

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

IN THE MATTER OF THE APPLICATION OF)
OKLAHOMA GAS AND ELECTRIC COMPANY) CAUSE NO. PUD 201800159
FOR COMMISSION PREAPPROVAL PURSUANT)
TO 17 O.S. SECTION 286(C) FOR ACQUISITION) **690987**
OF CAPACITY THROUGH ASSET PURCHASE) ORDER NO. _____

HEARING: January 17, 2019, in Courtroom B
2101 North Lincoln Boulevard, Oklahoma City, Oklahoma 73105
Before Linda S. Foreman, Administrative Law Judge

APPEARANCES: William L. Humes, John D. Rhea, Patrick D. Shore, Dominic Williams,
and Kimber L. Shoop, Attorneys *representing* Oklahoma Gas and
Electric Company
Kyle Vazquez, Assistant General Counsel *representing* Public Utility
Division, Oklahoma Corporation Commission
Jared B. Haines and A. Chase Snodgrass, Assistant Attorneys General
representing Office of Attorney General, State of Oklahoma
Kendall W. Parrish, Attorney *representing* AES Shady Point, LLC
Ronald E. Stakem and Jack G. Clark Jr., Attorneys *representing* OG&E
Shareholders Association
Thomas P. Schroedter, Attorney *representing* Oklahoma Industrial
Energy Consumers
Deborah R. Thompson, Attorney specially appearing, *representing*
Oklahoma Cogeneration, LLC

ORDER GRANTING MOTION TO ESTABLISH PROCEDURAL SCHEDULE

BY THE COMMISSION:

The Corporation Commission ("Commission") of the State of Oklahoma, being regularly in session and the undersigned Commissioners present and participating, there comes on for consideration and action the Motion to Establish Procedural Schedule ("Motion") filed by Oklahoma Gas and Electric Company ("OG&E") on January 10, 2019. The Motion was set for hearing on January 17, 2019, and was heard and recommended on that date.

The Administrative Law Judge ("ALJ") recommended that the Motion, as agreed to by the parties of record, be granted. There being no oral exceptions taken to the recommendation of the ALJ, such recommendation becomes the order of the Commission upon the signature of a majority of the Commission. On December 28, 2018, OG&E filed its Application and Supporting Testimony. February 1, 2019, was the Discovery Cut-off date for Direct Testimony. The proposed procedural schedule was received by the ALJ on January 29, 2019.

PROCEDURAL SCHEDULE

February 19, 2019	Deadline for filing Responsive Testimony and Deadline for Intervention
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February 21, 2019	Statements of Position due from all parties not filing Responsive Testimony and Settlement Conference at 10 a.m.
February 22, 2019	Discovery Cut-off for Responsive Testimony
March 1, 2019	Deadline for filing Rebuttal Testimony
March 19, 2019	Deadline for Pre-trial Motions and briefs; Parties file and exchange exhibit lists
March 25, 2019	Prehearing Conference at 1:30 p.m.
March 27, 2019	Hearing on the Merits, beginning at 9 a.m. in Courtroom B and continuing until completion.
3 business days after conclusion of Hearing on Merits	Proposed Findings of Fact & Conclusions of Law due. Microsoft Word versions provided to ALJ
21 calendar days following submission of Proposed Findings	ALJ Report filed
7 calendar days following issuance of ALJ Report	Written Exceptions, if any, to ALJ Report due
3 business days following filing of written exceptions	Responses to Written Exceptions to ALJ Report due

GENERAL PROVISIONS

ORDER AND PRESENTATION OF TESTIMONY

The Hearing on the Merits shall be heard before the ALJ. The hearing shall commence on March 27, 2019, at 9:00 a.m., and continue until the record is closed. The hearing shall be held each business day between 9:00 a.m. and 5:00 p.m., unless otherwise directed by the ALJ. The hearing will be heard in Courtroom B located on the first (1st) floor of the Jim Thorpe Office Building, unless the ALJ directs otherwise.

The following order of witnesses shall be followed unless the ALJ directs otherwise:

- a. OG&E
- b. Intervenors
- c. Attorney General
- d. PUD

Direct Examination:

After admittance of the pre-filed testimony (direct, responsive, rebuttal) into the record, each witness shall then be permitted to offer oral surrebuttal testimony in response to any new matters raised in rebuttal testimony of the other parties.

After the pre-filed testimony (direct, responsive, rebuttal) and oral surrebuttal testimony of the witness have been submitted into the record, the witness shall be tendered for oral cross-examination and redirect examination.

Any redirect examination will be limited to issues raised during cross-examination.

Sur-surrebuttal and related issues:

1. Due to OG&E having the burden of proof, after other parties have presented their testimony, summaries, and statements of position, OG&E may be allowed to present oral sur-surrebuttal testimony if OG&E establishes that the parties have raised new issues that OG&E was unable to adequately address through cross-examination. The oral sur-surrebuttal shall be strictly limited to the new issues.

2. Once OG&E has presented its oral sur-surrebuttal testimony, the witness shall be tendered for cross and redirect examination. Any cross-examination shall be limited to the issues addressed in the sur-surrebuttal testimony; likewise, the redirect examination will be limited to issues that were raised during cross-examination.

