

**Arkansas Public Service Commission
Docket Summary Cover Sheet
(For all dockets other than Rate Cases, "TD", "C" and "TF" Dockets
Must be filed with each new docket filed at the Commission**

STYLE OF DOCKET: (Style may be changed by Secretary of Commission) Docket Number:

IN THE MATTER OF AN INTERIM RATE SCHEDULE OF OKLAHOMA GAS AND ELECTRIC COMPANY IMPOSING A SURCHARGE TO RECOVER ALL INVESTMENTS AND EXPENSES INCURRED THROUGH COMPLIANCE WITH LEGISLATIVE OR ADMINISTRATIVE RULES, REGULATIONS OR REQUIREMENTS RELATING TO THE PUBLIC HEALTH, SAFETY, OR THE ENVIRONMENT UNDER THE FEDERAL CLEAN AIR ACT FOR CERTAIN OF ITS EXISTING GENERATION FACILITIES	15-034-U
---	----------

DOCKET DESIGNATOR: U A R P RELATED DOCKETS:

Nature of Action: (See second sheet)

PETITIONER/INITIATING PARTY*	ATTORNEYS' NAME, ADDRESS, PHONE, FAX AND E-MAIL
Oklahoma Gas and Electric Company 321 N. Harvey Avenue Oklahoma City, Oklahoma 73102	Lawrence E. Chisenhall, Jr. Chisenhall, Nestrud & Julian, P.A. Attorneys for Oklahoma Gas and Electric Company 400 West Capitol Avenue 2840 Regions Center Little Rock, Arkansas 72201 (501)-372-5800 lchisenhall@cnjlaw.com

*If the initiating party is not a jurisdictional utility in Arkansas, please provide mailing address, phone, fax and e-mail for the company

Pursuant to Rule 3.04 of the Commission's Rules of Practice and Procedure, please provide name, address, phone, fax, e-mail of at least one, but not more than two names to appear on the Service List for this docket

Lawrence E. Chisenhall, Jr. Chisenhall, Nestrud & Julian, P.A. Attorneys for Oklahoma Gas and Electric Company 400 West Capitol Avenue 2840 Regions Center Little Rock, Arkansas 72201 (501)-372-5800 lchisenhall@cnjlaw.com	Donald R. Rowlett Managing Director Regulatory Affairs Oklahoma Gas and Electric Company 321 N. Harvey Avenue Oklahoma City, Oklahoma 73102 405-553-3604 reginfo@oge.com
---	--

Write a brief statement, limited to the space provided herein describing the case that you are filing.

Please provide enough information to assure that the nature of your docket is clear.

Oklahoma and Gas Electric Company, ("OG&E" or "Company"), pursuant to Act 310 of 1981, as amended, Ark. Code Ann. §23-4-501 et seq. ("Act 310") hereby files with the Arkansas Public Service Commission ("APSC" or "Commission") an interim rate schedule for the application of a surcharge on its customers' bills in Arkansas to recover investments and expenses that the Company has reasonably incurred as a direct result of legislative or regulatory requirements relating to the protection of the public health, safety, or the environment.
--

Form completed by: LEC Date: 5/8/2015

Representing: OG&E

NATURE OF ACTION: Please choose at least one, but no more than three docket types

