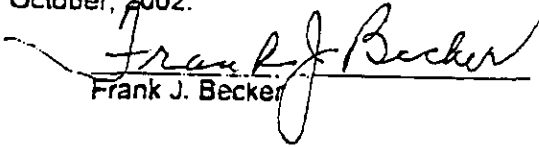


UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
WESTAR ENERGY, INC.

The undersigned, being all of the directors of Westar Energy, Inc., a Kansas corporation (the "Company"), acting pursuant to the authority of Section 17-6301(f) of the Kansas General Corporation Code, hereby consent to the adoption of the following resolutions with the same force and effect as if they had been adopted at a special meeting of the board of directors of the Company duly called and held for such purpose:

RESOLVED, that the membership of the Special Committee of the Board established by unanimous written consent of the Board dated September 27, 2002 is hereby modified and the members of the Special Committee shall be Mr. Charles Q. Chandler IV, as Chairman, and Mr. R.A. Edwards.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of October, 2002.


Frank J. Becker

Gene A. Budig

Charles Q. Chandler IV

John C. Dicus

R.A. Edwards

Douglas T. Lake

John C. Nettels, Jr.

David C. Wittig

REDACTED

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REDACTED

T-966 P 05/07 F-313

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