

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
July 17, 1996
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 July 17, 1996.

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 the May 7, 1996 Annual Meeting of Shareholders, and the May 6, May 7, June 12, and June 18, 1996 Board Meetings. There being none, the minutes were unanimously approved.

The Chairman called on officers of the Company who reported on the operations and financials of the Company and its subsidiaries.

The Chairman called on Mr. Norman Jackson, Executive Vice President, Electric Transmission and Engineering Services, who reported on the Company's gas safety program.

Business opportunities were discussed.

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

The Chairman proposed that the Board authorize the payment of the Company's common stock dividend and normal preferred and preference stock dividends.

Wherefore, 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 October 1, 1996, to holders of record at the close of business September 4, 1996, 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
2.125	per share on the 8.50%	Series Preference
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-one and one-half cents (51.5¢) per share on the \$5.00 par value common stock, payable October 1, 1996, to holders of record at the close of business September 4, 1996.

The Chairman called on Mr. C. Q. Chandler, Chairman of the Audit and Finance Committee who presented the report of the Committee. Mr. Chandler stated that the

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Committee recommended the adoption of resolutions relating to the Company's short-term borrowing authority.

Wherefore, 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 borrow, on behalf of the Company, from time to time during the period January 1, 1997 through December 31, 1999, from any bank or banks, trust company or trust companies, or other lending institutions or through the issuance of promissory notes or commercial paper, such amounts of money not to exceed \$1.5 billion at any one time outstanding, for such periods of time not exceeding twelve (12) months after the date thereof, and upon such other terms and at such rate or rates of interest as may to them in their discretion seem to be necessary or advisable, and to execute notes in respect thereto in the name of the Company to evidence the same; 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 file such applications, notifications, declarations, petitions and other documents as may be necessary or advisable to obtain approval or authorization for the contracting of such loans and the issuance of such notes, from the Federal Energy Regulatory Commission, or any other governmental or state authority deemed necessary or advisable therefor, and to 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.

The Chairman called on Mr. Jack C. Dicus, Chairman of the Human Resources Committee, who presented the report of the Committee. Mr. Dicus reviewed proposed changes to the Western Resources, Inc. Employees' 401(k) Savings Plan and stated that the Committee recommended the adoption of the amendments.

Wherefore, 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 January 1, 1996, the Western Resources, Inc. Employees' 401(k) Savings Plan ("Plan") to provide that Plan Participants' elections increasing amounts deferred under the Plan are effective on the first day of the month after their receipt by the Plan Administrator and that eligible employees of the Company may participate in the Plan at the beginning of any month after such employee has become eligible to participate; and further

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

Mr. Dicus then proposed an amendment to the Western Resources, Inc. Retirement Plan and stated that the Committee recommended its adoption.

Wherefore, 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 July 1, 1996, Section 4.05 of the Western

Resources, Inc. Retirement Plan ("Plan") to provide that the Plan's disability benefit is discontinued with respect to Plan Members not currently receiving such benefit or who have not been certified by the Investment and Benefits Committee as eligible to receive such benefits as of such date; and further

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

Mr. Dicus reviewed proposed amendments to the Company's Executive Salary Continuation Plan and stated that the Committee recommended its adoption.

Wherefore, 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 cause the Company's Executive Salary Continuation Plan to be amended to provide that in the event of a change of control, a Participant shall be entitled to the same retirement benefit such Participant would have received had such Participant attained the age of 65 at the time of the change of control; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to take such actions as they may deem appropriate to implement the foregoing resolution.

The Chairman called on Mr. Terrill, who reviewed the proposed withdrawal of cash held by the Company's mortgage trustee resulting from insurance proceeds relating to damage at the Jeffrey Energy Center.

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

RESOLVED, that officers of the Company be, and hereby are, authorized and directed to apply for the withdrawal of cash in the amount of \$640,000 from the trust estate held by or to be deposited with Harris Trust and Savings Bank, Trustee under the Mortgage and Deed of Trust dated as of July 1, 1939, as amended, of the Company, which sum the Company has or will deposit with such Trustee under the provisions of Section 6(b) of Article IV of said Mortgage and Deed of Trust, as proceeds from an insurance claim covering damages at Jeffrey Energy Center, Pottawatomie County, Kansas, on November 23, 1995; and further

RESOLVED, that Harris Trust and Savings Bank, as Trustee under the Mortgage and Deed of Trust be, and hereby is, requested pursuant to Section 1 of Article VIII to pay over to the Company cash held or to be held by the Trustee as described in the foregoing resolution in an amount up to \$640,000, based upon gross property additions of the Company, in accordance with the terms of the Mortgage and Deed of Trust; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to do all such acts and things, including the execution and delivery, on behalf of the Company, of any certificates, and other instruments as may be necessary or proper in order to effect the withdrawal of said insurance proceeds; 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 out the purposes and intent of the foregoing resolutions.

Mr. Terrill then reviewed a proposed release of property from the Company's mortgage.

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

RESOLVED, that the proper officers of the corporation be, and hereby are, authorized to execute appropriate instruments of conveyance for the hereinafter described property; and further

RESOLVED, that Harris Trust and Savings Bank as trustee under the Mortgage and Deed of Trust, dated as of July 1, 1939, as supplemented, of the Company (the "Mortgage and Deed of Trust") be, and hereby is, requested to release unto Western Resources, Inc. the hereinafter described properties from the lien of said indenture in accordance with the terms thereof; and further

RESOLVED, that the description of the property to be released from said indentures and sold by the Company is located in and about the State of Kansas, Reno County, and described as follows:

Beginning at the intersection of the south right of way line of the C.R.I. & P. Railroad and the center line of Main Street extended in the City of Partridge; thence south along said center line of main street extended a distance of 142.2 feet; thence west at right angles a distance of 133.7 feet to said south right of way line of the C.R.I. & P. R.R.; thence northeast along said south right of way line a distance of 195.1 feet to the place of beginning. The above described tract being located in the southeast quarter of section 16, township 24 south, range 7 west of the 6th P.M. In addition, any and all personal property contained within the boundaries of the above described tract of land shall become the possession of the purchaser. Exception: Seller shall retain an electric easement area being defined as the north twenty (20) feet of the above described tract of land.

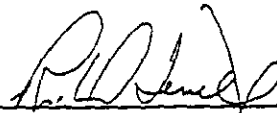
RESOLVED, that Harris Trust and Savings Bank as trustee under the Mortgage and Deed of Trust, be, and hereby is, requested pursuant to Section 3, Article VII to reduce the amount of cash required to be deposited with the Trustee, pursuant to said Section 3, in an amount up to \$500 based upon gross property additions and the aggregate principal amount of refundable Bonds heretofore issued by the Company, in accordance with the terms thereof; and further

RESOLVED, that the officers of the Company be and hereby are authorized and directed to do all such acts and things, including the execution and delivery, on behalf of the Company, of any certificates, conveyances, and other instruments as may be necessary or proper in order to effect the release of said properties from such lien and mortgage and to effect the simultaneous reduction of cash in connection therewith and to carry out the purposes and intent of the foregoing resolutions.

The board met in executive session.

The next meeting of the Board of Directors was scheduled for September 18, 1996 in Topeka, Kansas.

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



Richard D. Terrill
Secretary