

Corporate Aircraft

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) as follows:

1. Management is directed to cause the Company to seek reimbursement, with appropriate interest, for personal travel on the Company’s aircraft and incidental travel expenses from Messrs. John E. Hayes, David C. Wittig, Douglas T. Lake, Carl M. Koupal and Richard D. Terrill for the past five years.

2. Management is directed to cause the Company to seek reimbursement with appropriate interest, for personal travel on the Company’s aircraft and incidental travel expenses from current and former directors of the Company for the past five years.

3. Management is directed to cause the Company to issue amended W-2s to current and former employees of the Company, other than Messrs. Hayes, Wittig, Lake, Koupal and Terrill, for open federal or state tax years to reflect the value of personal travel on the Company’s aircraft, or alternatively, if elected by any such employee, to seek reimbursement with appropriate interest for the value of personal travel on the Company’s aircraft during such years.

4. To supplement the policy governing usage of Company aircraft adopted as of March 24, 2003, management is directed to develop and implement a policy regarding travel and entertainment expenses generally. Management shall report back to the Board with a policy within 90 days.

5. Management is directed to review the Company’s policies to ensure that proposed acquisitions or long-term leases of corporate aircraft be submitted to the Board for its approval.

6. Management is directed to review the Company’s policies to ensure that the internal audit department audits compliance with both the aircraft policy and the travel and entertainment policy on an annual basis.

Review of Split-Dollar Insurance Agreements

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) that management is directed to consult with outside counsel about the Company’s legal rights, claims and defenses with respect to the split-dollar life insurance plan agreements between the Company and certain former employees, and specifically to consider the Company’s right to void the agreements and recover past payments. Management shall report to the Board within 90 days the status of the review.

Awards of Guardian RSUs and Stock to Messrs. Wittig and Lake

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) as follows:

1. Management is directed to consult with outside counsel as to the Company’s legal rights, claims and defenses with respect to any award of Guardian International, Inc. restricted stock units to Mr. David C. Wittig and Mr. Douglas T. Lake, and any dividend equivalents paid or to be paid on those restricted stock units, and pending that review specifically to withhold or deem lapsed the restricted stock units, the shares represented by the restricted stock units, and to avoid payment of any future dividend equivalents. Management shall report to the Board within 90 days on the status of the review.

2. Management is directed to consult with outside counsel as to the Company’s legal rights, claims and defenses with respect to the shares and any dividends paid to Messrs. Wittig and Lake as a result of the conversion program in the spring of 2002, pursuant to which Company restricted stock units were converted into shares of Guardian International, Inc., and pending that review to specifically avoid payment of any future dividends related to such shares. Management shall report to the Board within 90 days on the status of the review.

The Company's Investment in QuVIS

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. ("the Company") that management is directed to consult with outside counsel about the Company's legal rights, claims and defenses with respect to the Company's investment in QuVIS, Inc. in 2001, including seeking recovery for the Company's losses from Mr. David C. Wittig and Mr. Douglas T. Lake. Management shall report to the Board within 90 days on the status of the review.

Access to Information Concerning Voting of Shares by Employees

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) that the written policy adopted by management restricting access to information relating to the shareholder votes cast by individual employees and 401(k) plan participants to only those persons within the Company, if any, who are responsible for tabulating stockholder votes or who otherwise need such information specifically to discharge their employment responsibilities is hereby ratified and approved.

Schedule of Authorizations

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) as follows:

1. Management is directed to submit to the Board within 90 days an updated Schedule of Authorizations for approval.
2. All future changes to the Schedule of Authorizations relating to the authority of officers at the level of senior vice president or above shall be submitted to the Board for approval.

Political Fundraising

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) as follows:

1. Management is directed to retain outside counsel to assist the Company in adopting a formal policy with respect to political fundraising. Management shall report to the Board within 90 days on the implementation of such policy.

2. Management is directed to periodically consult with counsel to review the policy to ensure that it continues to accurately reflect developments in the law.

