

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
December 5, 2001
10:00 A.M.

CONFIDENTIAL

A regular meeting of the Board of Directors of Western Resources, Inc. (the "Company") was held in Topeka, Kansas, on December 5, 2001.

All members of the Board of Directors were present. Mr. David C. Wittig, Chairman of the Board, President and Chief Executive Officer, acted as Chairman of the meeting. Mr. Larry D. Irick, Corporate Secretary, acted as Secretary of the meeting.

The Chairman requested additions or corrections to the minutes of the October 3, October 15 and November 5, 2001 Board of Directors meetings. There being no corrections or additions, the minutes were unanimously approved.

The Chairman called on Mr. Otto L. Maynard, President of Wolf Creek Nuclear Operating Corporation, to report on the operations of the Wolf Creek Generating Station. Mr. Maynard reviewed operating results, enhanced security procedures at the facility, legislative developments and the recently completed emergency planning exercise.

The Chairman called on Mr. Richard Ginsburg, President and Chief Executive Officer, and Mr. Darius Nevin, Executive Vice President and Chief Financial Officer, of Protection One, Inc. to report on the business operations and financial results of Protection One, Inc.

The Chairman reviewed the terms of a voluntary separation plan proposed to be offered to union and non-union employees of the Company which provides enhanced severance and retirement benefits for certain employees electing to retire prior to January 31, 2002.

The Chairman called on Mr. Paul R. Geist, Senior Vice President and Chief Financial Officer, to report on the Company's proposed budget for 2002. Mr. Geist reviewed the highlights of the 2002 budget and a press release announcing 2002 expected results.

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

RESOLVED, that the 2002 budget is hereby approved as presented to the meeting.

The Chairman called on Mr. Douglas T. Lake, Executive Vice President, to report on matters related to ONEOK, Inc. Mr. Lake reported on press releases issued by ONEOK, Inc. concerning its financial exposure to Enron and a non-recurring charge related to an order of the Oklahoma Corporation Commission denying the right to recover certain gas costs.

The Chairman called on Mr. Gene A. Budig, Chairman of the Audit and Finance Committee, who gave the report of the Committee. Mr. Budig reviewed reports given by Mr. Geist concerning the 2002 budget and financial results, by Mr. John Lathrop, Arthur Andersen LLP, concerning new accounting standards for business combinations, goodwill and other intangible assets, and by the internal audit staff about various projects.

The Chairman called on Mr. Frank J. Becker, Chairman of the Human Resources Committee, who gave the report of the Committee. Mr. Becker commented on resolutions adopted by the Committee and proposed for adoption by the Board. Mr. Becker asked Mr. Wittig to review the individual resolutions. Mr. Wittig then commented on the resolutions proposed for adoption by the Board.

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

RESOLVED, that the Board hereby approves the amendments to the Company Retirement Plan presented to the meeting, including, but not limited to, those amendments implementing cash balance pension benefits for employees hired on or after January 1, 2002, amendments permitted or required by the Economic Growth and Tax Relief Reconciliation Act of 2001, and other amendments necessary to preserve the qualified status of the Plan; and further

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

RESOLVED, that the Board hereby approves the amendments to the Company's medical and dental benefit plans presented to the meeting eliminating post-retirement benefits for employees hired on or after January 1, 2002; and further

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

RESOLVED, that the Board hereby approves the amendments to the Company 401-K Plan presented to the meeting, including, but not limited to, those amendments permitted or required by the Economic Growth and Tax Relief Reconciliation Act of 2001, and other amendments necessary to preserve the qualified status of the Plan; and further

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

RESOLVED, that the Board hereby approves the voluntary separation program presented to the meeting with participation available to union and non-union employees who terminate employment on or prior to January 31, 2002; and further

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

RESOLVED, that the Board hereby approves the amendments to the Company's matching gift program necessary to provide, effective in 2002, for matching of gifts by an individual in an aggregate annual amount up to \$35,000 on a one-for-one basis; and further

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

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RESOLVED, that the Board hereby approves grants, effective January 1, 2002, to officers of the Company, as determined by management, of restricted share units and dividend equivalents in an aggregate amount up to \$5.53 million, with (i) such grants vesting upon a 15% appreciation in the Company's common stock price, (ii) no vesting for a change in control related to the transaction with Public Service Company of New Mexico, (iii) \$4.0 million of such grants to consist of preferred securities of Guardian International, Inc. owned by the Company and (iv) no more than \$1.53 million of such grants to consist of the Company's common stock; and further

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

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RESOLVED, that the Board hereby approves stock purchase loans to the officers of the Company substantially on the terms presented to the meeting; and further

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

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RESOLVED, that the Board hereby approves and ratifies, effective October 26, 2001, an amendment to the Split Dollar Insurance Agreement with Carl M. Koupal having the terms set forth in the form of amendment presented to the meeting; and further

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

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RESOLVED, that the following persons are hereby appointed officers of the Company until further action by the Board of Directors.