<input type="checkbox"/> Accounting	<input type="checkbox"/> Lifeline/link up
<input type="checkbox"/> Acquisition/Sales	<input type="checkbox"/> Market Power
<input checked="" type="checkbox"/> Act 310 of 1981 (Surcharge)	<input type="checkbox"/> Merger/Transfer
<input type="checkbox"/> Act 821 of 1987 (Cooperatives Rate Change)	<input type="checkbox"/> Municipal Franchise Tax
<input type="checkbox"/> Administrative Procedures	<input type="checkbox"/> Net Metering
<input type="checkbox"/> Affiliate Rules	<input type="checkbox"/> Nuclear Decommissioning
<input type="checkbox"/> Annual Reports/Assessment	<input type="checkbox"/> One Call
<input type="checkbox"/> Ar Energy Conservation Act (Efficiency Programs)	<input type="checkbox"/> Pipeline Safety
<input type="checkbox"/> Arbitration	<input type="checkbox"/> Pole attachment issues
<input type="checkbox"/> Arkansas High Cost Fund	<input type="checkbox"/> Protective Order
<input type="checkbox"/> Arkansas Intralata Toll Pool	<input type="checkbox"/> Public Utility Holding Company Act
<input type="checkbox"/> Arkansas Universal Service Fund	<input type="checkbox"/> Public Utility Regulatory Policy Act
<input type="checkbox"/> ARSI Arkansas Relay Service, Inc.	<input type="checkbox"/> Purchase Power
<input type="checkbox"/> Auto Adjustment	<input type="checkbox"/> Railroad
<input type="checkbox"/> Avoided Cost	<input type="checkbox"/> Rates
<input type="checkbox"/> CCN Cancellation	<input type="checkbox"/> Refund
<input type="checkbox"/> CCN Facility	<input type="checkbox"/> Reports
<input type="checkbox"/> CCN License	<input type="checkbox"/> Resource Plan
<input type="checkbox"/> CECPN	<input type="checkbox"/> Restructuring
<input type="checkbox"/> Cost of Gas/Energy seasonal/unscheduled	<input type="checkbox"/> Retail
<input type="checkbox"/> Customer release/Abandonment	<input type="checkbox"/> River Crossing
<input type="checkbox"/> Declaratory Judgment	<input type="checkbox"/> Regional Transmission Organization
<input type="checkbox"/> Depreciation	<input type="checkbox"/> Rulemaking
<input type="checkbox"/> Dialing/Numbering	<input type="checkbox"/> Service Quality
<input type="checkbox"/> Disabilities Act of 1990	<input type="checkbox"/> Shielded Outdoor Lighting
<input type="checkbox"/> Earnings Review	<input type="checkbox"/> Show Cause
<input type="checkbox"/> Eligible Telecommunications Carrier Designation	<input type="checkbox"/> Stranded Costs
<input type="checkbox"/> Energy Policy Act	<input type="checkbox"/> Sustainable Energy Resources
<input type="checkbox"/> Energy/Fuel Purchasing Practices	<input type="checkbox"/> Terms and Conditions
<input type="checkbox"/> EWG Exempt Wholesale Generator	<input type="checkbox"/> Territory/release/unallocated territory
<input type="checkbox"/> Extended Area Service	<input type="checkbox"/> Transition costs
<input type="checkbox"/> Extension of Telecommunications Facilities Fund	<input type="checkbox"/> Unbundling
<input type="checkbox"/> Extraordinary Property Loss	<input type="checkbox"/> USOA (Uniform System of Accounts)
<input type="checkbox"/> FCC	<input type="checkbox"/> Waiver/Exemption
<input type="checkbox"/> Finance (Bonds/issue & sell; stock; prom note)	<input type="checkbox"/> Weather
<input type="checkbox"/> Grand Gulf	<input type="checkbox"/> Wholesale
<input type="checkbox"/> Integrated Resource Planning	<input type="checkbox"/> Wholesale Rate Adjustment
<input type="checkbox"/> Interconnection Agreements	
<input type="checkbox"/> Interest/Customer Deposit	
<input type="checkbox"/> Investigation/Inquiry	

BEFORE THE
ARKANSAS PUBLIC SERVICE COMMISSION

IN THE MATTER OF AN INTERIM RATE SCHEDULE)	
OF OKLAHOMA GAS AND ELECTRIC COMPANY)	
IMPOSING A SURCHARGE TO RECOVER ALL)	DOCKET NO. 15-034-U
INVESTMENTS AND EXPENSES INCURRED THROUGH)	
COMPLIANCE WITH LEGISLATIVE OR ADMINISTRATIVE)	
RULES, REGULATIONS OR REQUIREMENTS RELATING)	
TO THE PUBLIC HEALTH, SAFETY, OR THE ENVIROMENT)	
UNDER THE FEDERAL CLEAN AIR ACT FOR CERTAIN OF)	
ITS EXISTING GENERATION FACILITIES)	

NOTICE OF FILING OF AN INTERIM RATE SCHEDULE PURSUANT TO
ACT 310 OF 1981, AS AMENDED

COMES NOW Oklahoma and Gas Electric Company, (hereinafter referred to as "OG&E" or "Company") and, pursuant to Act 310 of 1981, as amended, Ark. Code Ann. §23-4-501 *et seq.* ("Act 310") hereby files with the Arkansas Public Service Commission ("APSC" or "Commission") an interim rate schedule for the application of a surcharge on its customers' bills in Arkansas to recover investments and expenses that the Company has reasonably incurred as a direct result of legislative or regulatory requirements relating to the protection of the public health, safety, or the environment. In support of its filing, OG&E states as follows:

1. OG&E is an investor owned corporation organized under the laws of the State of Oklahoma. It is qualified to conduct business in the State of Arkansas. The Company is a public utility as defined by Ark. Code Ann. §23-1-101 *et seq.* and, as much, is subject to the jurisdiction of the Commission. Its principal place of business is located at 321 N. Harvey Avenue, Oklahoma City,

Oklahoma 73102. A copy of the Company's Articles of Incorporation is attached hereto as Exhibit 1, pursuant to the provisions of Section 3.09 of the Commission's *Rules of Practice and Procedure*.

