

WESTERN RESOURCES, INC.  
BOARD OF DIRECTORS  
February 29, 1996  
4:00 P.M.

A Special Meeting of the Board of Directors of Western Resources, Inc. (the "Company") was held at the General offices of the Company, Topeka, Kansas on February 29, 1996 at 4:00 p.m.

All members of the Board of Directors were present, with the exception of Mr. Thomas R. Clevenger. Chairman John E. Hayes, Jr. presided over the meeting. Secretary Richard D. Terrill acted as secretary for the meeting.

The Chairman called on Mr. John C. Dicus, Chairman of the Human Resources Committee who gave the report of the Committee.

Mr. Dicus stated that the Committee recommended the amendment of the Short-Term Incentive Plan as presented to the meeting.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the Company's Short Term Incentive Plan be, and hereby is, amended as presented to the meeting, effective as of January 1, 1996; 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 carryout the foregoing resolution.

Mr. Dicus stated that the Committee recommended the adoption of the 1996 Long Term Incentive and Share Award Plan as presented to the meeting.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that subject to the approval by the shareholders of the Western Resources, Inc. 1996 Long Term Incentive and Share Award Plan (Plan), effective January 1, 1996, no additional grants be made under the Company's Long Term Incentive Program; provided however, that all existing grants under the Long Term Incentive Program shall not be affected; and further

RESOLVED, that subject to the approval of the shareholders of the Company, the Plan be, and hereby is, effective as of January 1, 1996, adopted upon the terms and provisions presented to this meeting, with such changes thereto as the Chairman of the Board may, upon the advice of counsel, deem necessary or appropriate to comply with applicable laws; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to prepare and join with the individual Directors of the Company in executing and filing, or causing to be filed, with the Securities and Exchange Commission a registration statement or statements and amendments thereto under the Securities Act of 1933, with respect to up to 3,000,000 shares of the Company's Common Stock, \$5.00 par value for issuance pursuant to the Plan; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to execute and file any applications, documents, instruments and certificates, and to do any and all further acts and things as they may deem necessary or appropriate for the purpose of making effective any required registration statement and maintaining it in full force and effect, and any required prospectus relating thereto in connection with the securities to be registered under the Securities Act of 1933; 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 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 register and transfer Common Stock pursuant to the Plan; and further

RESOLVED, that the Chairman of the Board and Chief Executive Officer, or any Vice President and the Secretary of the Company, be, and each hereby is, authorized and empowered to cause the company to apply to the New York Stock Exchange ("Exchange") for the listing of the additional Common Stock and further that each such officer and any other officer of the Company be, and hereby is, designated to appear before the appropriate officials of said Exchange with authority (a) to execute in the name and on behalf of the Company and file with the Exchange an appropriate listing application and all such agreements and documents (including an indemnity agreement) as any of them may consider necessary or desirable to secure such listing, and (b) to make any changes in such listing application or agreements or documents as may be required to satisfy the requirements of the Exchange for such listing; and further

RESOLVED, that it is desirable and in the best interest of the Company that its securities be qualified or registered for sale in various states; that the Chairman of the Board and President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which action shall be taken to qualify or register for sale all or such part of the securities of the Company 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 in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointment 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 therefore from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to submit the Plan to the shareholders of the Company for approval; 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.

The Board met in executive session.

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

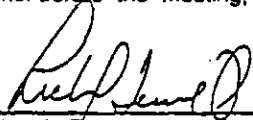
RESOLVED, that David C. Wittig be, and hereby is, elected as President of the Company, effective March 1, 1996; and further

RESOLVED, that it is deemed appropriate and advisable to increase the number of members of the Board of Directors from twelve to thirteen; and further

RESOLVED, that Mr. David C. Wittig be, and hereby is, elected to the Board of Directors of the Company as a member of Class III.

The Chairman then reviewed general matters of interest to the Company.

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

  
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Richard D. Terrill  
Secretary