

Potential Claims Against Mr. Wittig

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

1. The Directors hereby determine that the employment of Mr. David C. Wittig was terminated as of November 22, 2002 for cause and without good reason, as those terms are defined in the employment agreement between the Company and Mr. Wittig dated September 23, 2002 and that the termination is a non-qualifying termination as that term is defined in his employment agreement.

2. Management is directed to consult with outside counsel as to any and all legal rights, claims and defenses it may have with respect to Mr. Wittig, any payments provided for under his employment agreement or any other agreement with the Company or under any Company plan, program or policy, any damages incurred by the Company or any right of recovery from Mr. Wittig arising as a result of the breach of any duty owed by Mr. Wittig to the Company, any right to recover expenses incurred by the Company, including expenses related to the investigation by the Special Committee of the Board, as a result of any actions by Mr. Wittig, and any personal legal fees paid for Mr. Wittig. Management shall report to the Board within 90 days on the status of the review.

Potential Claims Against Mr. Lake

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

1. The Corporate Secretary is directed to send notice to Mr. Douglas T. Lake that the Board will consider a resolution to terminate his employment for cause and without good reason at its next Board meeting, and to invite him and his counsel to attend that portion of the Board meeting.

2. Management is directed to consult with outside counsel as to any and all legal rights, claims and defenses it may have with respect to Mr. Lake, any payments provided for under his employment agreement or any other agreement with the Company or under any Company plan, program or policy, any damages incurred by the Company or any right of recovery from Mr. Lake arising as a result of the breach of any duty owed by Mr. Lake to the Company, any right to recover expenses incurred by the Company, including expenses related to the investigation by the Special Committee of the Board, as a result of any actions by Mr. Lake, and any personal legal fees paid for Mr. Lake. Management shall report to the Board within 90 days on the status of the review.