




**Empire District Electric Company (The)**

EDE NYSE

Utilities - Multiline

Market Capitalization USD:

\$812.99 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Bradley P. Beecher**Age: 46****CEO Since: 2011**

	2009	2010	2011
Base Salary	\$350,000	\$365,000	\$292,798
Discretionary Bonus	\$0	\$0	\$60,317
Annual Cash Incentive	\$291,386	\$284,919	\$0
Benefits and Perquisites	\$9,638	\$11,620	\$9,682
TOTAL ANNUAL COMPENSATION	\$651,024	\$661,539	\$362,797
Increase in Post-Retirement Benefits	\$381,889	\$527,377	\$277,308
Stock Option Awards	\$25,670	\$33,320	\$0
Stock Awards	\$208,568	\$217,064	\$43,601
TOTAL COMPENSATION	\$1,267,151	\$1,439,300	\$683,706
Median of Other Named Executive Officers Total Compensation	\$458,595	\$528,318	\$1,195,693
Value Realized on Exercise of Stock Option	\$0	\$0	\$8,119
Value Realized on Vesting of Stock	\$213,177	\$207,153	\$144,135
TOTAL REALIZED EQUITY COMPENSATION	\$213,177	\$207,153	\$152,254

Proxy Date: 14 Mar 2012

Annual Meeting Date: 26 Apr 2012

Equity Reserves: 3.80%

Stock Option Run Rate: 0.05%

Empire District Electric Company (The)

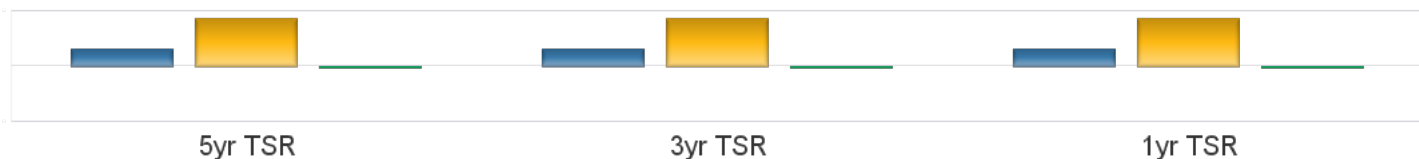
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ EDE



Peer Comparisons (TRBC) =Utilities - Multiline

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
EDE	Empire District Electric Company (The)	\$1,267,151	\$1,439,300	\$683,706	\$812,989,643
AVA	Avista Corp.	\$3,028,018	\$3,245,967		\$1,382,919,687
BKH	Black Hills Corporation	\$1,873,600	\$2,692,662		\$1,208,473,373
NWE	NorthWestern Corporation	\$1,523,751	\$1,231,916	\$1,468,711	\$1,158,172,730
CHG	CH Energy Group, Inc.	\$2,308,319	\$2,232,041	\$2,403,142	\$805,027,131
UTL	Unitil Corporation	\$1,306,751	\$1,378,115	\$1,740,598	\$280,830,907

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Black Hills Corporation, Central Vermont Public Service, CH Energy Group, Inc., Chesapeake Utilities Corporation, Cleco Corporation, El Paso Electric Company, Idacorp Inc., The LaCledde Group, MGE Energy Inc., NorthWestern Corporation, Otter Tail Corporation, South Jersey Industries Inc., UIL Holdings Corporation, Unisource Energy Corporation, and Unitil Corporation.

Performance Peer Group

Black Hills Corporation, Central Vermont Public Service, CH Energy Group, Inc., Chesapeake Utilities Corporation, Cleco Corporation, El Paso Electric Company, Idacorp Inc., The LaCledde Group, MGE Energy Inc., NorthWestern Corporation, Otter Tail Corporation, South Jersey Industries Inc., UIL Holdings Corporation, Unisource Energy Corporation, and Unitil Corporation.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Kenneth R. Allen	Chairman	54	Male	7	Outside
D. Randv Lanev	Member	57	Male	9	Outside
Herbert J. Schmidt	Member	56	Male	2	Outside
Paul Portnev	Member	66	Male	3	Outside
Thomas M. Ohlmacher	Member	60	Male	1	Outside

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