarter of Section 32, Township 45 North, Range 32 West of the Fifth Principal Meridian, except that part deeded to Cities Service Gas Company by deed recorded in Book 398, Page 518, recorded Cass County, Missouri and except easements of record, all in Township 45, Range 32, all in Cass County, Missouri.

Cass County, MO



Date Created: 4/17/2008
Map Scale: 1in=1052ft



Parcel ID 07092900000038000
Sec/Twp/Rng 29-45-32
Property Address 24110 HARPER
PECULIAR

Class
Acreage 35.00

Owner Name CITY OF PECULIAR
Owner Address CITY OF PECULIAR
PO BOX 267
PECULIAR, MO 64078-0267

District
Brief Tax Description SE4 OF SE4
(Note: Not to be used on legal documents)

Last Data Upload: 4/16/2008 11:03:24 PM

 developed by
The Schneider Corporation
www.schneidercorp.com



2.0 DEVELOPMENT/SITE PLAN

2.1 PROJECT DESCRIPTION

The 38.17-acre southern portion of the property as discussed in Section 1.1 contains the Facility and associated equipment. The Facility (Appendix C) is a natural gas-fueled, simple cycle, peaking electric generating facility that has a capability of approximately 315 megawatts (MW) under summer conditions. The Facility was developed to meet the increasing electrical power consumption requirements in the northwest Missouri region. It consists of three (3) Siemens-Westinghouse 501D5A combustion turbine (CT) generators fired solely by natural gas. Each turbine has a capability rating of approximately 105 MW when operating with evaporative coolers in service.

Inlet air evaporative coolers are used to maximize the output of combustion turbines during periods of high ambient temperature when the Facility's energy output is generally be most needed. The evaporative cooling system forces the combustion turbine's inlet air stream to flow through a saturated media. The media acts as a heat exchanger reducing the temperature of the inlet air thus increasing its density. Cooler, denser air results in a greater mass flow through the combustion turbine, which increases the electrical output.

The Facility is permitted to operate up to 5,000 hours in any continuous twelve-month period. Each turbine is allowed to operate up to 2,000 hours in any continuous twelve-month period. The Facility primarily operates during the warmest summer months when peak electricity demand is the greatest, and other times when power is needed on short notice.

Other buildings/equipment at the Facility includes the following and are depicted on the Site Plan in Appendix C:

- Service/Administration building – This is the main facility control building and contains offices, computers, lunch room, restrooms, showers, etc. It also includes a service bay for working on Facility equipment. It is approximately 100 feet by 40 feet in size.
- Switchyard (substation) – This is a 161 kV switchyard/substation approximately 4.16 acres in size. The substation connects the three gas turbines to the 161 KV transmission system and also includes a 161/69 KV transformer. This transformer connects the 69 KV transmission



system to the 161 KV transmission system and thus provides support to the entire 69 KV transmission system in the Peculiar, Raymore and northern Harrisonville areas. Load between Harrisonville and Belton is presently sourced by the 69 KV transmission system (except for a substation just west of Peculiar on YY being modernized and connected to the 161 kV system). This includes the city of Harrisonville and rural electric cooperative load.

- Water storage tank – This is a steel, 100,000 gallon water storage tank used to store water from the evaporative coolers prior to using it for dust suppression or land irrigation purposes. It is approximately 32 feet wide by 35 feet tall.
- Entrance/service roads – The main entrance is off of South Harper Road and the Facility service roads connect to the main entrance road. The service road surrounds the gas turbine power block area and extends into the switchyard on the west side of the property.
- Parking lot – A permanent concrete parking lot on-site that includes eight (8) parking spaces. A temporary parking lot was used for construction which was gravel and accommodated up to 125 vehicles.
- Sewage lagoon – to dispose of sanitary wastewater from the Facility, a wastewater lagoon was constructed per County guidelines and recommendations. The lagoon is 75 x 75 feet and contains an emergency overflow, which is directed to a septic holding tank. If necessary, waste from the holding tank can be collected and hauled off site for proper disposal by a licensed contractor.
- Irrigation system – to dispose of the relatively good quality wastewater from the evaporative coolers, an irrigation system was permitted through the Missouri Department of Natural Resources (MDNR) and subsequently installed. See Section 2.3.

Photos of the plant and surrounding area are provided at the end of this Section 2.1 and in Section 2.2.

2.2 LANDSCAPE/VISUAL SCREENING PLANS

An initial landscape/visual screening plan (Appendix D) was developed and implemented for the Facility that included at least five (5) earthen berms that range in height from 10 to 17 feet in



height. Four of these berms contain both evergreen and deciduous trees, including 20 foot tall pin oaks. The two (2) berms along South Harper Road (one on each side of the Facility entrance) and the two (2) berms along the north side of the Facility were lined with Northern red oak (*Quercus rubra*) and Eastern red cedar (*Juniperus virginiana*). These four (4) berms, along with the berm on the southern portion of the property were planted with turf-type tall fescue (*Festuca arundinacea*). Vegetation types are subject to change depending upon discussions with nearby residences regarding visual screening. Much of the area to the south and west of the Facility is currently shielded by a healthy stand of native mature trees.

Even though substantial screening efforts have been developed and implemented to date, Aquila acknowledged the possible need for further visual screening for some of the nearby residences. Aquila engaged in discussions with concerned nearby residences to develop a visual screening plan that should satisfy affected individual residences. As a result, a berm on the north side of the Facility was extended to provide an improved visual screen. Landscape design plan that Aquila implemented is all included in Appendix D.

Photographs are included in this Section 2.2 to show current vegetative screening and views from adjacent areas. Photograph No. 2.2-2 on the following page is an aerial image that shows the Facility, including berms and landscaped areas, as well as its' location with respect to nearby residences.



Photo No. 2.2-1 – View looking south from northern edge of property line along 241st Street.

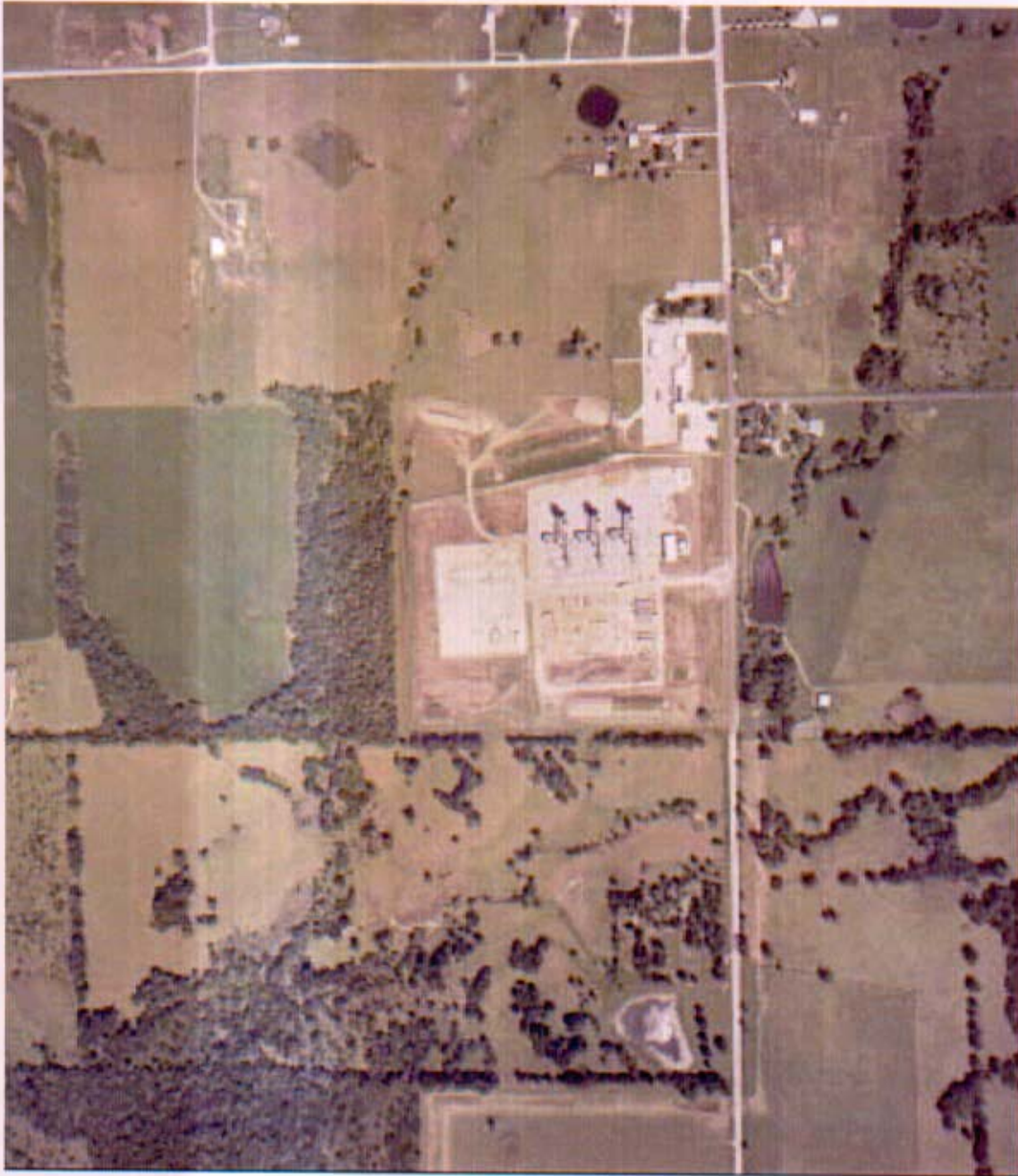


Photo No. 2.2-2 – Aerial view looking at the Facility and surrounding areas.



Photo No. 3 – View looking southeast from southern edge of 241st Street, at the property boundary.



Photo No. 4 – View looking west to southwest from the corner of South Harper Road and 243rd Street (foreground is the existing Southern Star Gas Compressor Station).

2.3 WASTEWATER DISPOSAL PLAN

The Facility operates mostly during peak load demands, so wastewater production is intermittent (Table 2-1). Wastewater generated at the Facility includes evaporative cooler blowdown, disposed of through the on-site land irrigation system (Appendix D). The irrigation system is designed for and is operated such that no portion of the irrigation system water will be discharged



from the site to surface waters. Other waters generated at the Facility include turbine wash water and service building water that will be collected in tanks and disposed of off-site by a licensed contractor. Domestic wastes are sent to the no-discharge sanitary lagoon.

The Facility is considered a zero discharge, or no-discharge, facility. Missouri regulation 10 CSR 20-6.015.(1).(B).7.A defines no discharge as "to hold or irrigate or otherwise dispose without discharge to surface, or subsurface waters of the state, all process wastes and stormwater flows except for discharges that are caused by catastrophic and chronic storm events." The Facility meets this definition.

Table 2-1
Process Water Treatment

Discharge Stream	Water Treatment
Evaporative Cooler Blowdown	Land Irrigation/No Discharge
Turbine Wash Water	Off-site Disposal
Service Building Water	Off-site Disposal
Sanitary Wastewater	Sanitary Lagoon
Uncontaminated Storm Water	None

Noncontact cooling wastewater is generated during Facility operation by the use of inlet air evaporative coolers as described in Section 2.1. During periods of operation utilizing inlet air evaporative cooling, approximately one-half of the water consumed by the evaporative coolers is evaporated into the air. The remaining portion is used for landscape irrigation, in accordance with Missouri Department of Natural Resources requirements. When the three turbines are operating at full load, it is estimated that the Facility will need to dispose of a maximum of approximately 64,800 gallons per day (total for all three turbines).

The water for the evaporative coolers is supplied by Public Water Supply District No. 7 (PWSD No. 7). Water is cycled through the evaporative cooling system twice; therefore, the wastewater is estimated to be only twice the concentration of the PWSD No. 7 -- supplied water. This process water is considered to be of good enough quality for land irrigation purposes. The irrigation system (Appendix D) uses a combination of commercial and conventional scale sprinklers to irrigate portions of the Facility's vegetated areas, including the vegetated berms developed for visual screening purposes.



Permit No. 21-8341 (Case No. MO-0131857) for construction of the land irrigation system was issued by the Missouri Department of Natural Resources on December 20, 2005.

2.4 FACILITY LIGHTING PLAN

A lighting plan for the Facility was prepared, installed, and implemented (see drawings in Appendix E). Directional (shoe-box) type light is being used at the Facility, which are controlled manually by a control switch panel as observed in Photo No. 5. Nighttime photographs were taken in September 2005 (Photo Nos. 6 through 9) to demonstrate that light pollution is virtually non-existent at the Facility.

