

CONFIDENTIAL

WESTERN RESOURCES, INC
BOARD OF DIRECTORS
May 17, 2000
10.00 A.M. C.D.T.

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 May 17, 2000

All members of the Board of Directors were present. Mr. David C. Wittig, Chairman of the Board, President and Chief Executive Officer, presided over the meeting. Mr. Richard D. Terrill, Executive Vice President, General Counsel and Corporate Secretary, acted as secretary of the meeting.

The Board met in executive session with members of the Executive Council. The Chairman discussed the background of the utility business. The Chairman then introduced Arthur H. Tildesley, Jr., Managing Director, Saloman Smith Barney and Mr. Dan Plantz, Vice President, Chase Securities, Inc. who discussed various electric utility strategies.

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 develop and pursue alternatives for a strategic transaction involving the electric utility operations of the company, including the possible separation of such operations from the remainder of the Company's operations, and to present such a transaction for action by this Board as, if and when necessary; and further

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

The Chairman requested additions or corrections of the minutes of the March 15-16, 2000, March 28, 2000 and April 4, 2000 Board of Directors meetings. There being no corrections or additions, the minutes were unanimously approved.

Various officers of the Company and its subsidiaries reported on the operations of the Company and its subsidiaries.

The Chairman called on Mr. William B. Moore, Executive Vice President, Chief Financial Officer and Treasurer who reviewed the financials of the Company.

Mr. Moore 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 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 July 1, 2000, to holders of record at the close of business June 9, 2000, 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

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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 (30¢) per share on the \$5.00 par value common stock, payable July 3, 2000, to holders of record at the close of business June 9, 2000.

The Chairman called on Ms. Jane Dresner Sadaka who gave the report of the Audit and Finance Committee. Ms. Sadaka stated that the Committee recommended the pledge of first mortgage bonds to secure obligations 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 proceed with pledging first mortgage bonds (the "Pledge Bonds") under the Company's Mortgage and Deed of Trust dated July 1, 1939, as supplemented and amended (the "Mortgage"), in an aggregate amount not exceeding \$1,500,000,000, to secure obligations of Western Resources, Inc. ("Western") under any of Western's credit facilities or other agreements evidencing borrowed moneys; and further

RESOLVED, that in connection with the pledging of any series of Pledge Bonds, the Treasurer, acting with the concurrence of the President be, and they hereby are, authorized and directed for and on behalf of the Company, to negotiate with respect to each such series of Pledge Bonds the principal amount, the interest rate, any premium or discount, the redemption price or prices, the issue date and maturity 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 President or the Treasurer of the Company be, and each hereby is, authorized to adopt a securities resolution or resolutions on behalf of the Company relating to the establishment of any Pledge Bonds or series thereof which may be necessary or appropriate; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to prepare a supplemental indenture or supplemental indentures to the Mortgage providing for the creation of such Pledge Bonds, said supplemental indentures to contain such terms and provisions for such Pledge Bonds as such officers of the Company deem appropriate; and further

RESOLVED, that the President, or the Treasurer of the Company be, and each hereby is, authorized and directed to execute manually or by facsimile the Pledge Bonds in the aggregate amount of up to \$1,500,000,000, and that the Secretary or an Assistant Secretary of the Company be, and each hereby is authorized and directed to affix the corporate seal, or a facsimile thereof, to said Pledge Bonds, to attest said Pledge Bonds manually or by facsimile, and that the officers of the Company be, and hereby are, authorized and directed to execute and deliver one or more supplemental indentures to the Trustee under the Mortgage, and to deliver the Pledge Bonds to said Trustee for authentication under the Mortgage, and that said Trustee be and it hereby is, authorized and requested to authenticate said Pledge Bonds pursuant to the terms of the Mortgage and the new supplemental indentures thereto, and when so executed to deliver the same to or upon the order or orders of the President or the Treasurer of the Company; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to make, or join with other persons in making, such certificates

and opinions as may be required by the Mortgage and to file such certificates and opinions with the Trustee, in connection with the application and request of the Company for the issuance, authentication and delivery of such Pledge Bonds; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and empowered to execute and to make the necessary filings to receive regulatory authority from the Federal Energy Regulatory Commission or the State Corporation Commission of the State of Kansas and such other regulatory authority as may be necessary or required to proceed with any of the transactions described above and to execute and file any amendment or amendments to said applications and such other exhibits and documents as may be deemed necessary or desirable to obtain any requisite order of said Commissions; and further