2. OG&E's property consists of facilities for the generation, transmission and distribution of electric power and energy to retail and wholesale customers in its service areas in Oklahoma and Arkansas. OG&E provides electric service to approximately 811,000 total retail customers, of which approximately 65,800 are located in Arkansas.

3. OG&E's coal-fueled and natural gas-fired generation facilities produce steam that is used to operate turbines that create electricity for its customers. Because the Company burns these fossil fuels in its boilers, the operations of those generating facilities are regulated by the Oklahoma Department of Environmental Quality and the United States Environmental Protection Agency ("EPA").

4. The EPA has promulgated rules under the Federal Clean Air Act ("CAA") (i.e., the Regional Haze Rule) that requires OG&E to take steps to limit emissions of nitrogen oxides ("NO_x") by January 27, 2017. Four of OG&E's coal generation units and three of its gas generation units are affected by this Regional Haze Rule.

5. As explained in the Direct Testimony of OG&E's witness, Mr. Donald R. Rowlett, filed with this notice, the Company has, starting in mid-year 2012 and through April 30, 2015, reasonably incurred investments and expenses as a result of compliance with legislative or administrative rules, regulations, or requirements related to the protection of the public health, safety, or the environment. In order to comply with the mandatory Regional Haze NO_x emission limits implemented under the CAA, OG&E was required to install Low NO_x burners with over-fire systems on the four affected coal units (Sooner 1 and 2 and Muskogee 4 and 5) and on its affected natural gas units at the Seminole Power Plant. Construction of these facilities commenced in the first quarter of 2013, in order to meet the deadline for compliance of January 27, 2017. This construction was commenced after the EPA adopted

the Regional Haze State implementation Plan ("SIP") which outlined the above-mentioned compliance measures.

6. Pursuant to the provisions of Act 310, a public utility shall be permitted to recover in a prompt and timely manner all investments and expenses through an interim surcharge, if the investments or expenses are not currently being recovered in existing rates¹; are reasonably incurred²; were not reasonably known and measurable at a time that allowed for a reasonable opportunity for the inclusion and consideration of the investments or expenses for recovery in the public utility's last general rate case³; are incurred by the public utility to comply with legislative or administrative rules, regulations or requirements⁴; relate to the protection of the public health, safety, or the environment⁵; cannot otherwise be recovered in a prompt and timely manner⁶; and are either mandatory, a condition of continued operation of a utility facility or previously approved by the commission.⁷

7. A public utility may recover all investments and expenses as outlined in Ark. Code Ann. §23-4-501 by filing an interim rate schedule, no more frequently than every six (6) months, which would impose a separate surcharge until the implementation of new rate schedules in connection with the public utility's next general rate filing.⁸ The surcharge shall become effective immediately upon filing.⁹

8. Pursuant to the provisions of Ark. Code Ann. §23-4-503, the amount of the interim surcharge to be added to the public utility's rates shall be calculated so as to produce annual revenue equal to the additional annual revenue requirement to which the public utility would be entitled had the

¹ Ark. Code Ann. §23-4-501 (a)(1)(A)

² Ark. Code Ann. §23-4-501(a)(1)(B)

³ Ark. Code Ann. §23-4-501(a)(1)(C)

⁴ Ark. Code Ann. §23-4-501(a)(1)(D)

⁵ Ark. Code Ann. §23-4-501(a)(1)(E)

⁶ Ark. Code Ann. §23-4-501(a)(1)(F)

⁷ Ark. Code Ann. §23-4-501(a)(1)(G)(i), (ii), and (iii)

⁸ Ark. Code Ann. §23-4-502

⁹ Ark. Code Ann. §23-4-504

investments and expenses described in Ark. Code Ann. §23-4-501 been included in the public utility's most recent rate determination.