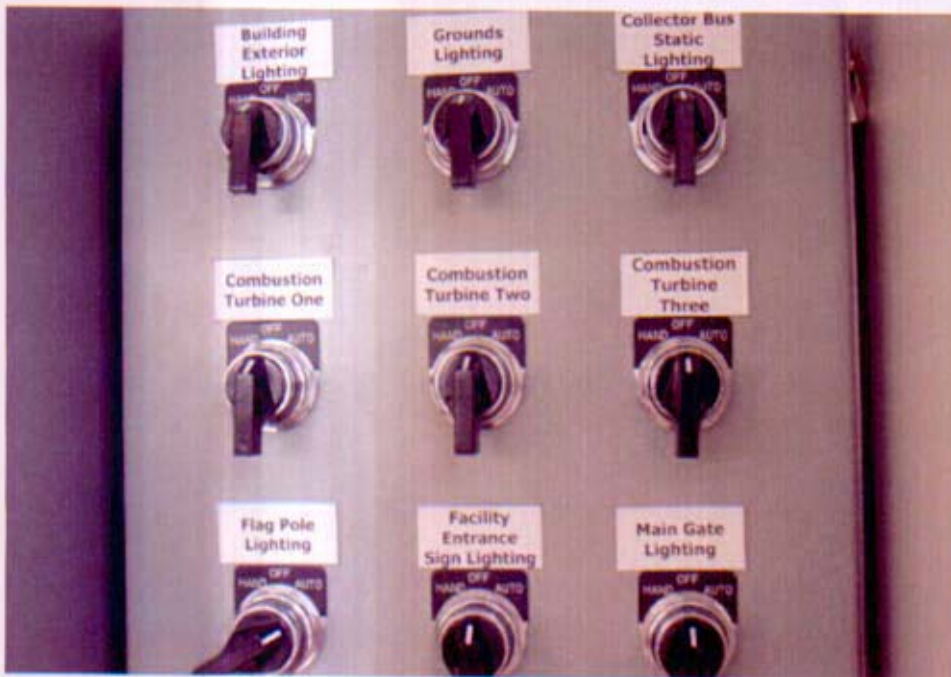


Photo No. 2.4-1 – View of the manual light control panel at the Facility.



Photo No. 2.4-2 – View looking at the northern portion of the Facility at nighttime.

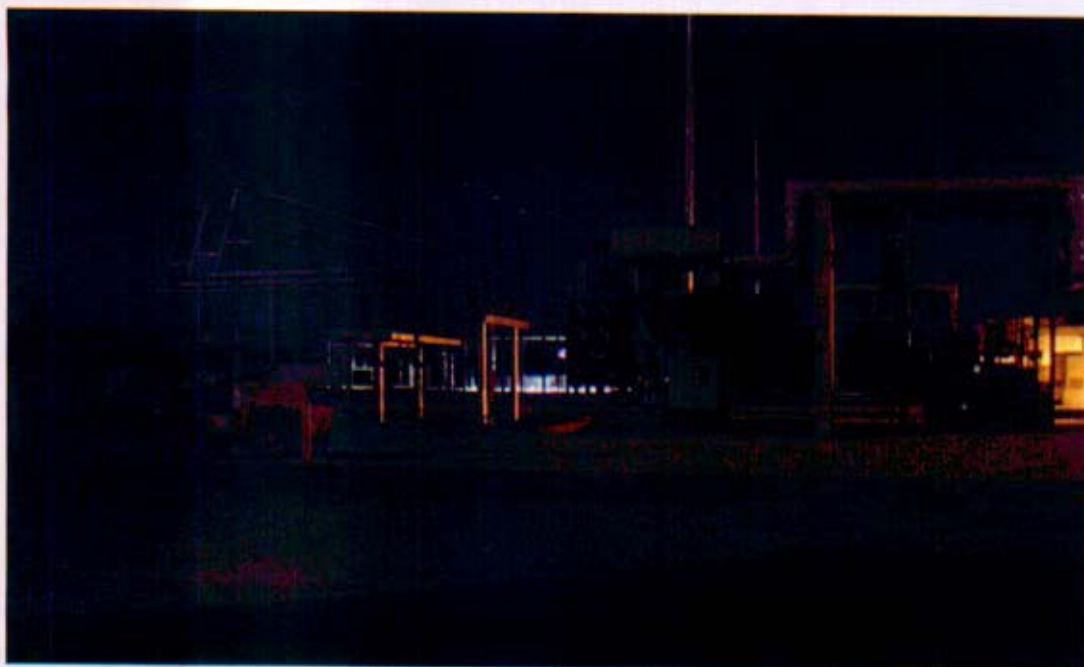


Photo No. 2.4-3 – View looking southwest from the northeast corner of the Facility (nighttime).



Photo No. 2.4-4 – View looking south to southwest from 241st Street.



Photo No. 2.4-5 – Moon light view looking southwest from the corner of South Harper Road and 243rd Street.



2.5 FACILITY SECURITY PLAN

In accordance with Homeland Security measures, a security plan was developed and implemented for this Facility that includes approach, fencing, clear zone, and signage. These items are detailed below. A site plan drawing depicting some of these items is included in Appendix C but labeled "Confidential" as a result of homeland Security measures. Presidential decision directives, laws, regulations and other documents that provide requirements and guidance for the security plan are listed in Appendix F.

2.5.1 Approach

Vehicular access to the Facility is gained from South Harper Road. A 90-degree rule is in use; requiring vehicles to slow in order to complete the "right-angle" turns onto the Facility entrance driveway. The entrance driveway off of South Harper Road also contains a locked security gate, which will be converted to pass-code type gate for entry.

2.5.2 Fencing

Aquila constructed a security fence, including barbed wire, which surrounds the Facility and associated equipment. An additional fence was constructed around the switchyard/substation. The security fencing is six (6) feet in height and contains an 18-inch outrigger consisting of three (3) strands of barbed wired extending at 45-degree angle from the top of the fence. The overall fence height, including the outrigging is approximately seven (7) feet tall. The fence is chain-link design constructed of nine (9) gage steel and is supported by a top and bottom support bar for stability. Manual swing gates are secured with Pioneer Latch equipment.

2.5.3 Surveillance Cameras

Surveillance cameras are installed at the Facility. Their design and locations are required to remain confidential due to various Homeland Security laws and regulations.

2.5.4 Required Clear Zone

In addition to the approach, fencing, and current lighting, the current clear zone along the perimeter fence will be maintained. The clear zone allows for increased visibility near the fence and reduces the potential for undetected intrusion into the Facility.



2.5.5 Signage

“No Trespassing” signs were installed approximately every 100 feet along the length of the perimeter fence. Additional signage stating “Aquila Bans Weapons on the Premises” and alerting visitors of the use of video surveillance were installed at all entrances to the Facility. Aquila believes the signs are in compliance with Article 12 – Signage Regulations of the 2007 Zoning Order, except for a special use permit.

2.6 FIRE PROTECTION PLAN

On-site fire protection equipment includes a fire water loop, various fire hydrants strategically located on the site, and an automatic FM-200 fire suppression system that automatically protects the various turbine system enclosures. The system also controls motor operated valves that operate automatically to isolate pipeline natural gas from both Southern Star and Panhandle as potential fuel sources in the vent of a fire. In addition, manually operated valves can be used to also isolate fuel gas sources.

Fire protection is provided by The West Peculiar Fire Protection District. Familiarization tours of the Facility have been given to all shifts of the Fire Department personnel. Actual Fire Department drills at the Facility are being planned.

Aquila has partnered with The West Peculiar Fire Protection District on confined space rescue equipment and has reimbursed the Fire District for equipment to support that effort (see Appendix G). In addition, Aquila has provided training for Fire District personnel that meets Aquila’s confined space rescue requirements for the South Harper Peaking Facility.

Additional oversight of Aquila’s operation and maintenance of the facility, including appropriate fire protection, is provided by Aquila’s insurance carrier FM Global. FM Global performed a site inspection on November 8, 2007 to update the carrier on operations at this facility. The FM Global report generated after the site visit is provided in Appendix G.

Photos of fire protection equipment are provided in this Section 2.6



Photo No. 10 - Fire Suppression System Control Panel, located in Electrical Package.



Photo No. 11 - Combustion Turbine Enclosure FM-200 Cabinet



Photo No. 12 - Combustion Turbine Enclosure with FM-200 Bottle.



Photo No. 13 - Mechanical Package FM-200 Bottle.



2.7 FACILITY SIGNAGE

Besides the signage used for security purposes Aquila may install an identification sign near the front entrance of the Facility. Aquila commits to developing, constructing, and maintaining the sign in accordance with Article 12 - Signage Regulations of the Zoning Order.

2.8 TRAFFIC PLAN

2.8.1 Construction Traffic

Most of the craft labor employed by subcontractors of Aquila reside in the local area and primarily commuted to the Facility via Missouri Highway 71; west on North Main Street (County Road (CR)/State Route (SR) J); south on South Main Street (SR C); west on 243rd Street; and south on South Harper Road.

All deliveries were directed to use the primary route as indicated above. Deliveries were planned and managed in compliance with applicable MoDOT and County Road Department requirements. Superloads (oversized or heavy haul) that required a MoDOT permit were identified and required permits were obtained prior to the delivery of all super loads to the site. Such permits require a comprehensive structural analysis and road feasibility study of the proposed route.

2.8.2 Operation Traffic

Personnel employed by Aquila for Facility operation are also from local areas and commute to the Facility by the same route as mentioned above for construction traffic. Since only approximately six (6) employees occupy the Facility during the operational phase, the normal flow of traffic in the area of the Facility should not be impacted.

2.9 ROAD MAINTENANCE/REPAIR PLAN

Prior to starting construction the proposed traffic route conditions were reviewed, photographed and documented.

Aquila, at the request of Cass County, maintained 243rd Street for the county all through construction and added gravel and grizzly run to improve the road for heavy haul and construction vehicles. Cass County, in a joint project with Aquila, asphalt paved 243rd Street and a short portion of South Harper Road at the end of construction.



Other than routine traffic for operation of the Facility as described above in Section 2.8.2, no additional repairs are anticipated. Aquila will contact the County if heavy haul equipment traffic will be required in the future for facility repairs or maintenance.

As a courtesy to local residents, Aquila paid to asphalt pave 241st Street from South Harper Road to Overfelt, and south on Overfelt to a point parallel with the Facility's south property line. The paving provides dust suppression that would otherwise occur from existing traffic, and provide an offset to any concerns about particulate emissions from the Facility. Cass County performed the work.



3.0 PERMITTING

A list of all Cass County building permits obtained by Aquila for the Facility is provided in Figure 3-1 at the end of this Section 3.0. A list of other authorizations and permits is provided in Figure 3-2. The permits, authorizations and clearances are discussed below.

3.1 PHASE I ENVIRONMENTAL SITE ASSESSMENT

Prior to acquiring the property, Aquila contracted Burns & McDonnell Engineering, Inc. (Burns & McDonnell) to conduct a Phase I Environmental Site Assessment (ESA) of the 73.58-acre property. The confidential assessment document indicated that there was no evidence of site contamination.

3.2 PERMIT TO CONSTRUCT (A.K.A. "AIR EMISSION PERMIT")

As a "Major Stationary Source", as defined in the Federal Prevention of Significant Deterioration (PSD) rulemaking promulgated under 40 CFR 52.21 and adopted by the State of Missouri under 10 CSR 10-6.060(8), Aquila was obligated to file an application and obtain an "Authority to Construct" (Permit to Construct – Appendix H (cover page only)) by MDNR for the Facility. The Permit is dated December 29, 2004.

Under that permit, each of the three turbines at the Facility are allowed to operate a maximum of 2,000 hours in any consecutive 12-month period; however the Facility has a maximum operating limit of 5,000 hours in any consecutive 12-month period. The Facility is also permitted to operate a gas heater and back-up diesel fire pump; however, these pieces of equipment have not been installed as they are not necessary for Facility operation at this time. These have maximum operating limits of 6,000 and 250 hours in any consecutive 12-month period, respectively. The operating limits were based on estimated emissions from the Facility. The following table depicts the Permitted level of air emissions (excluding turbine start-up and shut-down) and actual Facility emissions for the criteria pollutants CO, NO_x, and PM₁₀.

Table 3-1
Air Emission Comparison

Air Emissions	CO(ppmvd)¹	NO_x (ppmvd)¹	PM₁₀(lbs/hr)²
Permitted Levels	25	15	15.25/10 ³
Actual Levels⁴	22	12	6.1



¹ ppmvd = parts per million by volume

² lbs/hr = pounds per hour

³ 15.25 lbs/hr when utilizing water injection for turbine #1, 10.00 lbs/hr for turbines #2 and #3 when not using water injection

⁴ Actual emissions levels were recorded by Air Hygiene, Inc. as part of the equipment guarantee and Permit compliance guarantee (study dated August 2005).

Required testing for formaldehyde was conducted by a contractor (Air Hygiene) in August 2005. Formaldehyde was a "non-detect."

Part of the PSD permitting process included an air dispersion modeling analysis to predict maximum ground level concentrations of criteria pollutants from operation of the Facility. Ground level concentrations were modeled using the permitted levels and reported in the Memorandum to the Permit to Construct. Modeling was also performed using the actual stack-tested emission rates presented in Table 3-1. The actual ground level concentrations based on the actual stack-tested emission rates are significantly lower than the ground level concentrations based on the permitted emission rates. (See Appendix H for permitted ground level concentrations and actual ground level concentrations.)

3.3 STATE OPERATING PERMIT

Within 12 months of the Facility becoming operational, Aquila is required to submit an application to obtain a Facility Operating Permit from MDNR as required by the Federal regulations 40 CFR Part 70, and Missouri regulation 10 CSR 10-6.065. Aquila has complied with the requirement, submitted the permit application within the deadline, and received the Facility Operating Permit.

