

**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 the following 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 March 14, 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a true and correct copy of a certain resolution duly adopted at said meeting, which resolution has not been amended nor rescinded and is now in full force and effect.

RESOLVED, that the Board of Directors does hereby authorize and direct the officers of the Company to file any and all applications and documents as may be deemed necessary or appropriate with the various governing bodies for the approval of the restructuring of the Company into three separate business entities all wholly-owned by a single holding company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company as of this 14th day of February, 2001.



Secretary
Kansas City Power & Light Company

(SEAL)