

WESTAR ENERGY, INC.
HUMAN RESOURCES COMMITTEE
September 23, 2002
8:30 a.m.

A meeting of the Human Resources Committee (the "Committee") of the Board of Directors of Westar Energy, Inc. (the "Company") was held in Topeka, Kansas on September 23, 2002.

All members of the Committee were present. Mr. Frank J. Becker, Chairman of the Committee, acted as Chairman of the meeting. Also present was Mr. David C. Wittig, Chairman of the Board, President and Chief Executive Officer of the Company. Mr. Wittig acted as Secretary of the meeting.

Mr. Wittig reviewed the detailed terms of employment agreements he and Mr. Douglas T. Lake proposed to enter into with the Company to replace their existing employment agreements. The terms were discussed at length.

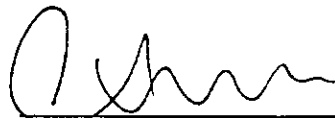
Whereupon, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Employment Agreements between the Company and Mr. David C. Wittig and Mr. Douglas T. Lake in the form presented to this meeting, and with such changes as have been proposed by the Committee, are hereby approved and recommended for approval by the Board of Directors; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized to execute the Employment Agreements with Mr. Wittig and Mr. Lake referred to in the preceding resolution on behalf of the Company and to take such other actions as the officer so acting may deem necessary or desirable to carry out the foregoing resolution; and further

RESOLVED, that the officers of the Company are hereby authorized to take such action as they may deem necessary or appropriate to carry out the foregoing resolutions and to cause the Company to perform its obligations under the Employment Agreements.

There being no further business to come before the meeting, it was adjourned.



David C. Wittig

WESTAR ENERGY, INC.
BOARD OF DIRECTORS
September 23, 2002
2:00 P.M.

A special meeting of the Board of Directors of Westar Energy, Inc. (the "Company") was held by telephone conference at 2:00 p.m., on September 23, 2002.

All members of the Board of Directors were present. Mr. Brent Longnecker, President of Resources Consulting Group, was also present. Mr. David C. Wittig, Chairman of the Board, President and Chief Executive Officer, acted as Chairman of the meeting. Mr. Larry D. Irick, Vice President and Corporate Secretary, acted as Secretary of the meeting.

The Chairman reviewed the history of the employment agreements the Company previously entered into with the Chairman and Mr. Douglas T. Lake, Executive Vice President. The Chairman called on Mr. Longnecker, who reviewed current corporate governance issues and practices and related matters.

The Chairmen reviewed the terms of proposed new employment agreements the Company would enter into with the Chairman and Mr. Lake and identified changes from the terms of the existing employment agreements. Mr. Frank Becker, Chairman of the Human Resources Committee, commented on the changes incorporated into the proposed new agreements.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved, with Mr. Wittig and Mr. Lake abstaining:

RESOLVED, that the Employment Agreements between the Company and Mr. David C. Wittig and Mr. Douglas T. Lake in the form presented to this meeting are hereby approved; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized to execute the Employment Agreements with Mr. Wittig and Mr. Lake referred to in the preceding resolution on behalf of the Company and to take such other actions as the officer so acting may deem necessary or desirable to carry out the foregoing resolution; and further

RESOLVED, that the officers of the Company are hereby authorized to take such action as they may deem necessary or appropriate to carry out the foregoing resolutions and to cause the Company to perform its obligations under the Employment Agreements.

The Chairman reviewed the terms of proposed new employment agreements the Company would enter into with the officers of the Company other than the Chairman and Mr. Lake. He identified differences between these agreements and the change in

control agreements previously entered into with some of these officers. Mr. Becker commented on the terms of the proposed new agreements.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Human Resources Committee is authorized to approve Employment Agreements for the officers of the Company other than Mr. David C. Wittig and Mr. Douglas T. Lake, with the Employment Agreements having substantially the terms presented to the Board at this meeting; and further

RESOLVED, that the Human Resources Committee is authorized to direct officers of the Company to execute the Employment Agreements referred to in the preceding resolution and to take other appropriate actions they deem necessary or desirable to carry out the foregoing resolution.

The Chairman advised the Board that the litigation with PNM has been settled and that a special committee of the Board, consisting of Mr. Chandler, as Chairman, Mr. Becker and Mr. Netteis, would investigate certain matters related to a federal grand jury subpoena served by the United States Attorney's Office in Topeka, Kansas.

There being no further business to come before the meeting, it was adjourned.

Larry D. Irick
Secretary