3.4 NATIONAL POLLUTION DISCHARGE ELIMINATION SYSTEM (NPDES) LAND DISTURBANCE PERMIT

As part of Section 402 of the Federal Clean Water Act (CWA), the State of Missouri is delegated by the United States Environmental Protection Agency (EPA) to administer the NPDES General Permit for construction activities that will disturb one (1) or more acres of land within the state. A Missouri State Operating Permit (General Permit No. MO-R101000) for storm water discharges is required in accordance with Missouri regulation 10 CSR 20-6.200. To comply with the Missouri Clean Water Law, Aquila submitted the appropriate application to MDNR and



received a General Permit (No. MO-R106798, dated October 1, 2004 – see Appendix H) prior to initiating any earthmoving activities at the site.

The Permit requires a Storm Water Pollution Prevention Plan (SWPPP) be prepared prior to construction to ensure that appropriate best management practices (BMP's) will be implemented during construction to reduce water quality impacts caused by stormwater runoff from construction sites. The SWPPP also requires monitoring of the BMP's to ensure they are functioning properly. Burns & McDonnell prepared the Facility SWPPP, which was retained on-site during construction. The proposed BMP's were implemented and monitored.

3.5 NONCONTACT COOLING WATER IRRIGATION PERMIT

Aquila initially used a portion of its noncontact cooling wastewater for dust suppression purposes at the Facility. Aquila subsequently applied for and received an MDNR permit for constructing and operating a proposed land irrigation system, which is being used to dispose of the noncontact cooling wastewater. The Permit application for land irrigation was submitted to MDNR (dated May 17, 2005). The final Permit was issued in December 2005 and is provided in Appendix H.

3.6 SANITARY WATER/SEWAGE LAGOON PERMIT

The Facility is equipped with restrooms, shower, sinks, etc. The wastewater from these facilities is discharged to an on-site sewage lagoon as recommended by the Cass County Health Department (CCHD). A Permit to construct the sewage lagoon was applied for by Sega, Inc. and authorized by the CCHD on February 24, 2005. A temporary Occupancy Permit was also issued by the CCHD (dated August 1, 2005 – see Appendix H). Aquila has requested an extension.

3.7 WETLAND DETERMINATION

To determine if any wetlands were on-site and would be impacted by the project, Aquila engaged Burns & McDonnell to conduct a wetland delineation of the entire property. A few small wetlands, intermittent streams, and farm ponds were identified; however, not in an area that would be impacted by construction. To confirm the delineation, Burns & McDonnell submitted a wetland delineation report to the US Army Corps of Engineers (USACE) for review. The USACE responded with a *no permit required determination* (dated October 19, 2004 – see Appendix H) as none of the wetlands were being impacted. Because a Section 404 Dredge and



Fill Permit was not required by the USACE, a Section 401 Water Quality Certification was also not required.

3.8 THREATENED AND ENDANGERED SPECIES REVIEW

To determine if the project would impact any federal or state listed threatened or endangered (T&E) species or their respective habitat, Aquila engaged Burns & McDonnell to consult with the Missouri Department of Conservation (MDC) and the US Fish and Wildlife Service (USFWS). Burns & McDonnell completed a habitat review for the site and sent correspondence to MDC and USFWS requesting their comments regarding T&E species or their respective habitat. USFWS responded with a "no objection" (dated October 4, 2004 – see Appendix H), while the MDC concluded that no T&E species or respective habitat appears to exist for the site (dated September 23, 2004 – see Appendix H).

3.9 CULTURAL RESOURCES CLEARANCE

On behalf of Aquila, Burns & McDonnell completed a Phase I Cultural Resources Survey for the site, which included background research and an actual field survey. There were no known significant archaeological sites identified at the site or within one (1) mile of the site. The Phase I Cultural Resources Survey report was submitted to Missouri State Historic Preservation Office (SHPO) for review. Upon review, SHPO provided a letter (dated September 7, 2004 – see Appendix H) stating they concur with the report and that the project may proceed, since no adverse impacts to cultural resources are anticipated.

3.10 STRUCTURE HEIGHT NOTIFICATION

Projects with relatively tall structures may require a Federal Aviation Administration (FAA) notification; Form 7460-1. Structures requiring notification are described in 14 Code of Federal Regulations (CFR), Part 77.13 Construction or Alteration Requiring Notice. None of the structures at this Facility met the criteria/definition for requiring notice (see memo dated August 31, 2005 in Appendix H); hence, Aquila did not prepare and submit a notification. The tallest structures are lightning masts at 74 feet 6 inches above grade and the closest FAA regulated airport is the Lawrence Smith Memorial Airport (LRY) approximately 8.75 miles to the southeast of the Facility; therefore these structures do not require notice to the FAA. This determination



considered elevations of the Facility (970 feet above Mean Sea Level (MSL)) and the airport (915 feet MSL).

3.11 FLOOD PLAIN DETERMINATION

Prior to developing the Facility, a Federal Emergency Management Agency (FEMA) Flood Insurance Rate Map (FIRM) for the site was reviewed to determine if the site or any part thereof was located in a flood plain. According to FEMA FIRM Map No. 290783 0100C dated May 4, 1992 and 290370 0161E dated March 16, 2006, (see Appendix H) for Cass County, Missouri, the entire site is located in an area designated as Zone X, which is classified as being outside the 500-year flood plain.

3.12 CONSTRUCTION PERMITS

To comply with the Cass County regulations relating to Construction Permits, Aquila (and contractors of Aquila) prepared and submitted applications and obtained building permits (See Appendix H) for applicable structures. The Construction Permits are summarized in Figure 3-1, which includes Permit No., Application No., Application Date, Applicant, Description, and Status. A County Grading Permit for the Facility was deemed not required per correspondence letter dated October 4, 2005 from Cass County (Appendix H).

3.13 ROAD AND BRIDGE DRIVEWAY PERMIT

A road and bridge driveway permit was applied for from Cass County and was received on December 1, 2005 (See Appendix H). This allowed for the construction of the Facility entrance driveway connecting to South Harper Road.

3.14 WATER SUPPLY AGREEMENT

Public Water Supply District Number 7 (PWSD No. 7) has agreed to supply water to the Facility per the New Service Application and Water Users Agreement signed October 21, 2004 (Appendix H). An additional letter of support (dated November 2, 2004) from the PWSD No. 7 is included in Appendix H.

As part of the agreement, Aquila committed to substantial PWSD No. 7 water supply infrastructure improvements as part of the PWSD No. 7 five (5) year plan, such as upgrades to eight (8) inch and six (6) inch feed lines, as well as other appurtenant system upgrades (refer to



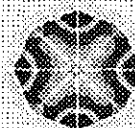
Utility Map: 5-Year Plan in Appendix H). "Notice to Proceed" documentation for the eight (8) and six (6) - inch feed line upgrades are included in Appendix H.

3.15 FIRE PROTECTION AGREEMENT

Per letters from the West Peculiar Fire Protection District (WPFPD) dated November 2, 2004 and January 4, 2005 (See Appendix H), WPFPD has agreed to provide fire protection for the Facility. With some revisions, the West Peculiar Fire Protection District will apply the Standard Operating Guidelines for Commercial Structure Fires for the Facility as noted in the correspondence letter dated August 26, 2005 (Appendix H).

Aquila has partnered with the West Peculiar Fire Protection District on confined space rescue equipment, and has reimbursed the Fire District for equipment to support that effort (see Appendix H). In addition, Aquila has provided training to Fire District personnel that meets Aquila's confined space rescue requirements for the South Harper Peaking Facility.

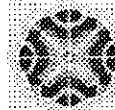
Permit No.	Application No.	Application Date	Fee (\$)	Applicant / Firm	Description	Status
25012			454.00	Kissick Construction	Temporary Construction Power	Issued 01/19/05.
	241217	12/14/04		Aquila Inc.	Temporary Construction Power	Covered by P/N 25012.
	241218	12/16/04		Siemens Westinghouse	Temporary Construction Power	Covered by P/N 25012.
	250102	01/04/05		Vaughn Mechanical	Temporary Construction Power	Covered by P/N 25012.
	250109	01/14/05		Kissick Construction	Temporary Construction Power	Covered by P/N 25012.
	250114	01/21/05		Kissick Construction	Temporary Construction Power	Covered by P/N 25012.
25013			174.00	Kissick Construction	Temporary Work Enclosure	Issued 01/19/05.
	250110	01/14/05		Kissick Construction	Temporary Work Enclosure	Covered by P/N 25013.
25015			62.00	AZCO Inc.	Temporary Construction Power	Issued 01/07/05.
	250108	01/07/05		AZCO Inc.	Temporary Construction Power	Covered by P/N 25015.
25020			1,112.00	Aquila Inc.	Plant 161-kV Substation Control Enclosure	Issued 02/01/05.
	241219	12/17/04		Aquila Inc.	Plant 161-kV Substation Control Enclosure	Covered by P/N 25020.
25047			12,280.00	Aquila Inc.	Turbine and Plant Service Building Foundations	Issued 02/24/05.
	241206	12/03/04		Aquila Inc.	Power Plant Construction	Covered by P/N 25047 & 25072.
	250206	02/07/05		Aquila Inc.	Turbine and Plant Service Building Construction	Covered by P/N 25047 & 25072.
25072			22,200.00	Aquila Inc.	Turbine and Plant Service Building Construction	Issued 03/21/05.
	241206	12/03/04		Aquila Inc.	Power Plant Construction	Covered by P/N 25047 & 25072.
	250206	02/07/05		Aquila Inc.	Turbine and Plant Service Building Construction	Covered by P/N 25047 & 25072.
25196	250537	05/19/05	473.00	Aquila Inc.	H Occupancy Building Permit	Issued 07/06/05.
25267	250639	07/06/05	822.00	Aquila Inc.	Flammable Storage Building Construction	Issued 09/06/05.
25339	251034	10/28/05	1,414.00	Aquila Inc.	Foundations for transformer sound walls	Issued 10/31/2005
Totals:			38,991.00			



Aquila

**Figure 3-1
Acquired Cass County
Construction Permits**

Permit No.	Application No.	Effective Date	Fee (\$)	Applicant / Firm	Agency	Description	Status
122004-017	2004-03-143	12/29/04		Aquila Inc.	Missouri Dep't of Natural Resources	Permit to Construct (Air emissions permit)	Issued 12/29/2004
OP2007-062		11/26/07		Aquila, Inc.	Missouri Dep't of Natural Resources	Permit to Operate (Air emissions permit)	Issued 11/26/07
MO-R106798		10/01/04		Aquila Inc.	Missouri Dep't of Natural Resources	NPDES Land Disturbance Permit	Issued 10/1/2004
		05/19/05		Aquila Inc.	Missouri Dep't of Natural Resources	Dust suppression notification	Letter to MDNR 5/19/2005
MO-0131857				Aquila Inc.	Missouri Dep't of Natural Resources	Permit for sprinkler system	Draft, awaiting final
05-018		02/24/05	200.00	Aquila Inc.	Cass County Health Department	Sanitary Wastewater/Sewage Lagoon Permit	Issued 2/24/2005
		08/01/05		Aquila Inc.	Cass County Health Department	Ninety-Day Temporary Occupancy Permit	Expired 11/1/05
		10/19/04		Burns & McDonnell for Aquila	U.S. Army Corps of Engineers	Section 404 Clean Water Act correspondence	"Department of the Army permit authorization is not required"
		10/4/204		Burns & McDonnell for Aquila	U.S. Fish and Wildlife Service	US Fish and Wildlife Service Correspondence	Concurrence on no adverse impact
		09/23/04		Burns & McDonnell for Aquila	MO Department of Conservation	Heritage Review Report from Missouri Dept of Conservation	"No Records Found" of species/habitats with Federal or State Restrictions
		09/07/04		Burns & McDonnell for Aquila	MO Department of Natural Resources State Historic Preservation Office	Clearance from State Historic Preservation Office	SHPO concurs "no historic properties affected"
		08/31/04		Burns & McDonnell for Aquila	Federal Aviation Administration	Memo from Burns & McDonnell to Aquila, Inc.	FAA Notice of Proposed Construction or Alternation not required
					Federal Emergency Mg't Authority (FEMA)	Map confirming that South Harper Peaking Facility is not in a flood zone	
		12/01/04	25.00	Sega, Inc. for Aquila	Cass County Road and Bridge	Driveway Permit	Approved



Aquila

**Figure 3-2
Other Authorizations and
Permits**



4.0 SOUND EMISSIONS

Sound levels at the property boundary comply with Cass County *residential* noise regulations.

4.1 NOISE STUDIES

To determine projected noise levels emitting from the Facility and to ensure equipment manufacturing guarantees, Aquila contracted Burns & McDonnell to complete noise studies before and after the sound abatement items were installed on the equipment. Results indicate that the Facility noise levels at the property boundary are in compliance with the County noise regulations (Cass County, Missouri Ordinance No. 02-20 Noise Disturbance) of 60 dBA during daytime (7:00 AM to 10:00 PM) and 55 dBA during nighttime (10:00 PM to 7:00 AM).

Burns & McDonnell conducted actual noise measurements without the Facility operating (ambient noises) and with the Facility operating at full load. The results are included within the noise study reports (Appendix H) prepared by Burns & McDonnell. Ambient noise levels ranged from 50.2 dBA to 63.9 dBA, which can largely be attributed to insect noise. Noise measurements at all of the same locations during full load operation of the Facility ranged from 49.0 dBA to 60.4 dBA. This indicates that the Facility has little to no impact on noise in the area. In fact, all but four of the fourteen measurements taken had values recorded during full-load operation that were lower than ambient readings. This can be attributed to the ambient (facility not operating) sound source levels (mainly insect noise) during facility operation being lower than during the background readings.