9. Mr. Rowlett further addresses the fact that the investment and expenses associated with the required facilities are not being recovered in current rates and were not reasonably known or measurable at a time that allowed their inclusion in the Company's last rate case; that the investments and expenses have been reasonably incurred ; that these investments cannot be otherwise recovered in a prompt and timely manner and that the investments and expenses are either mandated and/or a condition of continued operations of a utility facility. The testimony shows that the interim surcharge revenue requirement has been calculated so as to produce annual revenues equal to the additional annualized revenue requirement to which the Company would have been entitled had the additional investments and expenditures been included in the utility's most recent rate determination by the Commission.

10. The Company's calculation of the interim surcharge amount has been calculated so as to produce an annual revenue requirement of \$0.5 million.

11. The Company plans to implement the interim surcharge on customer's bills on the first billing cycle in June of 2015.

12. Mr. Rowlett also discusses the Company's new Environmental Compliance Plan Rider ("ECP"), which provides for the interim surcharge. The ECP rider is included as Direct Exhibit DRR-1 to Mr. Rowlett's Direct Testimony. Mr. Rowlett discusses the computation of the rates contained in the ECP rider, and the contents of that rider.

13. The Act 310 Surcharge will be applicable to all of OG&E's rate classes. It will appear as a separate line item on customer bills and will be labeled "Environmental Compliance Surcharge". Mr. Rowlett's Direct Testimony shows, by rate class, the allocation of the rates contained in the ECP rider.

The interim surcharge rates will remain in effect until superseded by a subsequent Act 310 filing or until the effective date of new rates implemented as a result of a general rate proceeding. Mr. Rowlett's Direct Testimony also includes a table summarizing the rate impact of the interim surcharge. As provided in Act 310, the surcharge collected through the ECP Rider is subject to refund.¹⁰ The same statute allows the Commission to require reasonable security to assure the prompt payment of any refunds that may be ordered. OG&E respectfully requests that no security be found to be necessary, as addressed by Mr. Rowlett, to assure prompt payments of any refunds that may be ordered by the Commission after its review of OG&E's Act 310 filing and the ECP rider.

14. In connection with this filing, OG&E intends to comply with the procedures set out by the Commission in its Order No. 4 in Docket No. 09-059-U, except to the extent such directives were specific to said docket. Such procedures are intended to facilitate Act 310 investigations by the Commission's General Staff and are addressed in the Company's Direct Testimony.

15. OG&E requests that the following individuals be included on the service list for this docket:

Lawrence E. Chisenhall, Jr.
Chisenhall, Nestrud & Julian, P.A.
Attorneys for Oklahoma Gas and Electric Company
400 West Capitol Avenue
2840 Regions Center
Little Rock, Arkansas 72201
(501)-372-5800
lchisenhall@cnjlaw.com

Donald R. Rowlett
Managing Director Regulatory Affairs
Oklahoma Gas and Electric Company
321 N. Harvey Avenue
Oklahoma City, Oklahoma 73102
405-553-3604
reginfo@oge.com

WHEREFORE, Oklahoma Gas and Electric Company respectfully requests that, pursuant to Ark. Code Ann. §23-4-501 *et seq.*, the Commission take notice and review OG&E's Act 310 surcharge filing and supporting documents and accept OG&E's ECP rider as filed, while it remains in effect subject to

¹⁰ Ark. Code Ann. §23-4-506

refund, that it waive the necessity of any security relative to any possible refunds, and that it grant OG&E all other necessary and proper relief.

Respectfully submitted,

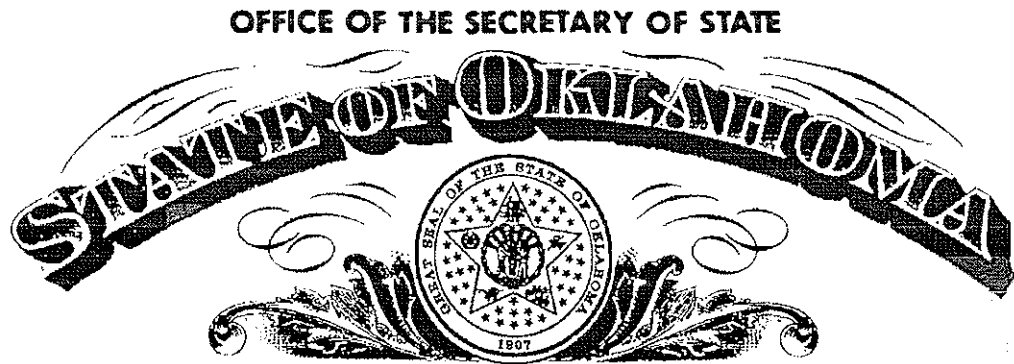
By: _____


Lawrence E. Chisenhall, Jr.
Chisenhall, Nestrud & Julian, P.A.
2840 Regions Center
400 West Capitol Avenue
Little Rock, Arkansas 72201
(501)-372-5800
AR Bar # 74023
lchisenhall@cnjlaw.com
Attorneys for Oklahoma Gas and
Electric Company

