



JEANIE SELL LATZ
SENIOR VICE PRESIDENT
CORPORATE SERVICES

November 7, 2000

SENT VIA FEDERAL EXPRESS

FILED

NOV 8 2000

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
200 Madison Street, Suite 100
Jefferson City, MO 65101

Re: **Late-Filed Exhibit No. 3** for Amended
Application and Motion for Expedited
Treatment of Kansas City Power & Light
Company, a Missouri corporation, for authority
to issue debt securities

Dear Mr. Roberts:

EF-2001-282

Enclosed for filing with the Commission are the original and fourteen (14) copies of Kansas City Power & Light Company's late-filed Exhibit No. 3, certified copy of board resolutions, for its Amended Application and Motion for Expedited Treatment in the above-referenced financing.

If you have any questions concerning this filing, please call me at
(816) 556-2936 or Andrea Bielsker at (816) 556-2595.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jeanie Sell Latz", written over a horizontal line.

Enc.

c w/enc.:

Eric Anderson (MPSC)
Office of the Public Counsel (Attn: Martha Hogerty)
Bernie Beaudoin
Andrea Bielsker
Neil Roadman
Bill Riggins

KANSAS CITY POWER & LIGHT COMPANY

1201 WALNUT P.O. BOX 418679 KANSAS CITY, MO 64141-9679 • 816-556-2200 • WWW.KCPL.COM

KANSAS CITY POWER & LIGHT COMPANY
CERTIFICATE OF SECRETARY

I, Jeanie Sell Latz, Secretary of Kansas City Power & Light Company (the "Company"), do hereby certify that attached hereto is a true and correct copy of an excerpt from the minutes of the meeting of the Board of Directors of said Company duly convened and held on November 7, 2000, at which meeting a quorum for the transaction of business was present and acting throughout; that set forth in said excerpt is a true and correct copy of a certain resolution duly adopted at said meeting, which resolution has not been amended nor rescinded and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company as of this 7th day of November 2000.


Secretary
Kansas City Power & Light Company



EXCERPT FROM MINUTES OF
KANSAS CITY POWER & LIGHT COMPANY (the "Company")
BOARD OF DIRECTORS' MEETING HELD
NOVEMBER 7, 2000

RESOLVED, that the Board of Directors of the Company does hereby (i) authorize the preparation, execution, and filing with the Securities and Exchange Commission Registration Statements on Form S-3 ("Registration Statements") for the issuance of up to \$400 million of unsecured debt securities ("Debentures"); and (ii) authorize the filing of any further documents or amendments as may be deemed necessary or appropriate to the Registration Statements (including but not limited to prospectus, prospectus supplements and pricing amendments).

FURTHER RESOLVED, that the Board of Directors does hereby (i) authorize and ratify the execution and filing of the Company's applications to the appropriate regulatory commissions seeking authority for the issuance of up to \$400 million of Debentures; and (ii) authorize the preparation, execution and filing of such further documents and applications to the regulatory commissions as may be deemed necessary or appropriate.

FURTHER RESOLVED, that there be and hereby is authorized the issuance and sale from time to time of one or more series of Debentures in an aggregate principal amount of not to exceed \$400 million.

FURTHER RESOLVED, that pursuant to the provisions of the Indenture, dated as of December 1, 2000 between the Company and The Bank of New York, as Trustee, the Company hereby creates and establishes one or more series of the Debentures, with an aggregate principal amount not to exceed \$400 million, to be issued and executed pursuant to the Indenture and designated, as to a particular series, the Company's " _____ % Debentures, Series _____ ", such designation to be completed as determined by an Authorized Officer with such determination to be conclusively evidenced by the execution of the Debentures with the concurrence of the Chief Executive Officer, the Chief Financial Officer, the Treasurer or the Controller (the "Authorized Officers").

FURTHER RESOLVED, that the Authorized Officers be and hereby are authorized (i) to approve all terms and conditions of Debentures, including the date or date s on which the Debentures will mature, the interest rate or rates the Debentures will bear, the initial public offering price and the price at which the Debentures will be sold to the Underwriters, the terms, if any, upon which the Debentures may be redeemed by the Company prior to maturity, including the price or prices at which the Debentures may be redeemed; provided, however, that unless authorized by the Board or Executive Committee thereof, the interest rate of each series of the Debentures shall not exceed 9% per annum; (ii) to approve the terms and conditions of any interest rate hedging actions taken in connection with the issuance and sale of the Debentures; and (iii) to take any other action that it may deem

necessary or advisable to carry out the purpose of the resolutions hereby adopted.