To address potential concerns raised by the Burns & McDonnell study, Aquila contracted ATCO Noise Management to generate a map of sound contribution from the plant before the noise abatement projects were performed. Sound meters were placed in the yards of six residences near the plant. These meters recorded sound levels for extended periods of time (to include plant operational and non-operational periods) and took into account background noise.

The results of the ATCO measurements, for the plant in its configuration as of September 20, 2005, show the contribution of the plant to sound levels in the area (including specific residences) in Figure 4-1. *Please note that the plant currently complies with Cass County residential noise requirements at Residence 5; Residence 5 having the highest sound level of all residences measured.*



4.2 NOISE ATTENUATION

Aquila acknowledges that nearby residents could hear various pieces of equipment during operation. A specific frequency in the 1000 to 1250 Hz range was identified as the audible tone at the residences. As a result, Aquila installed acoustic lagging on one of the air inlet expansion ducts to reduce the audible tone at the residences. Additional near-field noise measurements were recorded on August 22, 2005 to determine the effectiveness of installing the silencer package. The results indicated that the measurement point with the highest near-field (3 feet) overall noise level was reduced by nine (9) dBA. The measured individual frequencies at that point for the attenuated unit realized a reduction of 2.1 to 10.7 dB over the un-attenuated units, with the 1,000 Hz – 8,000 Hz frequencies (the frequencies audible to humans) realizing an average reduction of 9.4 dB. A 10 dB reduction is considered a halving of the sound. Measurement points with lower un-attenuated values did not experience as significant a reduction, but all points did realize a reduction in sound level. Results of this test prompted the installation of this acoustic lagging package on the other two turbines.

In addition to the installation of the acoustic lagging installed on the outside of the air inlet transition ducts, Aquila commissioned ATCO to design, construct and install additional inlet silencers for installation on all three units. Installation of these additional silencers was completed in early 2006. ATCO's performance guarantee to Aquila was that noise levels for the turbine air inlet system would be reduced by 15 dB in the 1250 Hz band as a result of the installation of these silencers.

4.2.1 Completed Noise Attenuation Activities

As noted above, Aquila acknowledges that nearby residents could hear various pieces of equipment during operation even though the plant currently meets Cass County noise regulations in its current configuration. To reduce what the nearby residents can hear, the following sound attenuation activities have been completed:

- Removal of outdoor fire sirens
- Air Inlet expansion duct external silencer package installation on all three units
- Fuel gas vent silencers installed



- Fuel gas yard vent silencers installed
- Starting motor attenuation package installed
- Unit compressed air vent silencers installed
- Construction of Generator Step-Up (GSU) Transformer sound walls to reduce transformer fan noise
- Additional internal air inlet silencers as noted above
- Shop air conditioning to eliminate shop vent fan noise
- Mechanical package vent fan silencers

Photographs of completed noise attenuation efforts are included at the end of this section.

Aquila had Burns & McDonnell perform another noise study in October 2006 after all planned noise abatement measures were installed. The study is provided in Appendix I. The study concluded that fenceline noise measurements attributable to the SHPF combustion turbines during any hours of operation were below the nighttime Cass County ordinance residential limit of 55 dBA, and that the Facility is in compliance with the Cass County Noise Disturbance Ordinance.



4.3 FIGURE 4.1 NOISE CONTOURS BEFORE ABATEMENT PROJECTS

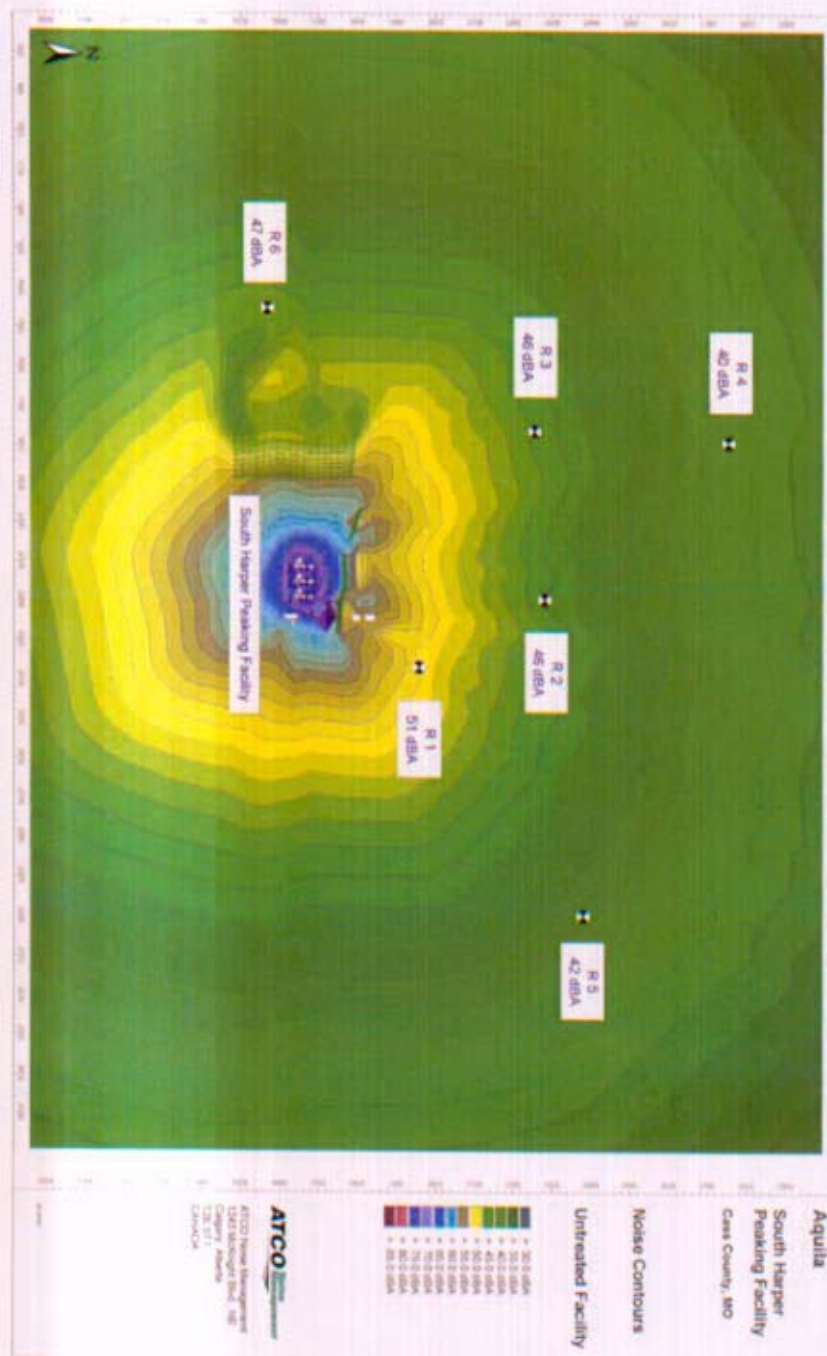




Photo No. 4.2 -1 – Acoustic Lagging on Air Inlet Transition



Photo No. 4.2-2 – Turbine Gas Vent Silencer



Photo No. 4.2-3 – Regulating Station Gas Vent Silencer



Photo No.4.2-4 – Starting Motor Package Acoustic Skirt



Photo No. 4.2-5 – Starting motor package ventilation silencer

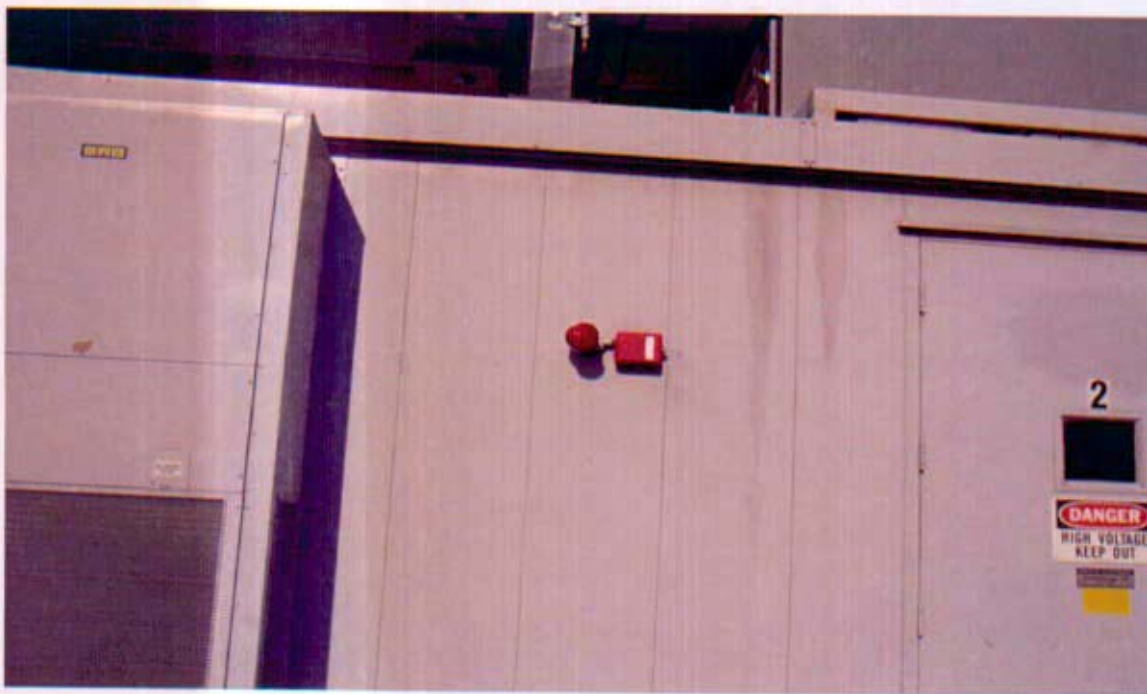


Photo No. 4.2-6 – Fire Siren Removed



Photo No. 4.2-7 – Starter motor enclosure (internal)

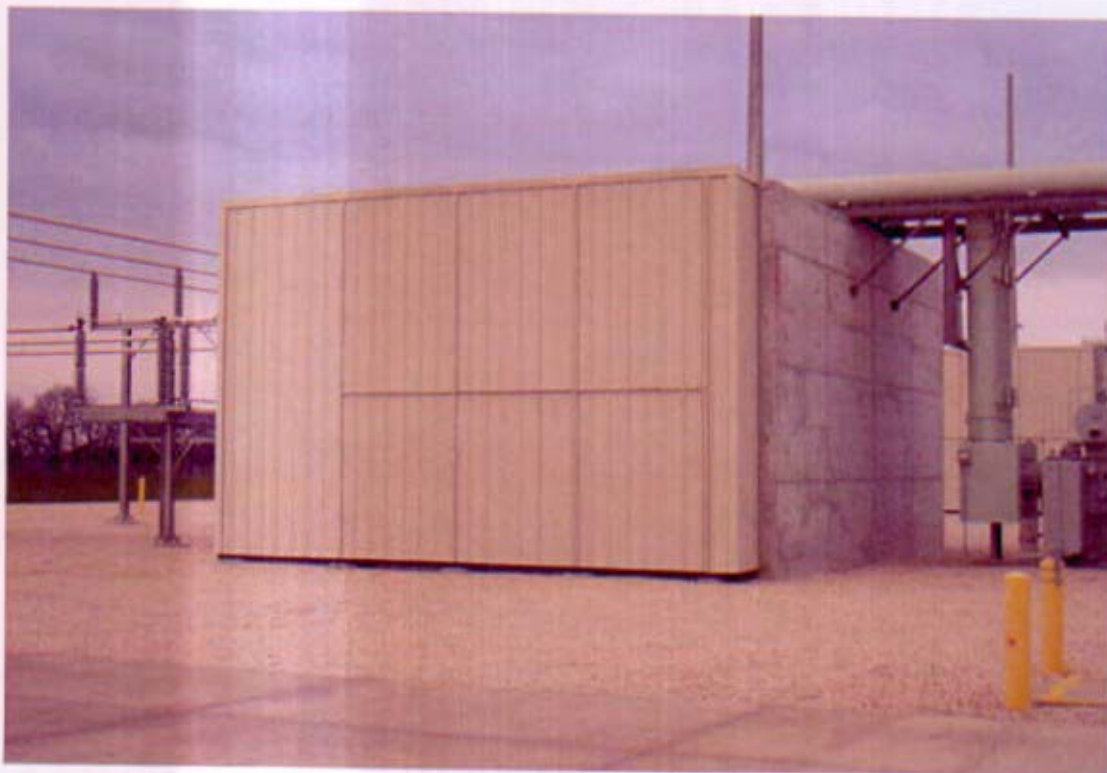


Photo No. 4.2-8 – Generator Step-Up Transformer Sound Wall



Photo No. 4.2-9 – Generator Step-Up Transformer Sound Walls



Photo No. 4.2-10 – Generator Step-Up Transformer Sound Walls



5.0 COUNTY REGULATION COMPLIANCE

5.1 PERMITS

Aquila has obtained all applicable required County permits, with the exception of the SUP. A permit summary is located in Section 3.0, while applicable permits are provided in Appendix H.