Application Exhibit No. 1

Articles of Incorporation

Application Pages 7-14 (including cover page)



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

OKLAHOMA GAS AND ELECTRIC COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
20th day of May, 2011.*



Secretary of State

05/20/2011 09:46 AM

OKLAHOMA SECRETARY OF STATE



505



16937420002

To: Oklahoma Secretary of State
2300 N. Lincoln Blvd., Room 101
State Capitol Building
Oklahoma City, Oklahoma 73105-4897

**RESTATED
CERTIFICATE OF INCORPORATION
OF
OKLAHOMA GAS AND ELECTRIC COMPANY**

The original certificate of incorporation of the undersigned, Oklahoma Gas and Electric Company (which certificate was designated Patent), was originally filed with the Secretary of Oklahoma Territory on February 27, 1902. The undersigned, Oklahoma Gas and Electric Company, pursuant to the provisions of the General Corporation Act of the State of Oklahoma, does hereby file this Restated Certificate of Incorporation of said Company:

I.

That the name of this corporation shall be "Oklahoma Gas and Electric Company." The address of its Registered Office in the State of Oklahoma is 321 North Harvey Avenue, in the City of Oklahoma City, County of Oklahoma and the name of its Registered Agent at such address is Patricia D. Horn.

II.

The purposes for which this corporation is formed are:

To manufacture, distribute and sell gas for light, heat and power.

To generate, distribute and sell electricity for light, heat and power.

To construct, purchase, sell, lease, operate and maintain gas and electric plants, buildings, constructions, machinery appliances, equipments, easements and appurtenances for the manufacture and distribution and the generation and distribution of gas and electricity for light, heat and power.

To construct, purchase, lease, operate and maintain pipe lines, pole lines, underground conductors and conduits, and subways for containing the same, for transmitting and distributing gas and electricity for light, heat and power.

To purchase, lease and otherwise acquire, hold and use, and to sell, lease and mortgage or otherwise dispose of, all real property, including coal and other lands requisite or desirable for carrying out the purposes or any of them above mentioned.

To contract with cities, towns and other municipalities and with persons, firms and corporations for the supply of light, heat and power.

To acquire by grant, assignment, license or otherwise and to use and dispose of, rights to inventions and discoveries relating to any of the purposes above mentioned.

To acquire by purchase or otherwise, and to own, hold, use, enjoy, enforce, and to sell, pledge, hypothecate or otherwise dispose of, any governmental, state, county or municipal bonds, obligations or warrants; also stocks, bonds, debentures, mortgages, warrants, or other obligations, securities or evidences of title, interest or indebtedness made or issued by any person, partnership joint stock company or corporation, private or municipal, with power to endorse or guarantee the payment thereof.

To grant, bargain, sell, assign, transfer, convey, bond, lease, pledge, hypothecate, or otherwise encumber or dispose of all or any part of its franchises and property, real, personal or mixed, and of any right, title or interest therein or thereto as and whenever its directors may see fit and determine.

To engage in any other lawful act or activity for which corporations may be organized under the Oklahoma General Corporation Act.

And to do any and all acts and things necessary, expedient or proper, relating to the aforesaid objects or any of them.

III.

The place where its principal business is to be transacted is at Oklahoma City, in Oklahoma County, State of Oklahoma.

IV.

The period of duration of this corporation shall be perpetual.

V.

The total number of shares which the corporation shall have authority to issue is 100,000,000 shares of Common Stock, par value \$2.50 per share.

VI.

A. Election and Terms of Directors. The directors elected at or prior to the annual meeting of stockholders in 2010 shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, with each class of directors to serve for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors are elected and qualified, subject to earlier death, resignation or removal. At each annual meeting of stockholders of the corporation after the annual meeting of stockholders in 2010, the directors shall be elected for terms expiring at the next annual meeting of stockholders and until their successors are elected and qualified, subject to earlier death, resignation or removal; provided that the directors elected at or prior to the 2010 annual meeting of stockholders shall continue to serve until their terms expire. In each case, directors shall hold office until their successors are elected and qualified.