RESOLVED, that pursuant to the provisions of the Mortgage and any new supplemental indentures, the office of the Trustee, be, and each hereby is, designated, as the agency of the Company in the Borough of Manhattan, The City of New York, respectively, where notices, presentations and demands to or upon the Company in respect to said Mortgage and any new supplemental indentures thereto, for Pledge Bonds from time to time outstanding thereunder may be given or made, and where said Pledge Bonds may be surrendered for transfer or exchange, pursuant to the terms of said Mortgage and said new supplemental indentures thereto, and where the payment of principal of and interest on the Pledge Bonds shall be made in accordance with their terms, and that the Trustee be, and it hereby is, appointed as the agent of the Company for the registration and transfer of the Pledge Bonds in books to be kept by it in its office in Chicago, Illinois and The City of New York, New York, and that the officers of the Company be, and they hereby are, authorized to execute such contracts or agreements with such agencies as required or as appropriate under said Mortgage and said new supplemental indentures thereto; and further

RESOLVED, that the Trustee, as such agent of the Company may use their own judgment in matters affecting their duty as such agent, and in their discretion may comply with and act upon the advice of counsel of the Company or of other counsel selected by them in respect of any legal questions arising in relation to such agency, and that the Trustee, be saved harmless from any act or omission to act pursuant to such advice; and further

RESOLVED, that Thomas L. Grennan and Douglas J. Henry be, and they hereby are, appointed Engineers to furnish to the Trustee, their certificate with respect to the net bondable value or property additions not subject to an unfunded prior lien pursuant to the Mortgage, and such other matters pertaining to the issuance, authentication and delivery of the Pledge Bonds; and further

RESOLVED, that William B. Moore, Executive Vice President and Chief Financial Officer of the Company, be, and he hereby is, 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 the Pledge Bonds; and further

RESOLVED, that Richard D. Terrill, Esq., and, Larry D. Irick, Esq. be, and hereby are, appointed as Counsel to furnish the Trustee, such opinions as may be necessary and proper, pursuant to the requirements of the

Mortgage in connection with the issuance, authentication and delivery of the Pledge Bonds; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized to execute such contracts or agreements as required or appropriate under the Mortgage or in connection with the pledge of the Pledge Bonds; and further

RESOLVED, that the officers of the Company be, and each hereby is, 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.

Ms. Sadaka further stated that the Committee recommended the adoption of resolutions authorizing the establishment of an accounts receivable securitization facility.

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 establish an accounts receivable securitization facility with one or more banks, trust companies, or other lending institutions, in an amount not to exceed \$200 million, at any one time outstanding, such facility 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 organize a new wholly owned subsidiary or special purpose trust, which may be a corporation, limited liability company or other form of entity deemed by the officers of the Company to be appropriate, to purchase accounts receivable from the Company and Kansas Gas and Electric Company in connection with the operation of such accounts receivable securitization facility; 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 such accounts receivable securitization facility; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed, on behalf of the Company, to prepare, execute and deliver any and all such papers and documents and to do or cause to be done any and all such acts or things as they shall deem to be necessary or advisable to carry out the purposes of the foregoing resolutions.

Ms. Sadaka also stated that the Committee recommended the adoption of resolutions authorizing the amendment of the Company's Direct Stock Purchase Plan.

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

RESOLVED, that the Company's Direct Stock Purchase Plan (Plan) be, and hereby is, amended, effective upon amendment of the registration statement relating thereto, to reflect the amendments presented to the meeting which provide for up to a ten percent discount on shares purchased with dividends, and if the officers of the Company deem appropriate, on optional cash investments through the Plan; 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 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 Regulator 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 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.

Ms. Sadaka further stated that the Committee recommended that the Board authorize the adoption of the Audit Committee Charter.

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

RESOLVED, that Audit and Finance Committee Charter be, and hereby is, adopted, 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 resolution.

The Chairman proposed the appointment of executive and other officers.

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

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

EXECUTIVE OFFICERS:

NAME	TITLE
David C. Wittig	Chairman of the Board, President, and Chief Executive Officer
Douglas T. Lake	Executive Vice President
Carl M. Koupal, Jr.	Executive Vice President

Thomas L. Grennan	Executive Vice President
William B. Mocre	Executive Vice President, Chief Financial Officer, and Treasurer
Richard D. Terrill	Executive Vice President, General Counsel and Assistant Corporate Secretary
Rita A. Sharpe	Executive Vice President

OTHER OFFICERS

Richard A. Dixon	Vice President
Douglas J. Henry	Vice President
A. Jo Hunt	Vice President
Wayne A. Kitchen	Vice President
Peggy S. Loyd	Vice President
James A. Martin	Vice President
Shane A. Mathis	Vice President
Leslie D. Morgan	Vice President
Carl A. Ricketts	Vice President
Caroline A. Williams	Vice President
Lee P. Wages	Controller
Larry D. Irick	Corporate Secretary
E. Lynn Cook	Assistant Treasurer
Elizabeth A. Nelson	Assistant Controller

The Chairman also proposed the appointment of committees.