5.2 NOISE

As per Aquila's commitment, projected noise measurements, noise attenuation measures, and an October 2006 noise study provided in Appendix I, Aquila complies with the County residential noise regulations, which is 60 dBA daytime (7:00 AM to 10:00 PM) and 55 dBA nighttime (10:00 PM to 7:00 AM).

5.3 LAND USE

The subject property and neighboring properties contain a high-voltage electric transmission line and two (2) Southern Star high-volume natural gas pipelines. Adjacent to the subject property is an existing Southern Star Natural Gas Compressor Station, which may be exempt from zoning, (grand fathered) and a communications tower. Aquila believes the Facility is therefore consistent with current site and adjacent land uses. The 2007 Zoning Order appears to allow I-3 or A zoning designations, both with a special use permit for an electric power generation facility. The property is presently designated as "A." In addition, according to the Cass County Comprehensive Plan Update 2005, a portion of the property is being proposed as a Multi-Use Tier. The Facility appears to be an acceptable Multi-Use Tier activity.



6.0 AQUILA COMMUNITY OUTREACH EFFORTS

6.1 SITUATIONAL OVERVIEW

The South Harper Peaking Facility began construction in late 2004. Major construction was completed in June 2005 when it began generating electricity to serve Missouri customers. During the permitting and construction process, Aquila worked with the various federal, state, county and local officials and agencies to ensure that the facility followed the appropriate guidelines.

Prior to the completion of the facility, several improvements were made to the site and the neighborhoods in close proximity. After completion, Aquila stepped up its outreach efforts with the neighbors who reside in the rural community surrounding the plant. The neighborhood group actively participated in identification of issues pertinent to the peaking facility and engaged in the resolutions implemented by Aquila to address their concerns.

6.2 IMPROVEMENTS – PRIOR TO AND AFTER FACILITY COMPLETION

Many improvements have been provided by Aquila and are summarized below.

1. Site Improvements -. Earthen berms were built to reduce the visibility from the neighborhood's vantage point. Trees and shrubs were planted at the facility entrance, around the perimeter and on the berms.
2. Neighborhood Improvements - In recognition of the facility needs and in an effort to support community development efforts by the county and the local water and fire districts, Aquila agreed to participate and fund several projects.
 - In partnership with Public Water Supply District No. 7 (PWSD No. 7), a water loop was installed that increased the reliability of the rural system that serves the neighborhood where the facility is located.
 - Working with the PWSD No. 7 and the West Peculiar Fire Protection District (WPFPD), twenty-five (25) new fire hydrants were installed on the streets in close proximity to the plant. We understand the fire hydrants helped the Fire District achieve improved ISO ratings that will result in lower fire insurance premiums for homeowners in the area. This project helped the WPFPD achieve ISO ratings in the top 10% of all rural fire districts in the U.S.



- Following completion of major construction, Cass County Roads Department and Aquila paved 243rd Street, a main thoroughfare to the neighborhood where the peaking facility is located.
3. Technical Improvements: As noted in section 4, Aquila acknowledges that nearby residents could hear various pieces of equipment during operation even though the plant currently met Cass County noise regulations in its initial configuration. To reduce what the nearby residents can hear, the following sound attenuation activities were completed:
- Turbine Units: acoustic insulation was added to the exterior of the air inlet ducting
 - Turbine Unit Fuel Gas Vents: individual silencers were installed
 - Turbine Unit Gas Yard Vents: individual silencers were installed
 - Turbine Unit Compressed Air Vents: individual silencers were installed
 - Fire Alarm System: originally the fire suppression system sounded an externally mounted alarm. These alarms were relocated inside so that the sound is contained inside the buildings at the facility. In addition, alarms are monitored electronically at the facility site in the operations control room and simultaneously at Aquila's Energy control center located in Lee's Summit, Missouri.
 - Starting Motor Package: acoustic skirting and ventilation silencers were installed
 - Generator Step-Up (GSU) transformer sound walls were constructed to reduce transformer fan noise
 - Additional internal air inlet silencers to further reduce air inlet noise
 - Shop air conditioning to reduce shop vent fan noise
 - Mechanical package vent fan silencers to reduce fan noise

6.3 COMMUNITY OUTREACH – POST FACILITY COMPLETION

Many outreach efforts have been conducted by Aquila after the Facility was built and are summarized below. Following completion of construction, Aquila began discussions with area



neighbors in close proximity to the plant. Through a series of meetings and facility tours, the effort made was to understand and discuss their concerns with the peaking facility.

- For the first session, neighbors with a direct view of the plant were contacted and they participated in a meeting and tour of the peaking facility. They indicated their main goal was to have the plant removed, but in the meantime, they wanted Aquila to address several issues: 1) Noise – during turbine start-up, normal operation and during the shut-down process the facility was very loud. As the equipment begins operation, the residents conveyed that they would hear excessive loud and startling noises. In addition, there was a high pitched whining sound. 2) Emissions – the group wanted to better understand the pollutants that were associated with the facility. They also wanted to understand the federal and state oversight and if the company had received and was in compliance with the required environmental permits. 3) Visual – the neighbors shared their frustration with the facility site. When they moved to a rural community, they did not expect to end up with a direct view of a power plant.
- During subsequent community meetings which occurred approximately once a month, the company updated the local community on improvements it was making to address their concerns. Aquila shared data on noise and emission testing and offered experts to answer technical questions pertaining to air, water and soil quality. Aquila began discussions to identify community projects where the company could partner with area residents to accomplish local goals.
- In addition to the meetings and tours with neighbors, there was an interest from the surrounding area to gain an understanding of the peaking facility from an educational perspective. Aquila conducted tours and shared information with local Cub Scout groups, classes from elementary schools and a junior college, and other civic organizations as requested. The Facility remains available for tours.

6.4 IMPROVEMENTS AND OTHER ITEMS – POST FACILITY COMPLETION

Many improvements have been provided by Aquila after the Facility was completed and are summarized below.



1. Landscaping: Over 1,188 trees and shrubbery were planted in and around the South Harper Peaking Facility.

- Vacant land: Additional acres were purchased in excess of what was needed to site the peaking facility. Aquila is interested working on a plan for the approximately 30+ acres north of the plant. Limited discussions included leaving the land as agricultural grazing land, reforestation, walking trails, or perhaps ball fields. A neighborhood concern is not to add facilities or attractions that would increase traffic or parking needs in the area.
- Neighborhood: Aquila continues to work with individual neighbors who have a direct view of the facility in order to minimize the impact they have since construction has concluded. The following actions were taken in the neighborhood directly adjacent to the facility.
 - Certain homes and vacant residential development property were purchased from those who wished to relocate.
 - Landscaping was added to the privately owned acreages in near proximity to the facility with the design input of the individual families.
 - Legal fees and costs incurred for web sites incurred by the local neighbors through summer 2005 were reimbursed by Aquila.

A description of this work by property is provided in Table 6-1 at the end of this Section.

2. Emissions Testing: Additional Emissions Testing: Aquila completed all of the emissions testing required by state and federal agencies (representatives of both the MDNR and the USEPA were on site during this testing) and is in compliance with the emissions regulations set forth in its permit to construct.



Aquila engaged 2 professors from the University of Kansas who are expert toxicologists (See bios in Appendix J). Results of the emissions testing required by governmental agencies were provided to the toxicologists, as were results of the more detailed and accurate testing was provided to them. The toxicologists analyzed the results of both tests issued and a report. Their report says that there is no health impact from the plant emissions. The experts were available to discuss the report with the neighbors in private sessions or in community meetings.

The additional testing actually showed higher levels of background formaldehyde in the control sample than what was emitted from the turbine during operation. Please note the additional testing was so sensitive that it detected levels of formaldehyde and other Hazardous Air Pollutants (HAPs) at levels far below the limits established by either the MDNR or the EPA. For this reason the testing required by MDNR and the EPA shows formaldehyde as a "Non-Detect".

Aquila has also paved over two miles of roads near the plant. This greatly reduces the Particulate Matter (PM) emissions caused by traffic on unpaved roads. According to the EPA website (epa.gov/ttn/chief/ap42/ch13/final/c130202.pdf), the emissions from an unpaved road using the midrange of the factors results in 2.6 pounds of PM per mile paved. Seven trucks per hour, driving on an unpaved road, will produce 18 pounds of emissions. The total PM emissions from our plant are about 18 pounds per hour during plant operation with all 3 turbines in operation at full load.



6.5 COMMUNITY PROJECTS

Aquila hosted public meetings with area residents to identify projects that would benefit the Peculiar/Cass County community. A working group was formed to generate ideas, prioritize the opportunities and then get teams organized to carry out the plans. Two joint projects are listed below.

- Aquila provided funding for 5 new tornado sirens in the area. This increased the number of installed sirens from 4 to 9.
- Aquila participated on a community team working on design and installation of lights for the Athletic Association of Peculiar for three baseball fields at Raisebeck Park. Lights were installed at one of the fields.

A list of all other projects Aquila has participated in is provided in Table 6-1.

TABLE 6-1

ESTATE, LANDSCAPING AND COMMUNITY OUTREACH PROJECTS

I. HOMES PURCHASED

**9804 East 241ST Street
Peculiar, MO 64078**

Aquila purchased and subsequently resold the home.

**24021 South Lucille Lane
Peculiar, MO 64078**

Aquila purchased home after significant landscaping was done. Home was subsequently resold.

**24020 South Lucille Lane
Peculiar, MO 64078**

Aquila purchased home after significant landscaping was done. Home was subsequently resold.

**9900 East 241st Street
Peculiar, MO 64078**



Aquila purchased home from builder. Home was subsequently resold.

**Lot # 13 Harris Place
South 241st Street
Peculiar, MO 64078**

Aquila purchased vacant lot from builder. Lot is presently for sale.

II. LANDSCAPING COMPLETED

**24021 South Lucille Lane
Peculiar, MO 64178**

- Irrigation system for foundation plantings
- 120 Shrubs
- 60 Trees including staking, mulching and watering

**23817 South Lucille Lane
Peculiar, MO 64178**

- Irrigation system and drainage
- 130 Shrubs
- 60 Trees including staking, mulching and watering

**24005 SOUTH LUCILLE LANE
Peculiar, MO 64178**

- 63 Trees including staking, mulching and watering

**24214 SOUTH TARIANE
Peculiar, MO 64178**

- Four 25-foot tall Trees including mulching

**24407 South Overfelt
Peculiar, MO 64178**

- 80 Trees including staking, mulching and watering
- 20 Shrubs
- Drip Irrigation System

**23925 South Lucille Lane
Peculiar, MO 64178**



- 28 Trees including staking, wiring, mulch and watering

24040 SOUTH LUCILLE LANE

Peculiar, MO 64178

- 65 Trees including staking, wiring, mulch and watering
- 30 Shrubs

23920 SOUTH LUCILLE LANE

Peculiar, MO 6417

- 45 Trees including staking, wiring, mulching and watering

24305 SOUTH HARPER

Peculiar, MO 64178

- Removal of one (1) 40' dead Maple
- One 6" Caliper.

9804 East 241 Street

Peculiar, MO 64178

- Trees
- Shrubs

9812 EAST 241 STREET

Peculiar, MO 64178

- 4 Trees

9900 East 241 Street

Peculiar, MO 64178

- Trees
- Shrubs

23515 SOUTH LUCILLE

Peculiar, MO 64178

- 4 Trees

III. SOUTH HARPER PEAKING FACILITY AND PERIMETER STREET



- 492 Trees
- Large 12 – 14 ft Earthen Berms
- 25' Trees on Earthen Berms
- Screening along South Harper Road
- Screening along 241st Street

In summary, over 1,188 trees and shrubbery were planted in and around the South Harper Peaking Facility. All plantings were guaranteed for a one-year period and had a specific maintenance program in place to ensure that they flourish.