B. Newly Created Directorships and Vacancies. Newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next annual meeting of stockholders and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. Removal. Any director may be removed from office, with or without cause, only by the affirmative vote of the holders of at least a majority of the then outstanding shares of the corporation's stock entitled to vote generally, voting together as a single class.

VII.

Except as otherwise required by Oklahoma law, any action required or permitted to be taken by the stockholders of the corporation may be effected without a meeting by a consent signed in writing by holders of the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted.

VIII.

The Board of Directors shall have power to adopt, amend and repeal the By-laws of the corporation to the maximum extent permitted from time to time by Oklahoma law; provided, however, that any By-laws adopted by the Board of Directors under the powers conferred hereby may be amended or repealed by the Board of Directors or by the stockholders having voting power with respect thereto.

IX.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for

acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 1053 of the Oklahoma General Corporation Act, or (iv) for any transaction from which the director derived any improper personal benefit. If the Oklahoma General Corporation Act is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Oklahoma General Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

X.

A. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer or employee of the corporation or is or was serving at the request of the corporation as a director, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or employee or in any other capacity while serving as a director, officer or employee, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Oklahoma General Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or employee and shall inure to the benefit of the indemnitee's heirs, executor and administrators; provided, however, that, except as provided in Section B of this Article X with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. Any person who is or was a director or officer of a subsidiary of the corporation shall be deemed to be serving in such capacity at the request of the corporation for purposes of this Article X. The right to indemnification conferred in this Article shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Oklahoma General Corporation Act requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service with respect to an employee benefit plan) shall be made only upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter, a "final adjudication") that such indemnitee is not

entitled to be indemnified for such expenses under this Article or otherwise. The rights to indemnification and advancement of expenses conferred in this Section A shall be a contract right.

B. Right of Indemnitee to Bring Suit. If a claim under Section A of this Article X is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee also shall be entitled to be paid the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and in (ii) any suit by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking the corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Oklahoma General Corporation Act. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Oklahoma General Corporation Act, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Article X or otherwise shall be on the corporation.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Restated Certificate of Incorporation, any By-law, any agreement, any vote of stockholders or disinterested directors or otherwise.

D. Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Oklahoma General Corporation Act.

E. Indemnification of Agents. The corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any agent of the corporation and to any person serving at the request of the corporation as an agent of another corporation or of a partnership, joint venture, trust or other enterprise to the fullest extent of the provisions of this Article X with respect to the

indemnification and advancement of expenses of directors, officers and employees of the corporation.

F. Repeal or Modification. Any repeal or modification of any provision of this Article X by the stockholders of the corporation shall not adversely affect any rights to indemnification and to advancement of expenses that any person may have at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The foregoing Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 of the Oklahoma Statutes after being proposed by the Directors and adopted by the sole stockholder of Oklahoma Gas and Electric Company in the manner and by the vote prescribed in Title 18, Section 1077 of the Oklahoma Statutes, and restates, integrates and further amends the certificate of incorporation.

IN WITNESS WHEREOF, Oklahoma Gas and Electric Company has caused this Certificate to be signed by its President and Chief Operating Officer and attested to by its Corporate Secretary, this 19th day of May, 2011.

Oklahoma Gas and Electric Company,
an Oklahoma corporation

By: *Danny P. Harris*
Name: Danny P. Harris
Title: President and Chief Operating Officer

Attest:
By: *Patricia D. Horn*
Name: Patricia D. Horn
Title: Corporate Secretary

ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
) ss:
COUNTY OF OKLAHOMA)

The foregoing Restated Certificate of Incorporation was acknowledged before me the 19th day of May, 2011, by Danny P. Harris, as President and Chief Operating Officer of Oklahoma Gas and Electric Company, an Oklahoma corporation.

(SEAL)



Kelly D. Lang
Notary Public
My Commission Expires: 9/23/2013

CERTIFICATE OF SERVICE

I, Lawrence E. Chisenhall, Jr., do hereby certify that a copy of the foregoing was served upon all parties of record via the APSC EFS this 8th day of May, 2015.

/s/ Lawrence E. Chisenhall, Jr.
Lawrence E. Chisenhall, Jr.