EXECUTIVE OFFICERS:

David C. Wittig	Chairman of the Board, President and Chief Executive Officer
Douglas T. Lake	Executive Vice President
Richard A. Dixon	Senior Vice President
Paul R. Geist	Senior Vice President, Chief Financial Officer and Treasurer
Shane A. Mathis	Senior Vice President
Douglas R. Sterbenz	Senior Vice President

OTHER OFFICERS

Bruce A. Akin	Vice President
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Kelly B. Hamson	Vice President
A. Jo Hunt	Vice President
Larry D. Irick	Vice President and Corporate Secretary
Doug Lawrence	Vice President
Peggy S. Loyd	Vice President
Caroline A. Williams	Vice President
Lee P. Wages	Vice President, Controller and Assistant Secretary
E. Lynn Cook	Assistant Treasurer

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RESOLVED, that effective January 1, 2002, an annual cash fee of twenty thousand dollars (\$20,000) be paid on a quarterly basis to each member of the Board of Directors who is not an officer of the Company ("Outside Director"); and further

RESOLVED, that effective January 1, 2002, an annual stock retainer equal to eighteen thousand five hundred dollars (\$18,500) be paid to each Outside Director; and further

RESOLVED, that effective January 1, 2002, an annual restricted stock grant equal to nineteen thousand dollars (\$19,000) be made to each Outside Director, with the grant to be in the Company's common stock or other securities owned by the Company and with the grant to vest ratably over a three-year period; and further

RESOLVED, that effective January 1, 2002, a fee of one thousand two hundred dollars (\$1,200) be paid to each Outside Director for attendance at each Board of Directors meeting; provided that a fee of five hundred dollars (\$500) shall be paid for attendance by phone at any such meeting; and further

RESOLVED, that effective January 1, 2002, a fee of one thousand dollars (\$1,000) be paid to each Outside Director for attendance at a meeting of any committee of this Board of Directors; provided that a fee of five hundred dollars (\$500) shall be paid for attendance by phone at any such meeting; and further

RESOLVED, that effective January 1, 2002, an annual cash fee of four thousand dollars (\$4,000) be paid on a quarterly basis to the Chairman of each committee of the Board of Directors; and further

RESOLVED, that directors shall be compensated for their expenses incident to attending meetings of the Board and Board Committees.

The Chairman called on Mr. Larry D. Irick, Corporate Secretary, to review proposed resolutions regarding certain housekeeping matters.

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

RESOLVED, that Richard A. Dixon of Topeka, Kansas, is hereby appointed Engineer to furnish to the Trustee, his certificate with respect to the net bondable value of property additions not subject to an unfunded prior lien pursuant to the Mortgage and Deed of Trust, and with respect to any other matters pertaining to the issuance, authentication and delivery of bonds under the Mortgage and Deed of Trust; and further

RESOLVED, that Paul R. Geist, Senior Vice President and Chief Financial Officer of the Company, is hereby appointed Accountant to give alone or jointly with proper officers of the Company, for submission to the Trustee, his certificate with respect to the net earnings of the Company and such other certificates or opinions as may be necessary or desirable in connection with the issuance, authentication and delivery of bonds under the Mortgage and Deed of Trust; and further

RESOLVED, that each of the officers of the Company is hereby authorized to make or join with other proper persons in making, such Officers' Certificate and other certificates and opinions as may be required by the Mortgage and Deed of Trust, and to file such certificates and opinions with the Trustee, in connection with the issuance, authentication and delivery of bonds under the Mortgage and Deed of Trust; and further

RESOLVED, that Larry D. Irick, Vice President and Corporate Secretary and Attorney of the Company, is hereby appointed as Counsel to furnish the Trustee such opinions as may be necessary and proper, pursuant to the requirements of the Mortgage and Deed of Trust, in connection with the issuance, authentication and delivery of bonds under the Mortgage and Deed of Trust; and further

RESOLVED, that each of the officers of the Company is hereby authorized and directed to do or cause to be done all such acts and things as they deem necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

RESOLVED, that the Company is authorized to enter into Master Agreements and transaction Confirmations, in the forms published from time to time by the International Swaps and Derivatives Association, Inc., related to the trading of electricity, natural gas, coal and other commodities, with such parties and on such terms and conditions as may be determined from time to time by the officers of the Company; and further

RESOLVED, that each of the officers of the Company is authorized to enter into and execute such Master Agreements and Confirmations, and such other agreements and documents as may be necessary or appropriate to implement the transactions contemplated thereby; and further

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

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RESOLVED, that the following committees are hereby established,
effective December 5, 2001, until further action by the Board of Directors.

AUDIT AND FINANCE

Gene A. Budig, Chairman
Charles Q. Chandler IV
R.A. Edwards

HUMAN RESOURCES

Frank J. Becker, Chairman
Gene A. Budig
John C. Dicus

NOMINATING

John C. Nettels, Jr., Chairman
Frank J. Becker
R.A. Edwards


CORPORATE PUBLIC POLICY

John C. Dicus, Chairman
Charles Q. Chandler, IV
Douglas T. Lake

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The next regular board meeting was scheduled for February 18-19, 2002, in
Lawrence, Kansas.

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



Larry D. Irick
Secretary