IV. OTHER COMMUNITY-WIDE BENEFITS

Streets Paved

1. 243rd Street
2. 241st Street
3. South Harper Road from the southern end of the facility property to 241st Street
4. Overfelt Road from 241st Street to a point parallel with the Facility's south property line

Benefits to the West Peculiar Fire District and Water Supply District No. 7

5. 25 new fire hydrants installed
6. New water loop installed that increases reliability in the neighborhood
7. Nationally rated ISO ranking
8. Confined Space Equipment
9. Confined Space Training at the Facility

Tornado Sirens

10. Funding provided for 5 new tornado sirens which were installed

Energy Efficiency Audits

11. Energy Efficiency Audits made available
12. Energy Conservation materials distributed

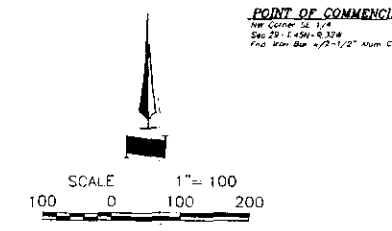
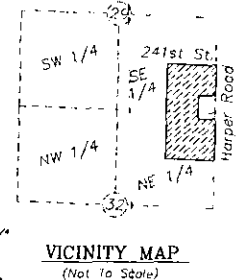
Ball Field Lights

13. Installed lights at a local baseball fields

APPENDICES

APPENDIX A
Property Exhibit Drawing

PROPERTY EXHIBIT
PART OF THE SE 1/4, SE 1/4, SECTION 29-45-32
& THE NE 1/4, NE 1/4, SECTION 32-45-32
CASS COUNTY, MISSOURI



RECORD DESCRIPTION: As provided by First American Title Insurance Company (TRACTS ONE & TWO COMBINED)

The Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of Section Twenty-Nine (29), Township 45 North, Range 32 West of the Fifth Principal Meridian in Cass County, Missouri, and being more particularly described as follows:

TRACT ONE (SPECIAL USE PERMIT TRACT): Containing 1.662,567 sq. ft. or 38.1746 acres more or less

A tract of land situated in the Northeast Quarter of the Northeast Quarter of Section 29, Township 45 North, Range 32 West of the Fifth Principal Meridian in Cass County, Missouri, and being more particularly described as follows:

COMMENCING at the Northwest corner of the Southeast Quarter of Section 29, Township 45 North, Range 32 West (Found Iron Bar with 2-1/2" Alum Mon. 15 1738); said corner also being the Northwest corner of HARRIS PLACE, a subdivision of land in Cass County, Missouri, thence South 01°44'25" West (South 01°44'25" East Plot) along the West line of the Northeast Quarter of said Southeast Quarter and along the West line of said HARRIS PLACE a distance of 1326.80 feet (1326.77 feet Plat) to the Northwest corner of the Southeast Quarter of the Southeast Quarter of said Section 29 (Found 3/8" Iron Bar); thence South 86°54'50" East along the North line of said Southeast Quarter of the Southeast Quarter of the Southeast Quarter of said Section 29 a distance of 1327.99 feet to the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 32, said point also being the **POINT OF BEGINNING** of Tract One, more particularly described herein; thence South 86°53'37" East, along the North line of said Northeast Quarter of the Northeast Quarter of said Section 32 a distance of 857.52 feet to the West line of a tract of land as described in Missouri Warranty Deed located in Book 358 at Page 518, thence South 01°40'24" West, along the West line of said Warranty Deed a distance of 280.06 feet, thence South 86°53'37" East along the South line of said Warranty Deed a distance of 455.00 feet to the East line of the Northeast Quarter of the Northeast Quarter of said Section 32, thence South 02°55'06" West along said East line a distance of 1124.92 feet to the Southeast corner of said Northeast Quarter of the Northeast Quarter of said Section 32, thence North 86°53'37" West along the South line of said Northeast Quarter of the Northeast Quarter of said Section 32 a distance of 1327.99 feet to the Southeast corner of said Northeast Quarter of the Northeast Quarter of said Section 32, thence North 02°45'24" East along the West line of said Northeast Quarter of the Northeast Quarter of said Section 32 a distance of 1327.99 feet to the **POINT OF BEGINNING**.

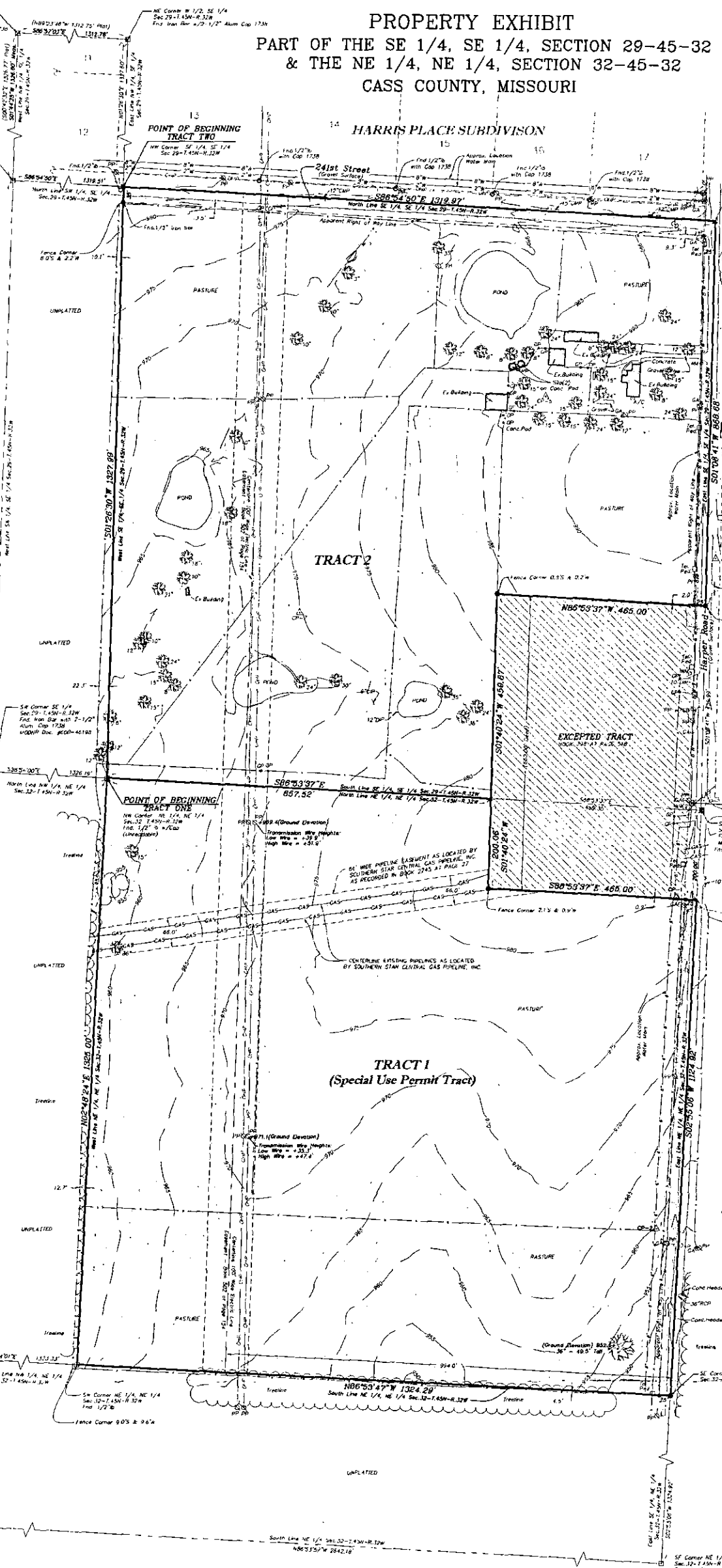
TRACT TWO: Containing 1,542,267 sq. ft. or 35.4056 acres more or less

A tract of land situated in the Southeast Quarter of the Southeast Quarter of Section 29, Township 45 North, Range 32 West of the Fifth Principal Meridian in Cass County, Missouri, and being more particularly described as follows:

COMMENCING at the Northwest corner of the Southeast Quarter of said Section 29, Township 45 North, Range 32 West (Found Iron Bar with 2-1/2" Alum Mon. 15 1738); said corner also being the Northwest corner of HARRIS PLACE, a subdivision of land in Cass County, Missouri, thence South 01°44'25" West (South 01°44'25" East Plot) along the West line of the Northeast Quarter of said Southeast Quarter and along the West line of said HARRIS PLACE a distance of 1326.80 feet (1326.77 feet Plat) to the Northwest corner of the Southeast Quarter of the Southeast Quarter of said Section 29 (Found 3/8" Iron Bar); thence South 86°54'50" East along the North line of said Southeast Quarter of the Southeast Quarter of the Southeast Quarter of said Section 29 a distance of 1327.99 feet to the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 32, said point also being the **POINT OF BEGINNING** of Tract Two, more particularly described herein; thence South 86°53'37" East, along the North line of the Southeast Quarter of the Southeast Quarter of said Section 29 a distance of 1327.99 feet to the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 32, thence South 01°40'24" West along the West line of said Warranty Deed a distance of 280.06 feet, thence South 86°53'37" East along the South line of said Warranty Deed a distance of 455.00 feet to the East line of the Northeast Quarter of the Northeast Quarter of said Section 32, thence South 02°55'06" West along said East line a distance of 1124.92 feet to the Southeast corner of said Northeast Quarter of the Northeast Quarter of said Section 32, thence North 86°53'37" West along the South line of said Northeast Quarter of the Northeast Quarter of said Section 32 a distance of 1327.99 feet to the Southeast corner of said Northeast Quarter of the Northeast Quarter of said Section 32, thence North 02°45'24" East along the West line of said Northeast Quarter of the Northeast Quarter of said Section 32 a distance of 1327.99 feet to the **POINT OF BEGINNING**.

CERTIFICATION: I hereby certify that a property exhibit was prepared by me or under my direct supervision from property boundary information obtained on a previous survey provided by Lovelace & Associates for Aquila Networks, Inc., project #04566 dated September 2, 2004, and the results of said exhibit are represented herein to the best of my professional knowledge and belief.

ATTNEY: B. LOVELACE, MD. L52580
 DATE: _____



LEGEND

POWER POLE	SP
TELEPHONE PEDESTAL	TP
ANCHOR	AN
WATER METER	WM
GAS VALVE	GV
WATER VALVE	WV
FIRE HYDRANT	FH
AC UNIT	AC
CONTROL POINT	CP
GAZE POST	GP
REFERENCE MONUMENT (1/2" IRON BAR WITH PLASTIC CAP)	RM
FOUND SECTION CORNER	SC
FOUND PROPERTY CORNER	PC
TREE (DA)	TR
TRAIL LINE	TL
BARBED WIRE FENCE	BW
OVERHEAD POWER LINE	OP
WATER LINE	WL
GAS LINE	GL
CABLE BOX	CB

SURVEY NOTES:

Property information shown herein was provided by First American Title Insurance Company, Commitment No. 406378, with an effective date of August 31st, 2004 at 7:30 a.m.

Schedule B information affecting Parent Parcel is noted unless shown herein.

(#1) Fractional Line Easement recorded in Book 502 at Page 154 - Shown herein.

(#2) Wide Gas Pipeline Easement as located by Southern Star Central Gas Pipeline, Inc. recorded in Book 2245 at Page 27 - Shown herein.

Schedule B information not shown herein: NONE

Notes:

- Bearings shown herein are based on Missouri State Plane Coordinate System of 1983 (NAD 83).
- Coordinates were derived using GPS Static Survey methods and post processed data with Magellan/Trimble receivers and "Torus System" processor software.
- The utilities as shown on this drawing were developed from the information available (existing utility maps, aboveground observations and/or surface markings placed on the ground by the utility company or a representative thereof). This company has made no attempt to excavate or go below surface to locate utilities and does not extend or study a quantity or warranty as to the exact location of or complete inventory of utilities in this area. It shall be the contractor's responsibility to verify the location and depth of all utilities (whether shown or not) prior to excavation or construction and to protect said utilities from damage.

HORIZONTAL & VERTICAL CONTROL:

HORIZONTAL DATUM = NAD-83 MISSOURI STATE PLANE (WEST ZONE)
 VERTICAL DATUM = NAVD-83
 1 METRE = 1.0000373 PROJECTED GRID FACTOR = 0.9999944
 COORDINATES SHOWN HEREIN ARE PROJECT COORDINATES
 (PROJECT COORDINATE X 0.9999944) = NAD-83 COORDINATE
 33808333

CP-1 SET 1/2" IRON BAR W/CONTROL CAP
 N 81°06'19.1" E 2794522.584' ELEVATION 920.52
 RM-1 N 11° E - 78.2' TO EXISTING TELEPHONE PEDESTAL
 RM-2 N 81° - 12.4' TO EXISTING MOST WILLOW GROUND SOUTH
 RM-3 S 45° E - 29.9' TO EXISTING POWER POLE

CP-2 SET 1/2" IRON BAR W/CONTROL CAP
 N 81°06'19.1" E 2794479.584' ELEVATION 930.80
 RM-1 N 11° E - 345.2' TO AN EXISTING POWER POLE
 RM-2 S 84° E - 105.4' TO AN EXISTING POWER POLE
 RM-3 S 23° E - 42.7' TO AN EXISTING POWER POLE

APPENDIX B

Title Report

Peculiar Plant Site

FAX COVER SHEET

DATE: 01/10/2005

TO: Aquila, Inc.
FAX NO.: 18167377621
ATTN: Bruce

FROM: First American Title Kansas Agency Inc
dba Security Land Title Company
791 Northeast Rice Road
Lee's Summit, Missouri 64086

Phone No. (816) 246-4010 Fax No. (816) 246-6624

RE: File No.: 463979
Property: 24110 South Harper Road, Peculiar, MO 64078

SUBJECT:

PLEASE NOTIFY THE SENDER IF YOU DO NOT RECEIVE ALL PAGES ON THIS TRANSMISSION.

The materials enclosed with this facsimile transmission are private and confidential and are the property of the sender. The information contained in the material is privileged and is intended only for the use of the individual(s) or entity(ies) named above. If you are not the intended recipient, be advised that any unauthorized disclosure, copying, distribution or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this facsimile transmission in error, please immediately notify the sender to arrange for return of the forwarded documents to us.

Form No. 1068-2
ALTA Plain Language Commitment

Commitment No.: 463979
Page Number: 2

FIRST AMERICAN TITLE INSURANCE COMPANY INFORMATION

The Title Insurance Commitment is a legal contract between you and the company. It is issued to show the basis on which we will issue a Title Insurance Policy to you. The Policy will insure you against certain risks to the land title, subject to the limitations shown in the policy.

The Company will give you a sample of the Policy form, if you ask.

The Commitment is based on the land title as of the Commitment Date. Any changes in the land title or the transaction may affect the Commitment and the Policy.

The Commitment is subject to its Requirements, Exceptions and Conditions.