Disclosure Committee

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) that management is directed to evaluate its internal committee on public disclosure with responsibility for considering the Company’s obligation to disclose information under federal and state laws and regulations. Management shall report its conclusions with respect to this issue to the Board within 90 days.

Ethics and Compliance Program

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) as follows:

1. Management is directed to update and enhance the Company’s ethics and compliance program, including the incorporation of any changes required by recent laws, and to consult with outside counsel on such matters.
2. Management is directed to circulate to all employees a copy of the Company’s updated and enhanced ethics and compliance program.
3. Management is directed to cause the Company to provide regular ethics and compliance training to all employees.
4. Management is to report to the Board its progress on these matters within 90 days.

Corporate Governance

BE IT RESOLVED by the Directors of the Board of Westar Energy, Inc. (“the Company”) as follows:

1. The Nominating Committee is directed to submit to the Board a proposed charter for a Nominating and Corporate Governance Committee specifying the Committee’s powers, duties and responsibilities. The Nominating and Corporate Governance Committee is also directed to take the following actions:

- a. The Committee is directed to adopt and publish to all employees a formal process for communicating concerns directly to non-management directors.
- b. The Committee is directed to establish (or direct management to establish) an orientation program for new directors.
- c. The Committee is directed to retain (or direct management to retain) an expert on corporate governance matters to advise the Board and its Committees on the requirements of the Sarbanes-Oxley Act and the proposed NYSE rules and to recommend policies, organizational structures, and training programs that are consistent with best corporate practices.
- d. The Committee is directed to propose to the Board corporate governance guidelines addressing:
 - (i) director qualification standards;
 - (ii) director responsibilities;
 - (iii) director access to management and independent advisors;
 - (iv) director compensation;
 - (v) policies and principles for chief executive officer selection;
 - (vi) chief executive officer performance review;
 - (vii) chief executive officer succession; and
 - (viii) annual evaluation of the Board’s (including any Committee’s) performance.

2. The Audit and Finance Committee is directed to submit to the Board an updated charter for the Audit and Finance Committee specifying the Committee's powers, duties and responsibilities. The Audit and Finance Committee is also directed to assure that action is taken to implement the following (to the extent not already in place):

- a. The Committee is directed to develop a schedule or procedure pursuant to which it regularly assesses the performance of the Company's independent auditors.
- b. The Committee is directed to establish an internal mechanism pursuant to which complaints from employees as well as complaints from outside persons regarding questionable accounting and auditing matters are evaluated and examined on a basis that protects the confidentiality of the information and the identity of the complainant.
- c. The Committee is directed to instruct the internal audit department that the Committee is to be notified of any actions or attempts by management to preclude or curtail an audit.
- d. The Committee is directed to adopt performance objectives for the internal audit department. The Committee shall formally assess the performance of the internal audit department, on an annual basis, using the performance objectives as the baseline.
- e. The Committee is directed to review and assess whether the internal audit department currently has sufficient staffing and funding.
- f. The Committee is directed to require that the internal audit department submit to the Committee a comprehensive annual audit plan. While input from the business units is appropriate, the internal audit department shall develop its audit plans independently of those units.
- g. The Committee is directed to require that the internal audit department review its audit plans to ensure that there is an adequate focus on financial audits.
- h. The Committee is directed to require that the head of the internal audit department report directly to the Committee.

3. The Human Resources Committee is directed to submit to the Board a proposed charter for the Human Resources Committee specifying the Committee's

powers, duties and responsibilities. The charter shall provide that the Human Resources Committee has the authority to select and retain independent advisors, including compensation consultants and legal counsel, and that all executive compensation arrangements with the chief executive officer and other officers of grades 7 and above shall be in writing and submitted to the Human Resources Committee for approval. The Human Resources Committee is also directed to assure that copies of all written compensation agreements approved by the Human Resources Committee shall be filed with the Corporate Secretary.

4. The Corporate Public Policy Committee is directed to submit to the Board a proposed charter for the Corporate Public Policy Committee specifying the Committee's powers, duties and responsibilities.