

CONFIDENTIAL

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
January 26, 2000
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 26, 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.

The Chairman requested additions or corrections of the minutes of the November 17, 1999 and December 1, 1999 Board of Directors meetings. There being no corrections or additions, the minutes were unanimously approved.

The Chairman called on Mr. Douglas T. Lake, Executive Vice President, Chief Strategic Officer, who updated the Board on the Company's investment in ONEOK, Inc.

The Chairman introduced Mr. Art H. Tildesley, Jr., Managing Director, Salomon Smith Barney; Mark C. Davis, Managing Director, Chase Securities and Mr. Neil T. Anderson, Partner, Sullivan & Cromwell. Messrs. Tildesley and Davis discussed matters of interest to the Board. Mr. Anderson discussed legal matters of interest to the Board.

The Board met in Executive Session.

Messrs. Meyer, Chandler and Smith were excused from the meeting.

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

The Chairman called on Mr. William B. Moore, Executive Vice President, Chief Financial Officer and Treasurer who reviewed the financials of the Company and the proposed 2000 budget for the electric utility operations.

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

RESOLVED, that the electric utility 2000 budget be, and hereby is, unanimously approved as presented to the meeting.

The Chairman called on Mr. Frank J. Becker who presented the report of the Human Resources committee. Mr. Becker reported that the committee recommended that the Board authorize the amendment of the Company's retirement plan.

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 the Western Resources, Inc. Retirement Plan as presented to the meeting; and further

RESOLVED, that the officers hereby are authorized and empowered to make such further changes, if any, as may be required by the Internal Revenue Service in order to retain qualification of the Plan as a tax-exempt pension trust; and further

RESOLVED, that, without limiting any of the foregoing, each of the officers of the Company be, and each of them hereby is, authorized, directed and empowered to take any and all other actions and to execute, deliver, perform or file all such agreements, instruments and documents as he or she may deem necessary, convenient, advisable or appropriate in order to give effect to the intent of these resolutions and that the execution by any such officers of any such agreement, instrument or document or the doing by any of them of any act in connection with the foregoing matters shall establish conclusively their authority therefor from the Company and the approval and ratification by the Company of such agreement, instrument or document and the actions so taken; and that any and all actions heretofore taken, and any and all things heretofore done by any officer or director of the Company in furtherance of and consistent with the matters authorized by the foregoing resolutions be, and hereby are, ratified, approved and confirmed as authorized and valid acts taken on behalf of the Company.

The Chairman called on Mr. Carl M. Koupal, Jr., Executive Vice President, Chief Administrative Officer who reviewed the proposed municipalization of the Company's facilities by the City of Wichita.

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 filing of the Company's Annual Report for 1999 on Form 10-K.

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 1999 on Form 10-K, including the financial statements contained therein, with the Securities and Exchange Commission.

The Chairman called on Mr. Terrill who recommended consideration of resolutions regarding the Annual Meeting of Shareholders.

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

RESOLVED, that the President 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 Chief Executive Officer 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 David C. Wittig, 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 the 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, 1999, copies thereof to be mailed to all shareholders.

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 the appointment of the Committees of the Board.

Whereupon, following discussion, upon motion duly made and seconded, the following resolution was 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
Russell W. Meyer, Jr.

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
Charles Q. Chandler IV
Louis W. Smith

The Chairman also proposed that the size of the Board be decreased as a result of Mr. Hughes' retirement from the Board.

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

RESOLVED, that the size of the Board of Directors be, and hereby is, reduced to eight; 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 referred to the retirement of Mr. Thomas R. Clevenger from the Board and recommended the adoption of testimonial resolutions honoring Mr. Clevenger's service to the Company.