This information is not part of the title insurance commitment.

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Schedule A	
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4. Description of the Land	4
Schedule B-1 - Requirements	
Schedule B-2 - Exceptions	
Conditions	

**YOU SHOULD READ THE COMMITMENT VERY CAREFULLY.
If you have any questions about the Commitment,
please contact the issuing office.**

Form No. 1068-2
ALTA Plain Language Commitment

Commitment No : 463979
Page Number: 3

COMMITMENT FOR TITLE INSURANCE

Issued by

First American Title Insurance Company

Agreement to Issue Policy

We agree to issue a policy to you according to the terms of this Commitment.

When we show the policy amount and your name as the proposed insured in Schedule A, this Commitment becomes effective as of the Commitment Date shown in Schedule A.

If the Requirements shown in this Commitment have not been met within six months after the Commitment Date, our obligation under this Commitment will end. Also, our obligation under this Commitment will end when the Policy is issued and then our obligation to you will be under the Policy.

Our obligation under this Commitment is limited by the following:

The Provisions in Schedule A.

The Requirements in Schedule B-1.

The Exceptions in Schedule B-2.

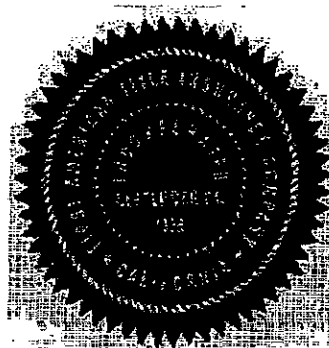
The Conditions.

This Commitment is not valid without Schedule A and Sections 1 and 2 of Schedule B.

First American Title Insurance Company

BY *Gary L. Gerhardt* PRESIDENT

ATTEST *Mark R. Anderson* SECRETARY



Form No. 1068-2
ALTA Plain Language Commitment

Commitment No : **463979**
Page Number: 4

SCHEDULE A

Commitment Amendment:

1. Commitment Date: December 30, 2004 at 7:30 A.M.
2. Policy or Policies to be issued: Amount

(A) **ALTA Owner's Policy** \$TBD
Proposed Insured:
The City of Peculiar
3. Fee Simple interest in the land described in this Commitment is owned, at the Commitment Date, by

Aquila, Inc., a Delaware Corporation
4. The land referred to in this Commitment is described as follows:

THE SOUTHEAST QUARTER (SE1/4) OF THE SOUTHEAST QUARTER (SE1/4) OF SECTION TWENTY-NINE (29), AND THE NORTHEAST QUARTER (NE1/4) OF SECTION THIRTY-TWO (32), EXCEPT THAT PART OF DEEDED TO CITIES SERVICE GAS COMPANY BY DEED RECORDED IN BOOK 398, PAGE 518, RECORDER'S OFFICE, CASS COUNTY, MISSOURI, AND EXCEPT EASEMENTS OF RECORD, ALL IN TOWNSHIP FORTY-FIVE (45), RANGE THIRTY-TWO (32).

Form No. 1068-2
ALTA Plain Language Commitment

Commitment No.: 463979
Page Number: 5

SCHEDULE B

SECTION ONE

REQUIREMENTS

The following requirements must be met:

- (A) Pay the agreed amounts for the interest in the land and/or the mortgage to be insured.
- (B) Pay us the premiums, fees and charges for the policy.
- (C) Documents satisfactory to us creating the interest in the land and/or the mortgage to be insured must be signed, delivered and recorded.
- (D) You must tell us in writing the name of anyone not referred to in this Commitment who will get an interest in the land or who will make a loan on the land. We may then make additional requirements or exceptions.
- (E) Obtain and submit to the Company for recording a Warranty Deed from Aquila, Inc., a Delaware Corporation to The City of Peculiar.

Form No. 1068-2
ALTA Plain Language Commitment

Commitment No.: 463979
Page Number: 6

SCHEDULE B

SECTION TWO

EXCEPTIONS

Any policy we issue will have the following exceptions unless they are taken care of to our satisfaction.

1. Rights or claims of parties in possession not shown by the public records.
2. Encroachments, overlaps, boundary line disputes, shortages in area or other matters which would be disclosed by an accurate survey or inspection of the premises.
3. Easements, or claims of easements, not shown by the public records.
4. Any liens, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes or special assessments which are not shown as existing liens by the public records

NOTE: General, state, county and city taxes for the year 2004 in the amount of \$1,518.59 are PAID.

Parcel Number 2747900 (Includes other property)

(Prior City Number N/A)

Alt. No.

Carna No.

6. An easement for electric lines in the document recorded April 5, 1966 in Book 502 at Page 154 of Official Records

Form No. 1068-2
ALTA Plain Language Commitment

Commitment No.: 463979
Page Number: 7

CONDITIONS

1. DEFINITIONS

- (a) "Mortgage" means mortgage, deed of trust or other security instrument.
(b) "Public Records" means title records that give constructive notice of matters affecting the title according to the state law where the land is located.

2. LATER DEFECTS

The Exceptions in Schedule B - Section Two may be amended to show any defects, liens or encumbrances that appear for the first time in the public records or are created or attached between the Commitment Date and the date on which all of the Requirements (a) and (c) of Schedule B - Section One are met. We shall have no liability to you because of this amendment.

3. EXISTING DEFECTS

If any defects, liens or encumbrances existing at Commitment Date are not shown in Schedule B, we may amend Schedule B to show them. If we do amend Schedule B to show these defects, liens or encumbrances, we shall be liable to you according to Paragraph 4 below unless you knew of this information and did not tell us about it in writing.

4. LIMITATION OF OUR LIABILITY

Our only obligation is to issue to you the Policy referred to in this Commitment, when you have met its Requirements. If we have any liability to you for any loss you incur because of an error in this Commitment, our liability will be limited to your actual loss caused by your relying on this Commitment when you acted in good faith to:

comply with the Requirements shown in Schedule B - Section One

or

eliminate with our written consent any Exceptions shown in Schedule B - Section Two.

We shall not be liable for more than the Policy Amount shown in Schedule A of this Commitment and our liability is subject to the terms of the Policy form to be issued to you.

5. CLAIMS MUST BE BASED ON THIS COMMITMENT

Any claim, whether or not based on negligence, which you may have against us concerning the title to the land must be based on this commitment and is subject to its terms.

Form No. 1068-2
ALTA Plain Language Commitment

Commitment No : 463979
Page Number: 8

We Are Committed to Safeguarding Customer Information

In order to better serve your needs now and in the future, we may ask you to provide us with certain information. We understand that you may be concerned about what we will do with such information – particularly any personal or financial information. We agree that you have a right to know how we will utilize the personal information you provide to us. Therefore, together with our parent company, The First American Corporation, we have adopted this Privacy Policy to govern the use and handling of your personal information.

Applicability

This Privacy Policy governs our use of the information which you provide to us. It does not govern the manner in which we may use information we have obtained from any other source, such as information obtained from a public record or from another person or entity. First American has also adopted broader guidelines that govern our use of personal information regardless of its source. First American calls these guidelines its *Fair Information Values*, a copy of which can be found on our website at www.firstam.com.

Types of Information

Depending upon which of our services you are utilizing, the types of nonpublic personal information that we may collect include:

- Information we receive from you on applications, forms and in other communications to us, whether in writing, in person, by telephone or any other means;
- Information about your transactions with us, our affiliated companies, or others; and
- Information we receive from a consumer reporting agency.

Use of Information

We request information from you for our own legitimate business purposes and not for the benefit of any nonaffiliated party. Therefore, we will not release your information to nonaffiliated parties except: (1) as necessary for us to provide the product or service you have requested of us; or (2) as permitted by law. We may, however, store such information indefinitely, including the period after which any customer relationship has ceased. Such information may be used for any internal purpose, such as quality control efforts or customer analysis. We may also provide all of the types of nonpublic personal information listed above to one or more of our affiliated companies. Such affiliated companies include financial service providers, such as title insurers, property and casualty insurers, and trust and investment advisory companies, or companies involved in real estate services, such as appraisal companies, home warranty companies, and escrow companies. Furthermore, we may also provide all the information we collect, as described above, to companies that perform marketing services on our behalf, on behalf of our affiliated companies, or to other financial institutions with whom we or our affiliated companies have joint marketing agreements.

Former Customers

Even if you are no longer our customer, our Privacy Policy will continue to apply to you.

Confidentiality and Security

We will use our best efforts to ensure that no unauthorized parties have access to any of your information. We restrict access to nonpublic personal information about you to those individuals and entities who need to know that information to provide products or services to you. We will use our best efforts to train and oversee our employees and agents to ensure that your information will be handled responsibly and in accordance with this Privacy Policy and First American's *Fair Information Values*. We currently maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

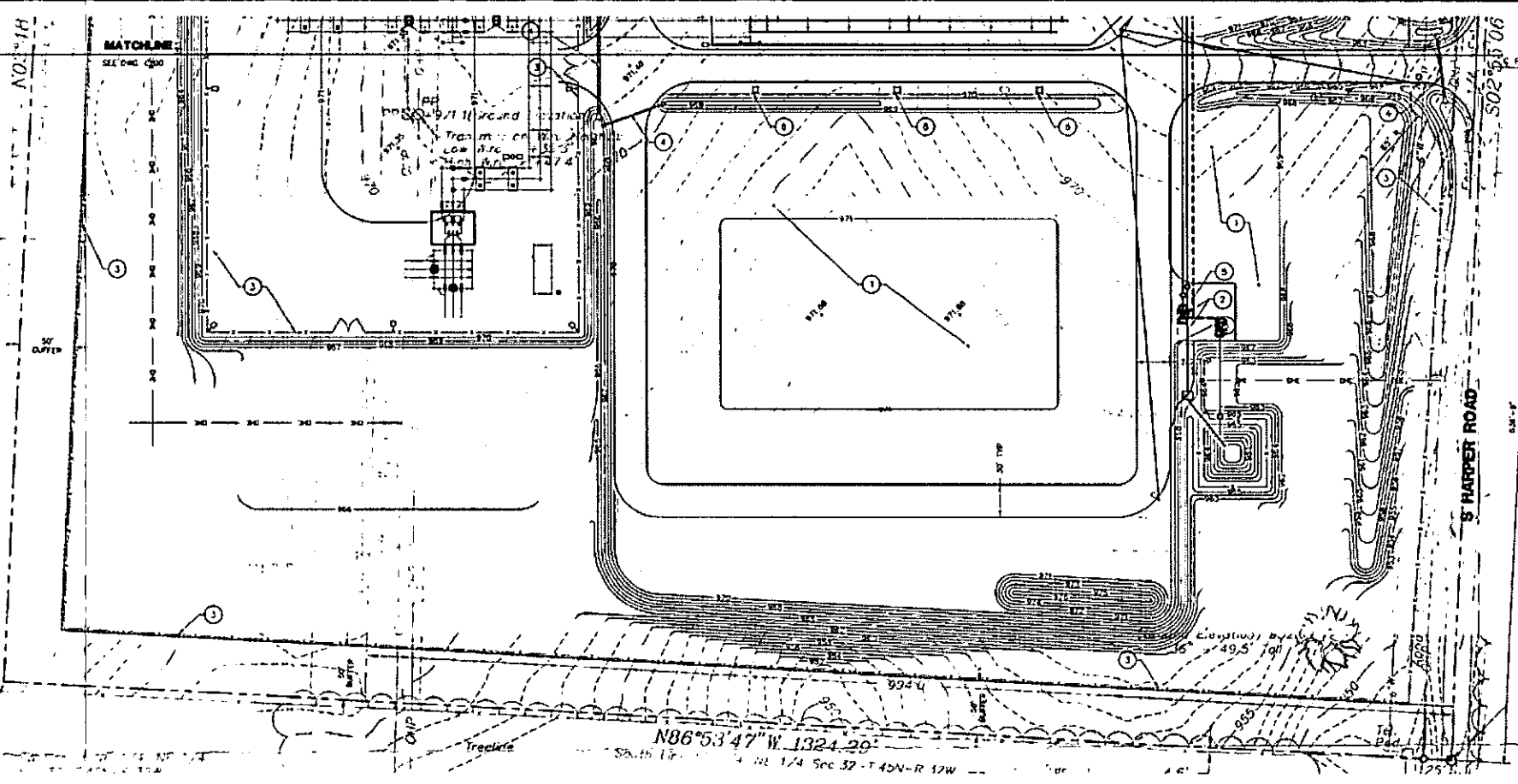
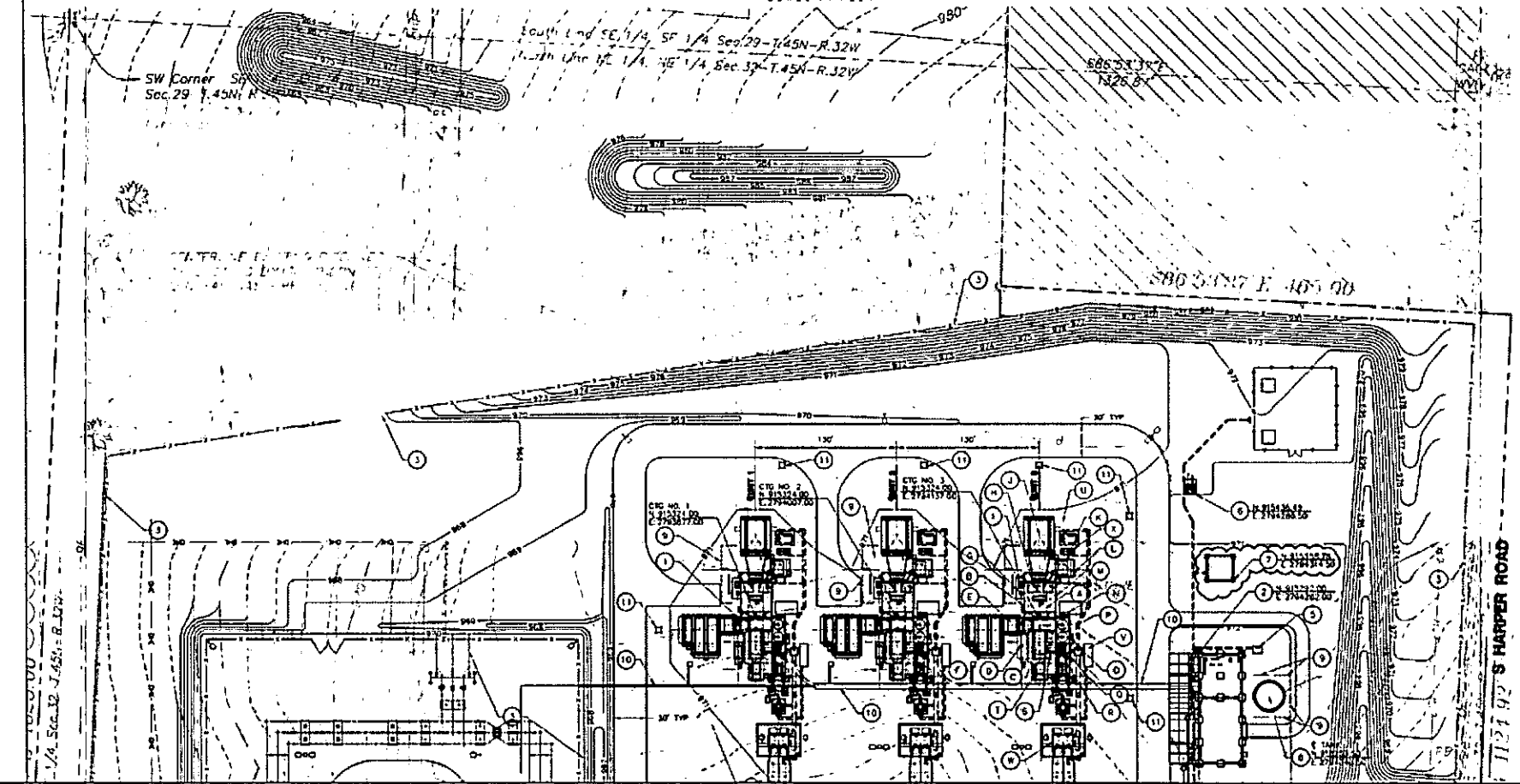
APPENDIX C
Site Plan