3. After OG&E's sur-surrebuttal testimony and cross-examination, if any other party deems it necessary to request of the ALJ to be allowed to present further surrebuttal testimony, the ALJ shall evaluate the request and make a determination based on the following criteria:

- a. Whether or not any new issue(s) has been raised.
- b. Whether or not the party was able to adequately respond to the new issue(s) during cross-examination.
- c. Whether or not additional testimony and/or evidence is required as a matter of due process to the requesting party.
- d. Whether or not the additional testimony and/or evidence is required to perfect the record.
- e. Whether or not additional testimony and/or evidence are cumulative in nature and have been previously and sufficiently addressed.
- f. Whether or not any statutorily imposed time will permit further testimony and/or evidence.

TESTIMONY SUMMARIES, STATEMENTS OF POSITION, AND EXHIBITS

Any party not filing testimony but desiring to cross-examine witnesses at the hearing must file a statement of position on or before February 21, 2019. All filed statements of position must contain a specific statement of position. The Statement of Position shall clearly and concisely provide a party's position regarding all major issues in this Cause.

The parties shall file of record and exchange summaries of their respective filed testimony (direct, responsive, rebuttal) on or before two (2) business days following filing of testimony. Summaries of Testimony shall be used in the preparation of the ALJ's Report and Recommendation and shall be transmitted to all parties and the ALJ in electronic format.

Each party presenting or cross-examining any witness shall file of record and exchange an exhibit list of all potential exhibits that may be utilized at the hearing and any exhibits that have not already been provided or received throughout the course of the proceedings by March 19, 2019. All documents filed in the Court Clerk's office shall be presumed to be exhibits and need not be identified separately on the exchanged exhibit lists.

However, if for good cause shown, a party finds it necessary during the hearing to present an additional exhibit(s) that was not listed on its filed exhibit list, such exhibit(s) shall not be permitted unless submitted to all parties at least twenty-four (24) hours prior to usage and granted by the ALJ.

Exhibits not exchanged on or before the filing deadline in the Schedule, which could have been prepared based upon filed testimony, will be offered only by agreement of all parties, subject to the ruling of the ALJ.

DISCOVERY AND OBJECTIONS

The parties have agreed that responses to discovery requests on Direct Testimony and Responsive Testimony shall be due within five (5) business days of receipt and responses to discovery requests on Rebuttal Testimony shall be due within five (5) calendar days of receipt. Objections to any discovery request will be due within three (3) business days.

Any discovery request received after 3:00 p.m. shall be deemed received the next regular business day as provided for in OAC 165:5-11-1(e)(6).

Unless the parties agree otherwise, the response times for filing objections to discovery requests shall be as stated above, and a hearing on such an objection shall be set on the next motion docket unless specifically set on dates agreed to by the parties and as directed by the ALJ. All times specified herein for filing documents shall be determined to be 4:30 p.m. unless specified otherwise.

Data requests, which are limited to no more than twenty-five (25) per day, per party, and responses, must be served by electronic transmission, facsimile, or hand-delivery to all parties of record.

Any objections to the testimony or qualification of any witness shall be made prior to the commencement of the hearing. Any such motion shall be heard on any regularly scheduled motion docket that precedes the commencement of the prehearing conference, or at the prehearing conference, whichever occurs first, unless otherwise directed by the ALJ.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

THE COMMISSION FINDS that it is vested with jurisdiction in this Cause pursuant to Article IX, Section 18 of the Oklahoma Constitution and 17 O.S. §152.

THE COMMISSION FURTHER FINDS that the Procedural Schedule and the general provisions set forth herein should be adopted by the Commission and adhered to by the parties.

THE COMMISSION FURTHER FINDS that if the parties are able to dispose of the issues in this Cause by way of negotiated settlement, the dates contained herein may be modified.

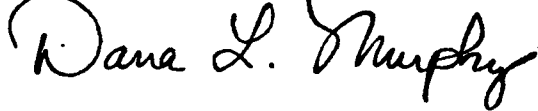
There being no oral exceptions taken to the oral recommendation of the ALJ, such recommendation becomes the Order of the Commission upon the signature of a majority of the Commission.

ORDER

THE COMMISSION THEREFORE ORDERS that the Procedural Schedule and general provisions as set forth herein shall be adhered to by and between the parties to this Cause and the same shall become the order of the Commission.

THIS ORDER SHALL BE EFFECTIVE immediately.

OKLAHOMA CORPORATION COMMISSION



DANA L. MURPHY, Chairman



J. TODD HIETT, Vice Chairman



BOB ANTHONY, Commissioner

CERTIFICATION

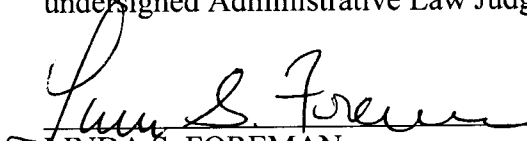
DONE AND PERFORMED by the Commissioners participating in the making of this Order, as shown by their signatures above, this 6 day of February, 2019.

[seal]


PEGGY MITCHELL, Secretary

REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing findings, conclusions and order are the report and recommendation of the undersigned Administrative Law Judge.


LINDA S. FOREMAN
Administrative Law Judge

Date

2-1-19