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

WHEREAS, Thomas R. Clevenger is ending an historic tenure as a member of the Board of Directors of Western Resources, Inc.; and

WHEREAS, he has served with distinction as the longest serving member of the Board of Directors in the history of Western Resources, Inc. providing his wisdom and guidance since 1975 to the company and its predecessor organizations; and

WHEREAS, he has provided direction in the development of the Western Resources business plan and was a source of leadership, strength and business acumen in the implementation of the plan; and

WHEREAS, his dedication and tireless efforts to continually adapt the company to face business and competitive challenges have been appreciated by the company's shareowners, employees, and the communities it serves; and

WHEREAS, his unique blend of financial experience, strategic vision and executive support has been the hallmark by which others have used as an example of boardmanship;

WHEREAS, Mr. Clevenger'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. Clevenger their high esteem and sincere appreciation for his nearly a quarter of a century of dedicated service and exemplary representation on behalf of the Company and wish him every success and a long and happy future.

The Chairman referred to the retirement of Mr. Thomas R. Clevenger from the Board and recommended the adoption of testimonial resolutions honoring Mr. Clevenger's service to the Company.

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

WHEREAS, David H. Hughes is concluding his tenure as a member of the Board of Directors of Western Resources, Inc.; and

WHEREAS, he has served tirelessly as a member of the Board of Directors of Western Resources, Inc. contributing his business experience and knowledge since 1988; and

WHEREAS, he has provided leadership in the development of the Western Resources business plan, helping to guide the Company in its business strategy; and

WHEREAS, during his 11 years of leadership for the company, he continually kept the company's shareowners, employees, and the communities the company serves, first and foremost in the development of such strategy;

WHEREAS, his wisdom and advisement during important strategic business transactions has been valued beyond measure 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. Hughes 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 proposed changes in the 2000 meeting dates.

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

RESOLVED, that the following meeting dates, be and hereby are, established:

January 26, 2000

March 15-16, 2000

May 17, 2000

June 15, 2000 (Annual Meeting)

August 2, 2000

October 4, 2000

December 6, 2000

The Chairman called on Mr. William B. Moore who proposed that the Board authorize the payment of the Company's normal preferred stock dividends.

Whereupon, following discussion, upon motion duly made and seconded, the following resolution was 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 January 1, 2000, to holders of record at the close of business

December 9, 1999, 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

Mr. Moore then reviewed the Company's Common Stock dividend.

Whereupon, following discussion, upon motion duly made and seconded, the following resolution was 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 of fifty-three and one-half cents (53.5¢) per share on the \$5.00 par value common stock; payable January 3, 2000, to holders of record at the close of business December 9, 1999.

The Chairman discussed various matters of interest to the Company.

The next meeting of the Board of Directors was scheduled for March 15-16, 2000, in Topeka, Kansas.

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



 Richard D. Terrill
 Secretary

CONFIDENTIAL

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
March 15-16, 2000
9:30 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 March 15-16, 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 Chairman requested additions or corrections of the minutes of the January 20, 2000, January 26, 2000 and February 25, 2000 Board of Directors meetings. There being no corrections or additions, the minutes were unanimously approved.

The Chairman called on Mr. Frank J. Becker who presented the report of the Nominating Committee. Mr. Becker stated that the committee recommended a change in the size of the board and the appointment of directors. Mr. Becker also stated that the Committee recommended Messrs. Budig and Meyer be reappointed to the Board as a result of the change of their principal position as required by the Company's Bylaws.

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

RESOLVED, that the size of the Board of Directors be, and hereby is, increased to ten members; and further

RESOLVED, that John C. Nettels, Jr. be, and hereby is, appointed a Class II director; and further

RESOLVED, that Owen F. Leonard be, and hereby is, appointed a Class I director; and further

RESOLVED, that Gene A. Budig be, and hereby is, appointed a Class II director; and further

RESOLVED, that Russell W. Meyer, Jr. be, and hereby is, appointed a Class I director; and further

RESOLVED, that Charles Q. Chandler IV be, and hereby is, appointed a Class I director; 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.

Messrs. Leonard and Nettels joined the meeting.