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

RESOLVED, that the following committees be, and hereby are, established until further action by the Board of Directors

AUDIT AND FINANCE

Jane Dresner Sadaka, Chairman
Charles Q. Chandler IV
Owen F. Leonard

HUMAN RESOURCES

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

NOMINATING

Louis W. Smith, Chairman
Jane Dresner Sadaka
Frank J. Becker

CORPORATE PUBLIC POLICY

John C. Dicus, Chairman
John C. Nettels, Jr.
Louis W. Smith

The Chairman called on Mr. Terrill who recommended that the Board adopt resolutions regarding the annual meeting of shareholders.

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

RESOLVED, that Carl M. Koupal, Jr., William B. Moore 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 Bruce R. Burns and Corporate Election Services, Inc. be, and each of them hereby is, appointed to serve as the inspectors of election at the Annual Meeting of Shareholders of the Company, and the Corporate Secretary is authorized to appoint an alternate inspector or inspectors of election if one or more of the inspectors named above cannot serve; 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.

The Chairman proposed that the number of Directors be decreased.

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

RESOLVED, that coincident with the retirement of Mr. Russell W. Meyer, Jr. on June 15, 2000, the number of directors be reduced to nine; 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.

The Chairman proposed that the Board establish Board Meeting dates for the year 2001.

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

February 7-9, 2001 (Scottsdale, Arizona)

April 4, 2001

June 7, 2001 (Annual Meeting)

August 1, 2001

October 3, 2001

December 5, 2001

The Chairman called on Mr. Frank J. Becker who gave the report of the Human Resources Committee.

Mr. Becker stated that the Committee recommended the approval of resolutions amending the outside directors deferred compensation plan.

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

RESOLVED, that the Western Resources, Inc. Outside Directors' Deferred Compensation Plan be, and hereby is, amended and restated as presented to the meeting to, among other things, eliminate the phantom stock investment alternative, provide for the deferral of stock compensation, and make other corresponding changes; 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 resolution.

Mr. Becker stated that the Committee recommended the Board approve resolutions authorizing change of control and employment agreements and employee retention programs.

Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously adopted with Mr. Wittig abstaining:

RESOLVED, that subject to final plans being approved by the Committee the officers of the Company be, and hereby are, authorized to enter into and implement the change of control and employment agreements and employee retention programs 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 resolution.

The Chairman referred to the upcoming retirement of Mr. Russell W. Meyer, Jr. from the Board and recommended the adoption of testimonial resolutions honoring Mr. Meyer's service to the Company.

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

WHEREAS, Russell W. Meyer, Jr. is concluding his tenure as a member of the Board of Directors of Western Resources, Inc. and

WHEREAS, he has served with distinction as a member of the Board of Directors of Western Resources, Inc. providing his wisdom and guidance since 1992, and prior to that, as a member of the Board of Directors of Kansas Gas and Electric Company from 1982 to 1992, and

WHEREAS, as a Director of Kansas Gas and Electric Company he provided guidance in seeking KPL as a merger partner and being instrumental in successfully completing that transaction resulting in a premium price for shareowners and lower rates for customers, and

WHEREAS, his dedication and experience have contributed greatly to the ability of Western Resources, Inc. to meet the challenges that come with change; and

WHEREAS, Mr. Meyer contributed to the deliberations of this Board his knowledge and wisdom during his seventeen years as a Director and has served on this Board, and Committees of the Board, with dedication and devotion to the Company, its shareowners, employees and the communities it serves; and

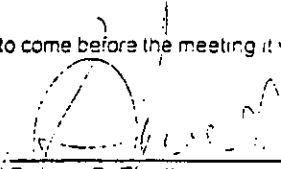
WHEREAS, Mr. Meyer's commitment and counsel during important strategic business transactions has been valued by the Board and Management;

NOW THEREFORE, BE IT RESOLVED, that the members of this Board do hereby personally and on behalf of the Company express to Mr. Meyer their high esteem and sincere appreciation for his dedicated service and exemplary representation on behalf of the Company and wish him every success and a long and happy future

The Chairman discussed various matters of interest to the Company

The next meeting of the Board of Directors was scheduled for August 2, 2000, in Topeka, Kansas. The Annual Meeting of Shareholders will be held on June 15, 2000 at the Topeka Performing Arts Center

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



(Richard D. Terrill
Secretary