

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
February 8-9, 2001
8:00 A.M.

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A regular meeting of the Board of Directors of Western Resources, Inc. (the "Company") was held in Scottsdale, Arizona, on February 8 and 9, 2001.

All members of the Board of Directors were present, with Ms. Jane Dresner Sadaka participating by telephone. Mr. David C. Wittig, Chairman of the Board, President and Chief Executive Officer, presided over the meeting. Mr. Larry D. Inck, Corporate Secretary, acted as secretary of the meeting.

The Chairman requested additions or corrections to the minutes of the November 7, November 8 and December 6, 2000 Board of Directors meetings. Following discussion, the minutes as revised were unanimously approved.

The Chairman reviewed significant events and accomplishments in 2000 and management's priorities for 2001.

The Chairman called on Mr. Frank J. Becker, Chairman of the Human Resources Committee, who gave the report of the Committee. Mr. Becker reported that the Committee recommended the approval of an amendment to the Long Term Incentive and Share Award Plan regarding the manner of payment for directors' fees.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that subsection (a) of Section 7 of the Company's 1996 Long Term Incentive and Share Award Plan be, and it hereby is, amended effective as of October 1, 2000, to read in its entirety as follows:

"(a) Grant of Shares and Other Awards. Each Director Participant shall receive such portion of his/her Director fees in such number of Shares and/or in such number and type of other Awards as shall be established from time to time by the Board by grants made pursuant to this Plan, with the remainder of such Director fees to be payable in cash or in Shares as elected by the Director Participant in accordance with Section 7(b) below. The Board shall have the same authority to establish the terms and conditions of any Awards granted pursuant to this Section 7(a) as the Committee has with respect to Awards granted under Section 5 of the Plan. Any Awards granted pursuant to this Section 7(a) shall be considered Awards for all purposes of this Plan (notwithstanding that they are granted to Directors rather than Eligible Employees) except that the Board shall exercise all powers otherwise exercisable by the Committee with respect to such Awards."

The Board then met in executive session, with the non-director members of the Company's Executive Council being excused from the meeting. The Chairman discussed short and long term compensation for the senior officers of the Company, and the potential impact of this compensation on the Company's obligations under employment and change of control agreements. The Chairman called on Mr. Becker, Chairman of the Human Resources Committee, who stated that the Committee recommended approval of the proposed short and long term incentive payments. Mr. Richard D. Terrill, Executive Vice President and General Counsel, and Mr. Charles A. Gilman of Cahill Gordon & Reindel, the Company's outside counsel, were then asked to join the executive session. They addressed the Board in respect of various agreements with certain of the Company's employees, the definition of the term "change of control", the transaction with Public Service Company of New Mexico, and the process by which the Human Resources

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Committee came to the recommendations it did, and responded to questions from the Board. Mr. Wittig and Mr. Lake stated that they were committed to staying within the indemnification obligation under the Asset Allocation and Separation Agreement dated as of November 8, 2000 between the Company and Westar Industries, Inc.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were approved with Mr. Owen Leonard and Ms. Jane Sadaka dissenting and Mr. Wittig and Mr. Lake abstaining:

RESOLVED, that the officers of the Company be, and hereby are, authorized to grant Restricted Share Units and Dividend Equivalents as presented at the meeting with such grants vesting upon a 15% appreciation in stock price and no change in control for the transaction with Public Service Company of New Mexico; and further

RESOLVED, that the executive officers of the Company receive short term bonuses for the year ended 2000 as presented to the meeting; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to take such actions as they may deem necessary or appropriate to carry out the foregoing resolutions.

Mr. Gilman was then excused from the meeting.

Mr. Becker also reported that the Committee recommended the election of Mr. Paul R. Geist as a Vice President of the Company.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that Mr. Paul R. Geist be, and hereby is, appointed a Vice President of the Company until further action by the Board of Directors.

Members of management then rejoined the meeting.

The Chairman called on Ms. Annette M. Beck, Chairman of the Board, Chief Executive Officer and President of Protection One, Inc., who reviewed Protection One's business plan for 2001 and other matters related to the operations of Protection One.

Upon motion duly made and seconded, the meeting recessed until 8:00 a.m. on the following morning.

The Chairman called on Mr. James A. Martin, Senior Vice President of the Company, who reviewed the Company's proposed budget for 2001.

Whereupon, following discussion, upon motion duly made and seconded, the following resolution was unanimously approved:

RESOLVED, that the 2001 budget be, and hereby is, unanimously approved as presented to the meeting.