The Chairman introduced Mr. Arthur H. Tildesley, Jr., Managing Director, Salomon Smith Barney and Mr. Mark C. Davis, Managing Director, Chase Securities. Messrs. Tildesley and Davis discussed matters of interest to the Board.

The Chairman introduced Mr. Neil T. Anderson, Partner, Sullivan & Cromwell. Mr. Anderson discussed legal matters of interest to the Board.

Mr. Leonard was excused from the meeting.

The Chairman called on Ms. Annette M. Beck, President and Chief Operating Officer, Protection One, Inc. and Mr. Anthony D. Somma, Chief Financial Officer, Protection One, Inc. who reviewed various matters related to Protection One.

The Chairman called on Mr. Carl M. Koupal, Jr., Executive Vice President and Chief Administrative Officer, Mr. Ronald W. Holt, President, Kansas Gas and Electric Company and Mr. Wayne A. Kitchen, Vice President, Regulatory/Environmental, who reviewed the proposed municipalization of the Company's facilities by the City of Wichita.

The Chairman called on Mr. Koupal, Mr. James A. Martin, Vice President, Strategic Planning and Mr. Carl A. Ricketts, Vice President, Investor Relations who reviewed the Company's investor relations program.

The meeting was adjourned until 8:30 a.m. on March 16, 2000. All Directors were present except Mr. Leonard.

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

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. William B. Moore, Executive Vice President, Chief Financial Officer and Treasurer who reviewed the financials of the Company and the proposed consolidated 2000 budget for the Company.

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

RESOLVED, that the 2000 consolidated budget be, and hereby is, approved as presented to the meeting.

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 appointment of auditors.

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

RESOLVED, that Arthur Andersen, L.L.P. be retained as the Company's independent public accountant for 2000; 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.

Ms. Sadaka further stated that the Committee recommended the adoption of resolutions authorizing one or more credit facilities to provide for revolving credit and/or term loan facilities.

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 \$1 billion 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 (including the pledge of first mortgage bonds therefore), 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.

Ms. Sadaka also stated that the Committee recommended the adoption of resolutions authorizing the sale of First Mortgage Bonds.

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 obtaining additional public or private debt financing in an aggregate amount not exceeding \$500,000,000 by means of the sale of First Mortgage Bonds (the "New Bonds"); and further

RESOLVED, that, if the officers of the Company deem it advisable to proceed with the sale of New Bonds, such officers be, and hereby are, authorized to prepare and to 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 (the Securities Act), with respect to up to \$500,000,000 principal amount of New Bonds, including, but not limited to a "shelf registration" filed pursuant to Rule 415 promulgated under the Securities Act, and to determine the principal amount of one or more series of such New Bonds, the date or dates on which such New Bonds shall mature (which shall not be later than 40 years from the date of issuance) and whether such New Bonds shall be sold publicly or privately by the Company and, if publicly, whether on a competitive bidding or negotiated basis; and further

RESOLVED, that Richard D. Terrill, Executive Vice President, General Counsel and Corporate Secretary of the Company and William B. Moore, 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 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 New Bonds; and further

