

ORDINANCE NO. 599

An Ordinance, granting to Westar Energy, Inc., a Kansas corporation, its successors and assigns, an electric franchise, prescribing the terms thereof and relating thereto, and repealing all ordinances or parts of ordinances inconsistent with or in conflict with the terms hereof.

BE IT ORDAINED BY THE GOVERNING BODY OF: Wathena, Kansas

SECTION 1. That in consideration of the benefits to be derived by the City of Wathena, Kansas (the "City"), and its inhabitants, there is hereby granted to Westar Energy, Inc., a Kansas corporation, hereinafter sometimes designated as "Company," said Company being a corporation operating a system for the transmission of electric current between two or more incorporated cities in the State of Kansas, into and through which it has built transmission and distribution lines, the right, privilege, and authority for a period of twenty (20) years from the effective date of this ordinance, to occupy and use the several streets, avenues, alleys, bridges, parks, parkings, and public places of said City, for the placing and maintaining of equipment and property necessary to carry on the business of selling and distributing electricity to such retail customers in the areas shown on the map attached hereto as Attachment A and in such areas as may be annexed by the city in the future.

SECTION 2. As further consideration for the granting of this franchise, and in lieu of any city occupation, license, or revenue taxes, the Company shall pay to the City during the term of this franchise five percent (5%) of its gross cash receipts from the sale of electric energy for use within the corporate limits of said City, such payment to be made monthly for the preceding monthly period. Gross cash receipts shall not include other operating revenues received by the Company, which are not related to the "sale of electric energy". Other operating revenues include, but are not limited to, delayed payment charges, connection fees, disconnection and reconnection fees, collection fees and return check charges. Company will use commercially reasonable efforts to ensure the accuracy of its records and of the determination of the amount of gross cash receipts subject to the fee provided for in this Section 2. At the option of either the City or the Company and upon written notice given by one to the other sent at least (90) days before the fifth, tenth, or fifteenth anniversary of this franchise, the rate of compensation hereunder may be renegotiated. Any new rate of compensation that results from such renegotiation shall be effective on and after the fifth, tenth, or fifteenth anniversary of this franchise. Notwithstanding anything to the contrary in this Franchise, the fee provided for in this Section 2 shall be effective prospectively from the effective date of this ordinance in the areas shown on the map attached hereto as Attachment A and shall not become effective within any area hereafter annexed by the City until 30 days after the City provides the Company with a certified copy of the annexation ordinance, proof of publication as required by law and a map of the city detailing the annexed area.

SECTION 3. That Company, its successors and assigns, in the construction, maintenance, and operation of its electric transmission, distribution and street lighting system, shall use all reasonable and proper precaution to avoid damage or injury to persons and property, and shall hold and save harmless the City, from any and all damage, injury and expense caused by the negligence of said Company, its successors and assigns, or its or their agents or servants.

SECTION 4. After the approval of this ordinance by the City, Company shall file with the City Clerk, the Company's unconditional written acceptance of this ordinance. Said ordinance shall become

effective and be in force and shall be and become a binding contract between the parties hereto, their successors and assigns, from and after the first day of the first month after such acceptance is provided by said Company to the City after its final passage, approval and publication as required by law, and acceptance by said Company.

SECTION 5. That this ordinance, when accepted as above provided, shall constitute the entire agreement between the City and Company relating to this franchise and the same shall supersede and cancel any prior understandings, agreements, or representations regarding the subject matter hereof, or involved in negotiations pertaining thereto, whether oral or written.

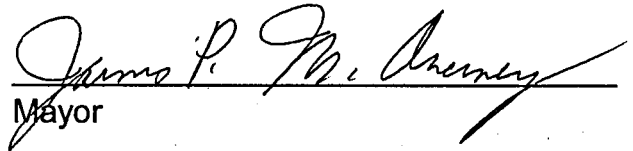
SECTION 6. This franchise is granted pursuant to the provisions of K.S.A. 12-2001.

SECTION 7. That any and all ordinances or parts of ordinances in conflict with the terms hereof are hereby repealed.

SECTION 8. The Company will file this ordinance with the State Corporation Commission of Kansas. Should the State Corporation Commission take any action with respect to this franchise ordinance, which would or may preclude Westar Energy, Inc., a Kansas corporation, from recovering from its customers any cost provided for hereunder, the parties hereto shall renegotiate this ordinance in accordance with the State Corporation Commission's ruling.

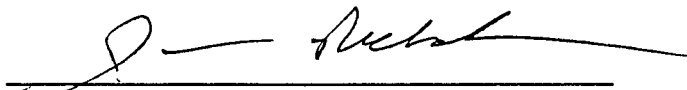
SECTION 9. A franchise shall be assignable only in accordance with the laws of the State of Kansas, as the same may exist at the time when any assignment is made. In the event of such assignment to a successor, Company shall be released from all obligations which are assumed in writing by its assignee upon the signing by such assignee of an assumption of the franchise being assigned.

PASSED and APPROVED this 6 day of July, 2009.



Mayor

Attest:



City Clerk

ACCEPTANCE OF FRANCHISE ORDINANCE

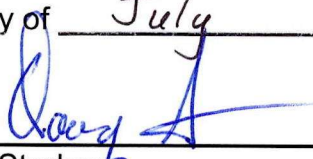
To the Governing Body of the City of Wathena, Kansas.

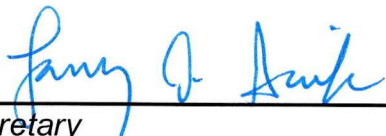
Westar Energy, Inc., for itself, its successors and assigns, hereby accepts in writing the Ordinance and all rights and privileges therein granted, passed by the Governing Body of the City of Wathena, Kansas, on the 6th day of July, 2009, designated as Ordinance No. 599, and entitled:

AN ORDINANCE, granting to Westar Energy, Inc., its successors and assigns, an electric franchise, prescribing the terms thereof and relating thereto, and repealing all ordinances or parts of ordinances inconsistent with or in conflict with the terms hereof.

This acceptance is executed and filed as provided in **Section 4** of said Ordinance, and said Company hereby agrees to all the terms and conditions of said Ordinance

Dated at Topeka, Kansas, this 21st day of July, 2009.

By: 
Doug Sterberz
Executive Vice President and Chief Operating Officer

Attest: 
Secretary


State of Kansas

County of: Doniphan

City of: Wathena

I, Jim Richardson, City Clerk of the City of Wathena, Kansas, do hereby certify that the foregoing is a true and correct copy of acceptance of Ordinance No. 599 of the City of Wathena as therein described, the original of which acceptance was filed in the office of the Clerk of said City on the 6 day of July, 2009, and is now recorded among the original records thereof, and that I am the keeper of the same.

Witness my hand and the official seal of said City, this 29 day of July, 2009.


City Clerk

(Seal)