Mr. Martin also reviewed a resolution authorizing the Company to issue up to \$350 million of common stock to Westar Industries in connection with the reduction of the receivable owed by the Company to Westar Industries.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the issuance at any time after the date of this meeting of up to \$350 million of Company common stock to Westar Industries, Inc. in consideration of the reduction of the intercompany receivable owed by the Company to Westar Industries, Inc. be, and hereby is, duly authorized and approved; and further

RESOLVED, that the number of shares of Company common stock to be issued to Westar Industries, Inc. shall be determined by a price equal to the average (rounded to the nearest thousandth, or if there shall not be a nearest thousandth, the next higher thousandth) of the volume weighted averages (rounded to the nearest thousandth, or if there shall not be a nearest thousandth, the next higher thousandth) of the trading price of Company common stock on the New York Stock Exchange as reported by Bloomberg Financial Markets, or if not reported thereby another reputable source, in the period of 20 consecutive trading days ending on the close of business on the business day immediately preceding the date of issuance; and further

RESOLVED, that the shares of Company common stock issued to Westar Industries, Inc. shall be validly issued, fully paid and nonassessable; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and empowered, on behalf of the Company, to prepare, execute and file with the State Corporation Commission of the State of Kansas and/or the Federal Energy Regulatory Commission an application or applications and any and all necessary amendments, exhibits and other documents related thereto, for the purpose of obtaining such authorizations as may be necessary for the Company to issue shares of Common Stock to Westar Industries, Inc. as described above; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to take such further actions as they may deem necessary or appropriate to carry out the foregoing resolutions.

Mr. Martin then proposed that the Board authorize the payment of the Company's common stock dividend and normal preferred stock dividends.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that there be, and hereby is, declared out of the net earnings and/or surplus of the Company available for dividends, a dividend payable April 1, 2001, to holders of record at the close of business March 9, 2001, in proportion to their respective holdings for the Preferred Stocks of the Company as follows:

\$1.0625	per share on the 4-1/4%	Series Preferred
1.125	per share on the 4-1/2%	Series Preferred
1.25	per share on the 5%	Series Preferred

RESOLVED, that there be, and hereby is, declared out of the net earnings and/or surplus of the Company available for dividends, a dividend of thirty cents (\$0.30) per share on the \$5.00 par value common stock; payable April 2, 2001, to holders of record at the close of business March 9, 2001.

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The Chairman called on Mr. Carl A. Ricketts, Vice President, Investor Relations, who reviewed the Company's stock performance in 2000 and information about the Company's stockholder base.

The Chairman then proposed that the Board adopt resolutions regarding the Company's annual meeting of shareholders and the filing of the Company's Form 10-K for 2000. The Chairman called on Mr. Richard D. Terrill, Executive Vice President and General Counsel, who commented on the proposed resolutions.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the President and Chief Executive Officer, be, and hereby is, authorized to set, in his discretion, the record date for the determination of the holders of outstanding shares of the Common and Preferred Stock of the Company entitled to notice of and to vote at the Annual Meeting of Shareholders of the Company to be held on such date and at such time and location as the Chief Executive Officer shall establish in his discretion, and that the officers of the Company be, and they hereby are, authorized to give notice of the record date and meeting date as so fixed to the New York Stock Exchange; and further

RESOLVED, that David C. Wittig, Carl M. Koupal and Richard D. Terrill, be, and each of them hereby is, designated to be named in the form of proxy authorizing them, or any one of them, as the proxies of the shareholders for the purpose of voting upon all matters to be brought before the shareholders for consideration and action at the Annual Meeting of Shareholders of the Company; and further

RESOLVED, that the officers of the Company be and they hereby are authorized and instructed to prepare a Notice of Annual Meeting of Shareholders and Proxy Statement and Proxy to provide for (i) the election of directors, (ii) to provide for such other matters to be presented to the meeting as approved by this Board; and (iii) to provide for such other matters as the officers of the Company may deem necessary to comply with the rules and regulations of the Securities and Exchange Commission; and further

RESOLVED, that the proper officers of the Company be, and hereby are, authorized and instructed to file such Notice, Proxy and Proxy Statement with the Securities and Exchange Commission and to cause copies of said Notice and Proxy Statement and Proxy to be duly mailed to each shareholder of record of the Company as of the close of Business on the record date for said Annual Meeting of Shareholders; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to cause to be prepared an appropriate form of Annual Report of the Company for the year ended December 31, 2000, copies thereof to be mailed to all shareholders.

RESOLVED, that the officers of the Company be, and hereby are, authorized to take such actions as they may deem necessary or appropriate to carry out the foregoing resolutions.

RESOLVED, that the Audit and Finance Committee of the Company be, and hereby is, authorized to approve the filing of the Company's Annual Report for 2000 on Form 10-K, including the financial statements contained therein, with the Securities and Exchange Commission.

The Chairman next called on Mr. Thomas L. Grennan, Executive Vice President, Electric Operations, who reviewed the operations of the electric businesses of the Company. Mr. Grennan called on Leslie D. Morgan, Shane A. Mathis, Richard A. Dixon,

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Douglas J. Henry and Caroline A. Williams, each of whom reported on the operations for which he or she has responsibility.


The Chairman called on Ms. Rita A. Sharpe, Executive Vice President, Shared Services, who reported on operations of the Shared Services organization.

The Chairman called on Mr. Carl M. Koupal, Jr., Executive Vice President and Chief Administrative Officer, and Mr. Wayne A. Kitchen, Vice President, Regulatory Affairs, who commented on the rate cases filed by the Company and Kansas Gas and Electric Company with the Corporation Commission of the State of Kansas.

The Chairman called on Mr. Douglas T. Lake, Executive Vice President and Chief Strategic Officer, who reviewed matters related to ONEOK Inc.

The Chairman excused the non-Executive Council officers present at the meeting and made comments concerning matters of interest to the Company.

There being no further business to come before the meeting, it was adjourned.


Larry D. Litch
Secretary