1. CONSTRUCT COMBUSTION TURBINE (CT) AND EQUIPMENT FOUNDATIONS. EQUIPMENT INSTALLATION BY CONTRACT 202. (TYP. 3 PLACES)
- A. BIODIESEL COMBUSTION TURBINE
- B. COMBUSTION TURBINE ENCLOSURE
- C. GENERATOR (OPEN AIR COOLED)
- D. GENERATOR INLET FILTER
- E. TURBINE AIR INLET DUCT AND SILENCER
- F. TURBINE AIR INLET FILTER
- G. FUEL GAS MAIN FILTER/SEPARATOR
- H. HYDRAULIC SUPPLY SHED
- I. EXHAUST TRANSITION & EXPANSION JOINT
- J. EXHAUST STACK STD. 90" TALL EXHAUST STACK
- K. MOTOR AIR COOLER (FAN-FAN TYPE)
- L. FV200 FIRE PROTECTION

- M. DRY CHEMICAL CABINET
- N. COMPRESSOR WASH SHED
- O. MECHANICAL PACKAGE
- P. LUBE OIL COOLER (FAN-FAN TYPE)
- Q. ELECTRICAL PACKAGE
- R. LINE SIDE CLOUTLE
- S. TRANSITION BUS DUCT
- T. STARTING PACKAGE
- U. 15'-20'-45" TALL CEMS BUILDING
- V. AUXILIARY POWER CENTERS
- W. GENERATOR STEP-UP TRANSFORMER
- X. CRO DRAIN TANK
- Y. CONSTRUCT SERVICE BUILDING FOUNDATION AND INSTALL METAL BUILDING. SEE STRUCTURAL DRGS.

- Z. INSTALL SITE SECURITY CHAINLINK FENCE AND GATES. SEE SITE DETAILS.
1. INSTALL STORM SEWER STRUCTURES SEE SITE GRADING AND DRAINAGE PLANS.
2. INSTALL TRANSFORMER TO BE USED FOR CONSTRUCTION POWER AND REMAIN AS PERMANENT.
3. CONSTRUCT NATURAL GAS CONDENSING FILTER SHED FOUNDATION AND INSTALL EQUIPMENT. SEE FS.
4. CONSTRUCT LUBRICABLE MATERIALS STORAGE BUILDING FOUNDATION AND INSTALL METAL BUILDING. SEE FS.
5. CONSTRUCT LIQUOR/STOCK TANK FOUNDATION AND INSTALL TANK. SEE STRUCTURAL DRAWINGS.
6. INSTALL REMOVABLE QUADRAL BARRIER. SEE SITE DETAILS.
7. UNDERGROUND DUCT BANK. SEE ELECTRICAL DRAWINGS.
8. INSTALL STD. FINE HYDRANT AND VALVE. SEE DRAWING UPDATES FOR DETAILS.

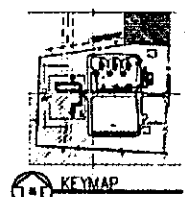
11 SITE LAYOUT PLAN-NORTH
SCALE IN FEET



12 SITE LAYOUT PLAN-SOUTH
SCALE IN FEET

CIVIL KEYNOTES:

1. INSTALL 6" CRUSHED ROCK BASE FOR TEMPORARY CONSTRUCTION PARKING AND LAYDOWN. AFTER CONSTRUCTION REMOVE CRUSHED ROCK BASE AND REPLANT GRASS.
2. INSTALL SANITARY HOLDING TANK AND OILY DRAIN TANK. SEE MECHANICAL DRAWINGS.
3. INSTALL SITE SECURITY CHAINLINK FENCE AND GATES. SEE SITE DETAILS.
4. INSTALL STORM STRUCTURES SEE SITE GRADING AND DRAINAGE PLAN.
5. INSTALL REMOVABLE QUADRAL BARRIER. SEE SITE DETAILS.
6. INSTALL STD. FINE HYDRANT AND VALVE. SEE DRAWING UPDATES FOR DETAILS.



KEYMAP

APPENDIX D

Landscape/Visual Screening Plans

South Harper Power Plant Landscape Design

Purpose

The purpose of this preliminary landscape plan is to provide strategic locations for additional tree and shrub plantings. The trees and shrubs recommended are to enhance the visual and audible properties of the proposed power plant.

Procedure

The trees recommended must meet the following criteria:

1. Tree maturation height. >40 feet.
2. Tree growth rate. 2-4 feet per year.
3. Tree density. Evergreens
4. Tree aesthetics. Flowering, fruiting, color.
5. Disease resistance. Insects, fungus.
6. Planting locations. <35 feet under power lines.
7. Planting conditions. Wet, dry soil.

The Aquila Forester, John Norris, consulted with H&R Lawn & Landscape, of Overland Park, KS to develop the landscape plan. All trees recommended will meet the above criteria. The plan is a preliminary draft and can be implemented after final construction and grading of the power plant. The size and quantity of the recommended trees are contingent upon the tree availability. The trees recommended are best suited for a Fall planting to ensure their survival. A tree planting and maintenance program will be considered for the long term health of the trees and shrubs.

Recommended Trees

Following are the recommended trees and shrubs proposed for the landscape plan. A brief description is included about the tree and its values and characteristics.

A. Deciduous Trees:

1. Pin Oak *Quercus palustris*

One of the most widely used trees for landscaping. May reach a height of 60-70' and spread 25-40'. Fastest growing oak, averaging 2.5' per year. Transplants easily on many sites. Tolerant of city conditions. Retains leaves through the winter providing additional screening. Iron chlorosis may occur unless soil pH levels are monitored.

2. Red Maple *Acer rubrum* "Red Sunset"

One of the best maple cultivars, excellent Fall color. May reach a height of 35-45' with a spread of 30-40'. Moderate growth rate of 1.5 feet per year. No major pests or diseases. Transplants readily in the Spring.

3. Red Bud *Cercis Canadensis*

Native tree used in grouping and woodland settings. May reach height of 20-30' and a spread of 25-30'. Has moderate growth of about 1 foot per year. May be susceptible to cankers and wind damage. Has nice spring color with a "touch of class". Transplants easily except in wet soils.

4. Flowering Crabapple *Malus Species* "Snowdrift"

Ornamental tree with beautiful white Spring flowers. Grows to mature height of 20-25' with a spread of 20-25'. Has moderate growth of 1-2' per year. Very adaptable to various soil conditions. May be susceptible to a host of pests and diseases.

5. Various MO Native Trees

Native trees, birch, hackberry, poplar, willow, hickory and oaks may be planted in groups where special growing considerations are required.

B. Evergreen Trees

1. White Pine *Pinus Strobus*

A very valuable landscape tree. May reach a height of 50-80' with a spread of 20-40'. One of the fastest growing evergreens at 2-3' per year. Easily transplanted in many soil types. Does not tolerate pollution and salts. May be susceptible to White Pine weevils and blister rust. Dense foliage makes an ideal screen.

2. Colorado Spruce *Picea Pungens*

A very nice landscape tree. May grow to 30-60' with a spread of 10-20'. Has a slow growth rate of about one foot per year. Transplants readily in moist sunny soil. May be susceptible to a few insects. The blue-green color makes it a nice specimen tree.

3. Austrian Pine *Pinus Nigra*

A very hardy tree to withstand urban conditions. It has a medium growth rate and may reach 45-50' in height with a 20-40' spread. May grow to 100' in ideal conditions. Makes an ideal windbreak or screen using mass plantings.

3. Eastern Redcedar *Juniperus Virginiana*

A very common evergreen native to Missouri. It has a medium growth rate and may reach a height of 40-50' and a spread of 8-20'. Pyramidal when young becoming broad with old age. Great species for windbreaks and shelterbelts. Easily transplanted balled and bur lapped, tolerant of poor conditions.

Berms

Several berms are constructed to provide sight barriers from the adjoining properties. The berms will be constructed from dirt and topsoil from the construction process. Various trees will be planted on the berms to provide additional screenings. The section of berms that are directly below the transmission lines must maintain at least 21 feet of clearance between the ground and the conductors.

Conclusion

This is a preliminary draft for landscape plantings around the power plant. The plan will provide the plant site a visual appearance of forested woodland. The layered effect, from various tree heights, will provide the desired screening effect. The tree plantings and fence line along the front gate of the power plant must meet the requirements of the security department.

The largest trees available that can be transplanted with a large tree spade will be used. All trees that are to be hand planted will be balled and bur lapped. All trees will require being staked to prevent wind damage. A temporary electric fence will be installed in the pasture along 241 street to prevent the cattle from grazing on the new plantings. A maintenance plan will be considered for the long term health of the plantings.

MOONLIGHT MEADOWS

11

12

13

MOONLIGHT MEADOWS

AUTUMN BLAZE MAPLE 2 1/2" 41 EA
SPRING SNOW CHERRY 30 EA
RIVERBIRCH CLUMP 12-14' 7 EA
OCTOBER GLORY MAPLE 2 1/2" 3 EA

AUTUMN BLAZE MAPLE 2 1/2" 41 EA
SPRING SNOW CHERRY 30 EA
RIVERBIRCH CLUMP 12-14' 7 EA
OCTOBER GLORY MAPLE 2 1/2" 3 EA

PLANT LEGEND	COUNT
AUTUMN PINE	140
MOUNT BATTEN JUNCUS	42
WHITE PINE	44
WHITE PINE - TREE SPACE	9
PIN OAK - TREE SPACE	17
RED OAK	40
OCTOBER GLORY MAPLE	3
RIVERBIRCH - TREE SPACE	9
RED MAPLE - TREE SPACE	2
AUTUMN BLAZE MAPLE	84
SPRING SNOW CHERRY	60
REVERBERRY	29
TOTAL TREES	492

SPD WHITE PINE 5 EA
WHITE PINE 30 EA
AUSTRIAN PINE 30 EA

PIN OAK 6' 18 EA
SPD RIVERBIRCH 2 1/2" 8 EA
SPD WHITE PINE 12-14' 5 EA
AUSTRIAN PINE 12-14' 5 EA
WHITE PINE 12-14' 5 EA

SPD PIN OAK 6' 10 EA
SPD PIN OAK 6' 10 EA

RED OAK 2 1/2" 19 EA
MOUNT BATTEN JUNCUS 42 EA
AUSTRIAN PINE 43 EA

RED OAK 2 1/2" 21 EA
MOUNT BATTEN JUNCUS 42 EA
AUSTRIAN PINE 44 EA