



September 28, 2015

Kansas Corporation Commission  
1500 SW Arrowhead Road  
Topeka, Kansas 66604

Re: Docket No. 16-KG&E-098-SEC  
In the Matter of the Application of Kansas Gas and Electric Company for an Order  
Authorizing the Issuance and Pledge of Securities to Secure Its Obligations Related to  
Certain Pollution Control Refunding Revenue Bonds

To Whom It May Concern:

Please find enclosed for filing a copy of the certified resolution of Kansas Gas and  
Electric Company in the above-captioned docket.

Sincerely,

Jeffrey C. DeBruin

Enclosure

## CERTIFICATE

I, Jeffrey C. DeBruin, hereby certify that I am the duly elected Assistant Secretary of Kansas Gas and Electric Company and, as such officer, have charge of the books and certain records, including the minute books, of said Company; that annexed hereto is a true and correct copy of certain resolutions adopted by the Board of Directors by Unanimous Consent; and that said resolutions are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of Westar Energy, Inc., this 28th day of September, 2015.



---

Jeffrey C. DeBruin  
Secretary



KANSAS GAS AND ELECTRIC COMPANY  
September 21, 2015

WHEREAS, in June 2004 the Company entered into a transaction with the City of Burlington, Kansas ("City") for the issuance and sale of, among other securities, \$100,000,000 aggregate principal amount of the City of Burlington, Kansas, Pollution Control Refunding Revenue Bonds (Kansas Gas and Electric Company Project) Series 2004B (the "Series 2004B Bonds"); and

WHEREAS, the Series 2004B Bonds were issued pursuant to an Indenture of Trust, dated June 1, 2004, by and between the City and Deutsche Bank Trust Company Americas (the "2004B Indenture"); and

WHEREAS, effective June 1, 2006, pursuant to the terms of the 2004B Indenture, and a Bond Purchase Agreement, dated May 16, 2006, by and among the Company and certain financial institutions, the Company entered into a transaction that divided the Series 2004B Bonds into two subseries and resulted in, among other things, the remarketing of \$50,000,000 aggregate principal amount of the City of Burlington, Kansas, Pollution Control Refunding Revenue Bonds (Kansas Gas and Electric Company Project) Series 2004B-1 (the "Prior Bonds"); and

WHEREAS, the Company proposes to enter into a transaction with the City for the issuance and sale of the City's pollution control revenue bonds in an aggregate principal amount not to exceed \$50,000,000 (the "New Bonds"), the net proceeds from the sale of which will be used, together with funds from the Company, to refund the Prior Bonds; and

WHEREAS, the Company proposes to issue and pledge one or more series of first mortgage bonds (the "New Pledge Bonds") under the Company's Mortgage and Deed of Trust dated April 1, 1940, by and among the Company, Guaranty Trust Company of New York, as Corporate Trustee, and Henry A. Theis, as Individual Trustee, as supplemented and amended (the "Mortgage"), to support the Company's obligations relating to the New Bonds; and

WHEREAS, upon the issuance and pledge of New Pledge Bonds, the series of first mortgage bonds previously pledged by the Company under the Mortgage to support its obligations relating to the corresponding remarketed Prior Bonds will be retired; and

WHEREAS, the board of directors of the Company has deemed it to be in the best interests of Westar Energy, Inc., the Company's sole stockholder, to authorize such transactions.

NOW THEREFORE BE IT:

RESOLVED, that the President, Chief Financial Officer, any Vice President or the Assistant Treasurer of the Company (the “Authorized Officers”) are authorized and directed to cause the Prior Bonds to be refinanced (the “Refinancing”) in accordance with applicable federal and state laws and regulations, as well as the terms of the instruments governing outstanding debt securities, including the Prior Bonds, at such prices and on such terms and conditions as one or more of the Authorized Officers deems appropriate; and further

RESOLVED, that, in connection with the Refinancing, the Authorized Officers are authorized and directed to redeem, or cause to be redeemed, all or a portion of the Prior Bonds, and to issue and sell, or cause to be issued and sold, in one or more private offerings the New Bonds, in each case at such prices and on such terms and conditions as one or more of the Authorized Officers deems appropriate; provided, that (i) the New Bonds shall not mature beyond the maturity date of the Prior Bonds, (ii) the Refinancing shall not cause an increase in interest expense and (iii) the New Bonds shall not exceed \$50 million in aggregate principal amount; and further

RESOLVED, that Authorized Officers are authorized and directed to issue and to pledge the New Pledge Bonds under the Company’s Mortgage, and to issue guarantees for up to \$50 million to secure the Company’s obligations relating to the New Bonds, provided that the New Pledge Bonds shall have a maturity date, and such guarantees shall expire, no later than the maturity date of the New Bonds; and further

RESOLVED, that Authorized Officers are authorized and directed to prepare a supplemental indenture or supplemental indentures to the Mortgage providing for the creation of the New Pledge Bonds and to determine the terms and provisions to be contained in the supplemental indenture(s) as deemed appropriate by the Authorized Officers, and to deliver the New Pledge Bonds to the Corporate Trustee under the Mortgage for authentication under the Mortgage, and that said Corporate Trustee be, and it hereby is, authorized and requested to authenticate said New Pledge Bonds pursuant to the terms of the Mortgage and the new supplemental indenture(s) thereto, and when so executed to deliver the same to or upon the order or orders of any Authorized Officer; and further

RESOLVED, that each Authorized Officer is authorized and directed to engage, on behalf of the Company, investment banking firms and such other advisers and/or placement agents as the Authorized Officer deems necessary or appropriate to complete the transactions contemplated by the

foregoing resolutions, on such terms and conditions as the Authorized Officer deems appropriate; and further

RESOLVED, that each Authorized Officer is authorized and directed to prepare, execute and file, on behalf of the Company, any applications, notifications, declarations, petitions and other documents that are deemed necessary or advisable in order to obtain approval or authorization for the Refinancing, including the issuance of the New Bonds and the issuance and pledge of the New Pledge Bonds, from the Federal Energy Regulatory Commission, the Kansas Corporation Commission or any other governmental or other authority; and further

RESOLVED, that each Authorized Officer is authorized and directed to (i) prepare, or cause to be prepared, execute, approve and/or authorize such documents and/or agreements, including, but not limited to, an indenture or supplemental indenture, lease, sublease, pledge agreement, tax exemption certificate and agreement and bond purchase agreement, (ii) amend, or waive any provisions in, any document and/or agreement and (iii) make and file, or join with other persons in making and filing, any certificates or opinions, in each case as may be required or advisable in connection with the Refinancing, including the issuance, authentication, delivery and pledge, as applicable, of the New Bonds and the New Pledge Bonds, and in each case with such terms and provisions as the Authorized Officer deems appropriate; and further

RESOLVED, that each Authorized Officer is authorized and directed to take such all further actions and to execute and deliver any agreements, certificates, instruments and other documents as the Authorized Officer may consider necessary or appropriate in order to enable the Company to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby; and further

RESOLVED, that any and all actions of the Authorized Officers in furtherance of the intent and purposes of the foregoing resolutions and the transactions contemplated thereby are hereby ratified and approved.