

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

In the Matter of the Joint Application of The)
Empire District Electric Company, Liberty Sub)
Corp. and Liberty Utilities (Central) Co. for)
Approval of an Agreement and Plan of Merger)
and for Other Related Relief)

Docket No. 16-EPDE-410-ACQ

AFFIDAVIT OF MAILING

STATE OF MISSOURI, COUNTY OF JASPER, ss:

I, Kelly S. Walter, of lawful age, being first duly sworn on oath, state:

I am VP & COO - Electric for The Empire District Electric Company ("Empire").

That on the 24th day of August, 2016, the Affiant did mail to the customers of Empire, via the United States Postal Service, postage prepaid, a Notice of Public Comment Period, attached hereto as Exhibit A, informing the customers of Empire of the proposed merger of The Empire District Electric Company ("Empire"), Liberty Sub Corp. ("LSC") and Liberty Utilities (Central) Co. ("LU Central"). LSC and LU Central are indirect wholly owned subsidiaries of Algonquin Power & Utilities Corp. ("Algonquin"). The Notice also provides the customers of Empire the opportunity to submit comments regarding the proposed merger to the Commission.

Further affiant saith naught.

Kelly S. Walter

SUBSCRIBED AND SWORN to before me this 24 day of August, 2016.

Sherril J. Blalock
Notary Public

Appointment/Commission Expires: Nov. 16, 2018

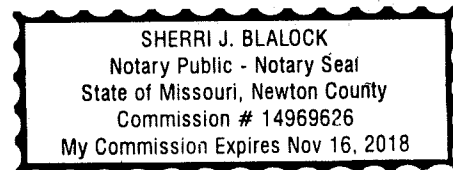


EXHIBIT A

NOTICE OF PUBLIC COMMENT PERIOD

The Kansas Corporation Commission (“KCC”) has established a public comment period related to the proposed merger of The Empire District Electric Company (“Empire”), Liberty Sub Corp. (“LSC”) and Liberty Utilities (Central) Co. (“LU Central”). LSC and LU Central are indirect wholly owned subsidiaries of Algonquin Power & Utilities Corp. (“Algonquin”). Empire’s joint application with LSC and LU Central is for approval of the merger of Empire’s Kansas electric operations and customers with LU Central. This transaction is part of a four-state transaction which approves the merger of all of Empire’s operations in Kansas, Oklahoma, Arkansas and Missouri with LU Central.

JOINT APPLICATION: KCC DOCKET NO. 16-EPDE-410-ACQ

In its joint application, Empire, LSC and LU Central have requested approval from the KCC for LSC, a wholly owned subsidiary of LU Central to merge with and into Empire with Empire emerging as the surviving corporation. As a consequence of the merger, Algonquin will acquire, indirectly through its subsidiary LU Central all of the capital stock of Empire. Empire’s outstanding debt and related obligations will remain with Empire. Approximately 9,800 Empire electric customers in Kansas are potentially affected by the merger. LU Central has stated it would initially provide service at the same rates and terms currently in effect for like services provided by Empire and that there will be no detrimental rate impacts as a result of the transaction and that the transaction meets the requirements of the KCC for approval of the transaction.

The aggregate purchase price of the transaction is \$2.4 billion, including \$900 million of existing Empire indebtedness. Empire’s shareholders will receive \$34 in cash per share for their stock. This represents a premium over and above the book value of Empire’s Rate Base and the market value per share that the stock was being publicly traded immediately prior to the public announcement of the transaction. LU Central has not requested any recovery of this acquisition premium or the cost of the transaction from any of Empire’s customers, including those located in Kansas.

WRITTEN INQUIRES OR COMMENTS

The Commission will accept comments from the public regarding this docket through October 31, 2016. There are three convenient ways to submit a comment:

- 1) Go to the KCC website: www.kcc.ks.gov to enter your comment. Click on the link under “Your Opinion Matters”.
- 2) Send a written letter to the Kansas Corporation Commission, Office of Public Affairs and Consumer Protection, 1500 SW Arrowhead Road, Topeka, KS 66604-4027. Be sure to reference Docket No. 16-EPDE-410-ACQ.
- 3) Call the Commission’s Public Affairs office at 1-800-662-0027 or (785) 271-3140.

Public Comments received during the comment period will be entered into the official case record and posted on the website at the end of the comment period.

KCC EVIDENTIARY HEARING

The KCC will conduct an evidentiary hearing on the application beginning November 29, 2016 at 9:00 a.m. The hearing will be held in the first floor hearing room at the KCC's Topeka office, located at 1500 S.W. Arrowhead Road, Topeka, Kansas. At this hearing KCC Staff, CURB, Empire, LU Central and any intervening parties will present testimony to the Commissioners. The KCC is expected to decide this matter on or before January 10, 2017.

ADDITIONAL INFORMATION

For more information about the transaction or technical hearing, contact the Kansas Corporation Commission Office of Public Affairs and Consumer Protection at 1-800-662-0027. Any person requiring special accommodations under the Americans With Disabilities Act needs to give notice to the Commission at least 10 days before the scheduled hearing date.