RESOLVED, that in connection with the issuance of each series of New Bonds the Executive Vice President and Chief Financial Officer, 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 each such series of New Bonds the principal amount, the interest rate, any premium or discount, the redemption price or prices, the issue date and maturity date, to permit the New Bonds to be converted or exchanged into senior notes or debentures if deemed advisable, 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 of the Company be, and each hereby is, authorized and directed to execute manually or by facsimile the New Bonds in the aggregate amount of up to \$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 New Bonds, to attest said New 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 New Supplemental Indentures to the Trustee, as Trustee, and to deliver the New Bonds to said Trustee for authentication under said Mortgage and Deed of Trust, dated July 1, 1939, as heretofore supplemented and amended, and said New Supplemental Indentures thereto, and that said Trustee be and it hereby is, authorized and requested to authenticate said New Bonds pursuant to the terms of said Mortgage and Deed of Trust, as heretofore supplemented and amended, and the New Supplemental Indentures thereto, and when so executed to deliver the same to or upon the order or orders of the Chairman of the Board, the President, or any Vice President of the Company; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to prepare a Supplemental Indenture or Supplemental Indentures (the "New Supplemental Indentures") to the Company's Mortgage and Deed of Trust dated July 1, 1939 (the "Mortgage") providing for the creation of such New Bonds, said Supplemental Indentures to contain such terms and provisions for such New Bonds as such officers of the Company deem appropriate; 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 New 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 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 if it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the Chairman of the Board and Chief Executive Officer, 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 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 pursuant to the provisions of the Mortgage and Deed of Trust, as heretofore supplemented and amended and the New Supplemental Indentures, the office of the Trustee, be, and each hereby is, designated, as the agency of the Company in the City of Chicago, Illinois, and 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 Deed of Trust, as heretofore supplemented and amended, and any New Supplemental Indentures thereto, for Securities from time to time outstanding thereunder may be given or made, and where said new bonds may be surrendered for transfer or exchange, pursuant to the terms of said Mortgage and Deed of Trust as heretofore supplemented and amended, and said New Supplemental Indentures thereto, and where the payment of principal of and interest on the New 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 New Bonds in books to be kept by it in its office in the City of Chicago, Illinois, 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 Deed of Trust, as heretofore supplemented and amended, 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 Harris Trust, 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 of Topeka, Kansas, 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 Deed of Trust, and such other matters pertaining to the issuance, authentication and delivery of the New 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 New Bonds; and further

RESOLVED, that the officers of the Company be, and each hereby is 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 to file such certificates and opinions with the Trustee, in connection with the issuance, authentication and delivery of the New Bonds; and further

RESOLVED, that Richard D. Terrill, Esq., Executive Vice President, General Counsel and Corporate Secretary and, Larry D. Irick, Assistant Secretary and Attorney of the Company, 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 and Deed of Trust, in connection with the issuance, authentication and delivery of the New 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 relating to the Company's short-term borrowing authority.

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, 2001 through December 31, 2003, 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 \$1,500,000,000 at any one time outstanding, for such periods of time not exceeding twelve (12) months after the date thereof, and upon such other terms, including the pledging of first mortgage bonds to secure such borrowing, 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. Terrill who recommended consideration of resolutions regarding amendment of the Company's Bylaws.

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

RESOLVED, that the Bylaws of the Company be, and hereby are, amended as presented to the meeting; and further

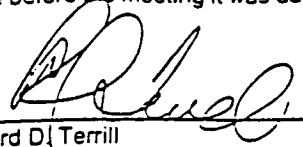
RESOLVED, that the officers of the Company be, and hereby are, authorized to take such actions as they may deem necessary or appropriate to carry out the foregoing resolutions.

The Chairman discussed various matters of interest to the Company.

CONFIDENTIAL

The next meeting of the Board of Directors was scheduled for May 17, 2000, in Topeka, Kansas.

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



Richard D. Terrill
Secretary

CONFIDENTIAL

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
March 28, 2000
1:00 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 March 28, 2000 at 1:00 p.m. CST.

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 Chairman called the meeting to order and reviewed various matters of interest to the Company.

The Chairman reviewed a proposed strategic separation of the Company. The Chairman called on Mr. Arthur H. Tildesley, Jr., Managing Director, Salomon Smith Barney, Mr. Mark C. Davis, Managing Director, Chase Securities, Inc. and Mr. Dan Plantz, Vice President, Chase Securities, Inc., who reviewed the structure and analysis of a proposed separation of the Company into an electric utility comprised of KPL and KGE and a separate entity to be comprised of Protection One, Inc., Protection One Europe, the Company's investment in ONEOK and other assets of the Company.