FURTHER RESOLVED, that the Debentures shall be (i) payable as to principal and premium, if any, at the principal office of the company (as defined in the Indenture), and as to interest, at such principal office or, at the option of the Company, by check mailed to the registered holder, provided, however, that if the Debentures are in the form of a Global Security (as defined in the Indenture) payment of principal, premium, if any, and interest shall be made to the Depository (as defined in the Indenture), and (ii) on such further terms and conditions as are provided in the Indenture.

FURTHER RESOLVED, that the Debentures shall be issued substantially in the form thereof as unsubordinated debt securities previously issued by the Company with such changes therein, not inconsistent with these resolutions, as the Authorized Officers, or any one of them, may approve (such approval to be conclusively evidenced by the execution of the Debentures by an Authorized Officer).

FURTHER RESOLVED, that the Authorized Officers be and hereby are authorized to execute and deliver one or more Global Securities for the Debentures, which execution may be by manual or facsimile signature, and to cause the Debentures to be authenticated and delivered to the Underwriters in accordance with the Indenture and the underwriting agreement for the Debentures; and any Debentures so signed by an Authorized Officer may be authenticated and delivered by the Trustee regardless of whether the signer shall have at the time of authentication or delivery ceased to be an Authorized Officer.

FURTHER RESOLVED, that the Authorized Officers be and hereby are authorized to (i) select one or more underwriters or agents for one or more series of Debentures (the "Underwriters") and execute and deliver on behalf of the Company one or more underwriting or similar agreements pursuant to which the Debentures will be sold, and (ii) execute and deliver on behalf of the Company the Debentures (which may be executed by facsimile signature), all in the respective forms and with such terms and conditions as any Authorized Officer may approve, such approval to be conclusively evidenced by his or her execution and delivery of such documents.

FURTHER RESOLVED, that the designation of The Depository Trust Company ("DTC") as the Depository for the Debentures be and hereby is approved.

FURTHER RESOLVED that the proper officers of the Company and each of them be and hereby are authorized to execute and deliver, on behalf of the Company, a Letter of Representations between the Company and DTC relating to each series of Debentures in such form as an officer may approve, which approval shall be conclusively evidenced by his or her execution thereof.

FURTHER RESOLVED, that the Authorized Officers be and hereby are authorized to execute an application or applications to the New York Stock Exchange (the "Exchange") for the listing of each series of Debentures, to execute and file all such applications, statements, certificates, agreements and other instruments as shall be appropriate to accomplish such listing, and to take such further action as may, in the judgment of any Authorized Officer be appropriate to effect said listing.

FURTHER RESOLVED, that the proper officers of the Company be and hereby are authorized to prepare, execute and file with the Exchange and the Securities and Exchange Commission an application or applications for registration of each series of Debentures under Section 12 of the Securities Exchange Act of 1934, and to take such further action as may, in the judgment of any such officer, be appropriate to effect such registration.

FURTHER RESOLVED, that it is desirable and in the best interest of the Company that the Debentures be qualified or registered for sale in various states of the United States and the provinces of Canada; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine states and provinces in which appropriate action shall be taken to qualify or register for sale all or such part of each series of Debentures as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states and provinces, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken.

FURTHER RESOLVED, that all actions heretofore taken, all payments heretofore made or caused to be made and all previous execution, acknowledgment and delivery of documents by the officers and employees of the Company with respect to the proposed financing as contemplated by these resolutions, are hereby approved, ratified and confirmed.

FURTHER RESOLVED, that the proper officers of this Company be, and hereby severally are, authorized and empowered to execute and deliver all closing documents (including certificates and legal opinions) necessary for the issuance of the Debentures and are authorized, empowered and directed in its name and for its account, to take or cause to be taken and to make or cause to be made all such payments, and to execute, acknowledge and deliver all such instruments as may, in the judgment of said officers, be necessary, proper or convenient to carry out the intent of these resolutions and maintain the Debentures.