

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
January 29, 1998
10:00 A.M.

The regular meeting of the Board of Directors of Western Resources, Inc (the "Company") was held at the General Offices of the Company, Topeka, Kansas, on January 29, 1998.

All members of the Board of Directors were present. Chairman John E. Hayes, Jr. presided over the meeting. Secretary Richard D. Terrill acted as secretary of the meeting.

The Chairman requested additions or corrections of the minutes of November 19, 1997, December 9, 1997, December 18, 1997 and January 16, 1998 Board Meetings. There being none, the minutes were unanimously approved.

The Board met in executive session.

Business opportunities were discussed.

The Chairman called on various officers of the Company, who reported on the operations of the Company.

The Chairman called on Mr. Steven L. Kitchen, Executive Vice President and Chief Financial Officer of the Company, who reviewed the proposed 1998 budget.

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

RESOLVED, that the 1998 budget be, and hereby is, unanimously approved as presented to the meeting.

The Chairman called on Mr. Otto L. Maynard, President and Chief Executive Officer, Wolf Creek Nuclear Operating Corporation, who reported on the operations of the Wolf Creek Generating Station.

The Chairman called on Mr. Kitchen, who reviewed the Company's financials and proposed that the Board authorize the payment of the Company's common stock dividend and normal preferred and preference stock dividends.

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

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, 1998, to holders of record at the close of business March 9, 1998, in proportion to their respective holdings for the Preferred and Preference 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
1.895	per share on the 7.58%	Series Preference

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 fifty-three and one-half cents (53.5¢) per share on the \$5.00

par value common stock; payable April 1, 1998, to holders of record at the close of business March 9, 1998.

The Chairman called on Mr. Thomas R. Clevenger, Chairman of the Audit and Finance Committee, who presented the report of the Committee.

Mr. Clevenger stated the Committee recommended the Board authorize the filing of the Company's Annual Report on Form 10-K, including the financial statements contained therein, with the Securities and Exchange Commission.

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

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 1997 on Form 10-K, including the financial statements contained therein, with the Securities and Exchange Commission.

Mr. Clevenger then reported the Committee recommended the Board adopt resolutions relating to the issuance of debt securities of the Company.

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

RESOLVED, that the officers of the Company be, and hereby are, authorized to issue and sell up to \$100,000,000 of debt securities pursuant to a public or private offering as presented to the meeting, either directly, or to or through special purpose subsidiaries or trust (Debt Securities); 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, including, but not limited to a "shelf registration" pursuant to Rule 415; 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 Debt Securities to be registered under the Securities Act of 1933; and further

RESOLVED, that John K. Rosenberg, Executive Vice President and General Counsel of Company, and Steven L. Kitchen, Executive Vice President and Chief Financial Officer of the Company, be and each hereby is designated an agent for service of the Company to receive notices and communications from the Securities and Exchange Commission relating to each above-mentioned registration statement; 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, the Federal Energy Regulatory Commission and any other applicable regulatory body, 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 and sale the Debt Securities; and further

RESOLVED, that if 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 Chief Executive Officer or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the Debt 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 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; and further

RESOLVED, that the officers of the Company, should they determine it to be advisable, be, and hereby are, authorized to cause a special purpose subsidiary or trust to be established for the purpose of causing the Debt Securities to be issued and sold as hereinafter authorized and to authorize any such subsidiary or trust to take such actions as may be appropriate in connection thereto; and further

RESOLVED, that in connection with the issuance of the Debt Securities the Executive Vice President and Chief Financial Officer or Vice President, Finance, acting with the concurrence of the Chairman of the Board and Chief Executive Officer be, and they hereby are, authorized and directed for and on behalf of the Company, to select an investment banking firm to act as managing underwriter or private placement agent and to negotiate with such investment banking firm and execute an underwriting agreement or private placement agreement which sets forth with respect to the Debt Securities, the issue date, and such other terms and conditions as they deem appropriate in their sole discretion, such terms and conditions being hereby approved by this Board; 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 or the American Stock Exchange (Exchanges) for the listing of the Debt Securities 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 Exchanges with authority (a) to execute in the name and on behalf of the Company and file with such Exchanges 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 such Exchanges for such listing; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to negotiate and enter into a trust agreement with a trustee selected by the officers of the Company relating to the Debt Securities upon such terms and conditions as the officer executing the same shall

approve, such approval being conclusively evidenced by such officers execution thereof; 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. Clevenger stated that the Committee recommended approval of the negotiation of one or more credit facility agreements.

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

RESOLVED, that the officers of the Company be, and hereby are, authorized to negotiate and enter into one or more credit facilities, to provide for revolving credit and/or term loan facilities in an amount not to exceed \$800,000,000 at any one time outstanding, with such financial institutions as the officers of the Company may select, such agreement or agreements to be upon such terms and conditions as the officers executing the same may approve, such approval being evidenced by the officer's execution thereof; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to make such filings with such regulatory bodies as may be necessary or appropriate in connection with said agreements, and further

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

The Chairman called on Mr. John H. Robinson, Chairman of the Human Resources Committee, who presented the report of the Committee.

Mr. Robinson stated that the Committee recommended the adoption of transition amendments for certain benefit plans of the Company in connection with the acquisition of Protection One, Inc.

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

RESOLVED, that the officers of the Company be, and hereby are, authorized to amend, effective upon the acquisition of Protection One, Inc. ("Closing Date"), the Non Qualified Stock Option and Dividend Equivalents Award Agreements ("Award Agreements") entered into in 1996 and 1997, by Western Resources, Inc. and Eligible Employees, pursuant to the 1996 Long Term Incentive and Share Award Plan ("Plan") to provide that employment with Protection One, or as an exclusive dealer/agent as a result of such acquisition will not be deemed a "Termination" as that term is used in the Plan and the Award Agreements entered in accordance therewith; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to amend, effective the Closing Date, the Western Resources, Inc./Kansas Gas and Electric Survivor's Benefit Plan ("Benefit Plan"), to provide that employment with Protection One as an employee or exclusive dealer/agent, shall be deemed employment with Western Resources, Inc. for purposes of the Benefit Plan; and further

RESOLVED, such amendments shall be in such form as such officers may approve and that the officers of the Company be, and hereby

are, authorized and empowered to make such further changes, if any, as may be required in order to maintain the status of such plans and programs as non-qualified plans; 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 Committee called on Mr. John C. Dicus, Chairman of the Corporate Public Policy Committee, who presented the report of the Committee. Mr. Dicus stated that the Committee reviewed the following proposed contribution by the Western Resources Foundation.

March of Dimes \$25,000

The Chairman proposed adoption of resolutions relating to the Annual Meeting of Shareholders.

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

RESOLVED, that the Chairman of the Board 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 Chairman of the Board 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 John E. Hayes, Jr., John K. Rosenberg 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 Thomas R. Clevenger, David H. Hughes, and David C. Wittig be, and hereby are, nominated to stand for election as Directors of the Company at the Annual Meeting of Shareholders, to serve until their successors are duly qualified and elected; and further

RESOLVED, that the proper 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 ending December 31, 1997,
copies thereof to be mailed to all shareholders.

The next meeting of the Board of Directors was scheduled for March 18, 1998 in
Topeka, Kansas.

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



Richard D. Terrill, Secretary