The Chairman called on Mr. Terrill and Mr. Frank Aquila, Partner, Sullivan and Cromwell, who discussed the Board's legal obligations and legal issues related to the proposed transaction.

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

RESOLVED, that the Board of Directors deems it advisable and in the best interests of the Company to effect a strategic separation of the utility and non-utility assets of the Company (the "Transaction"), whereby the Company will contribute its approximate 85% ownership interest in Protection One, Inc., its approximate 45% ownership interest in ONEOK Inc., its 100% ownership interest in Protection One Europe, its 40% ownership in Paradigm Direct LLC and other selected investments into a newly formed corporation ("Newco") or one of its subsidiaries, and distribute the shares of Newco (the "Newco Common Stock") to the shareholders of the Company by means of an exchange offer (the "Offer"); and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed in the name of and on behalf of the Company to organize and incorporate Newco under the laws of any state, including, without limitation, to prepare and file the Certificate of Incorporation of Newco, and to accomplish all transactions between or among the Company and its subsidiaries as may be required to effect the Transaction; and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed in the name of and on behalf of the Company to take all actions necessary, desirable or appropriate to permit the Company to make the Offer to exchange shares of the Company's common stock, par value \$5.00 per share (the "Company Common Stock"), for the shares of Newco Common Stock, the terms and conditions of such Offer to be determined by the board of directors of the Company; and further

RESOLVED, that following the approval of the terms of the Offer by the board of directors of the Company, each of the proper officers of the Company be, and each such officer hereby is, authorized and directed to take full and final action with respect to any amendment of or supplement to or extension of the Offer and any waiver of the conditions set forth in the Offer, and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed in the name and on behalf of the Company to prepare, execute and file with any federal or state regulatory body any form, schedule, notice, application, registration or other document or agreement required to obtain approval of or qualify the Offer, including without limitation a filing or filings with the Securities and Exchange Commission (the "Commission") on Schedule TO and such notices, applications or registrations that may be necessary or desirable under the Public Utility Holding Company Act of 1935, as amended; and further

RESOLVED, that in connection with the Offer to exchange the Company Common Stock for Newco Common Stock, each of the proper officers of the Company be, and each such officer hereby is, authorized and directed in the name of and on behalf of the Company to take any actions that may be deemed necessary, desirable or appropriate in order to effect the preparation, execution and filing with the Commission of a Registration Statement and prospectus on Form S-4 (the "Form S-4"), and any amendment or amendments (including post-effective amendments or supplements) thereto, together with all documents required as exhibits to the Form S-4, in such form as such officers may approve; and further

RESOLVED, that the Secretary of the Company is hereby appointed as agent for service to be named in the Form S-4 and to receive all notices, orders, communications and other documents from the Commission with respect to the Form S-4 or any amendment thereto (including post-effective amendments or supplements), with all the powers and functions consequent to such designation specified in rules and regulations of the Commission; and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed in the name of and on behalf of the Company to take any and all actions necessary to cause the shares of Newco Common Stock to be exchanged in connection with the Offer to be listed on the New York Stock Exchange, Inc. (the "NYSE"); and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed to execute and file with the NYSE any necessary listing application, together with the necessary supporting papers or agreements required by the NYSE, requesting listing by the NYSE, upon official notice of issuance, of the shares of Newco Common Stock; and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed to appoint a qualified institution (the "Exchange Agent") to receive certificates representing shares of Company Common Stock, to be exchanged by the holders thereof for shares of Newco Common Stock pursuant to the Offer, and that the proper officers of the Company are hereby authorized to direct the Exchange Agent to effect such exchange; and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed, in the name and on behalf of the Company to enter into an agreement with one or more dealer manager(s) for the Offer (the "Dealer Manager Agreement"), such Dealer Manager Agreement to be on such terms and contain such conditions as the officer approving them shall determine, the execution and delivery thereof by any such officer to be deemed conclusive evidence of the approval by the Company of the terms, provisions and conditions thereof; and further

RESOLVED, that in connection with the Transaction, the board of directors deems it fair to, advisable and in the best interests of the Company to issue an option or warrant (the "Option") to Newco to purchase common or convertible preferred securities of the Company (the "Option Stock"), the designations, powers, preferences, limitations and rights of such Option Stock and the terms and conditions of such Option to be determined by the Board of Directors of the Company; and further

RESOLVED, that the appointment of Salomon Smith Barney, Chase Securities and Houlihan, Lokey, Howard & Zukin by the officers of the Company to act as the Company's advisers for purposes of rendering such advice and opinions in connection with the Transaction as the officers deem necessary or appropriate is hereby ratified, confirmed and approved in all respects; and further

RESOLVED, that the execution by the proper officers, or any one of them, of any document or instrument authorized by these resolutions, or any document or instrument executed in the accomplishment of any action or actions so authorized, is and shall become upon delivery the enforceable and binding act and obligation of the Company, without the necessity of the signature or attestation of any other officer of the Company or the affixing of any corporate seal; and further

RESOLVED, that each of the proper officers of the Company be, and each such officer hereby is, authorized and directed, in the name and on behalf of the Company to take all such further action, including, without limitation, the modification of any of the foregoing amounts or terms, to cause to be prepared and filed all such documents, to make all expenditures and incur all expenses, and to execute and deliver all instruments that they (or any one of them), in their (or his or her) discretion deem necessary, proper or advisable to carry out the purposes and intents of the foregoing resolutions; and the execution by any such officer of any such document or instrument or the payment of any such expenditures or expenses 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 documents or instruments so executed, the expenses or expenditures so paid and the action so taken; and further

RESOLVED, that any and all acts, transactions, agreements or certificates previously signed on behalf of the officers of the Company in connection with or furtherance of the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of this Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the board of directors of the Company, and that the proper officer of the Company did execute the same.

The Chairman called on Messrs. Tildesley and Davis who reviewed the analysis performed by their firms regarding the Company's dividend policy. The Chairman

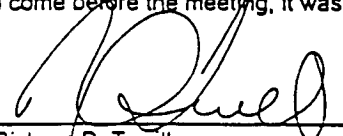
recommended that the Board adopt the dividend policy as recommended by the Company's advisors and management of \$.30 per quarter, or \$1.20 per annum, effective with the anticipated July 2000 dividend.

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

RESOLVED, that the dividend policy presented to the meeting be, and hereby is, adopted; 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.

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



Richard D. Ternil
Secretary

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
April 4, 2000
2:00 P.M. C.D.T.

CONFIDENTIAL

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 April 4, 2000 at 2:00 p.m. CDT.

All members of the Board of Directors were present with the exception of Mr. Louis W. Smith. 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 Chairman called the meeting to order and introduced Arthur H. Tildesley, Jr., Managing Director, Salomon Smith Barney and Mark C. Davis, Managing Director, Chase Securities, Inc. Messrs. Tildesley and Davis reviewed the market reaction to the proposed strategic separation of the Company.

The Chairman reviewed plans for meetings with analysts, investors and shareholders.

The Chairman proposed that the Board authorize the repurchase of up to \$100 million of the Company's debt securities.

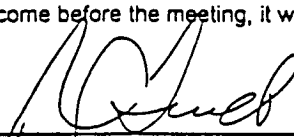
Whereupon, following discussion, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the officers of the Company be, and hereby are, authorized to repurchase, from time to time through open market or direct purchases, or by redemption, up to \$100 million of the Company's debt securities as presented to the meeting; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to give such notices, certificates and opinions; make such filings; enter into such agreements; and take such other actions as may be necessary or appropriate in connection with such purchases or redemption; 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 purpose and intent of the foregoing resolutions.

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


Richard D. Terrill
Secretary