

OGE ENERGY CORP.  
BOARD OF DIRECTORS  
MAY 15, 2014

Recognition of Leroy C. Richie, Retiring Board of Director

- WHEREAS, Mr. Leroy C. Richie has served as a distinguished member of the Board of Directors of OGE Energy Corp. and of the Board of Directors of Oklahoma Gas and Electric Company since November 28, 2007; and
- WHEREAS, Mr. Richie has faithfully and diligently served as a Director of the Company, as the distinguished chairman of the Compensation Committee and as a member of the Board's Nominating and Corporate Governance Committee and the Board's Executive Committee; and
- WHEREAS, Mr. Richie's unquestioned integrity, honesty and high ethical values have set a standard for all Company members to admire and follow; and
- WHEREAS, Mr. Richie's intellect and passion to excel have led to well-deserved educational awards and recognition, including class valedictorian at the City College of New York and the recipient of Arthur Garfield Hays Civil Liberties Fellowship at the New York University School of Law; and
- WHEREAS, Mr. Richie has practiced law for more than forty years and is regarded as one of the most respected corporate lawyers in the country; and
- WHEREAS, Mr. Richie's experiences as a lawyer have included private practice with the law firm of White & Case and many years with the law firm of Lewis & Munday along with having held numerous leadership positions with distinguished organizations, including: Vice President and General Counsel of the Chrysler Corporation, Director of the Federal Trade Commission's New York office and General Counsel to the Executive Committee of the United States Golf Association, which experiences have allowed him to provide advice and insight that has been of tremendous benefit to the other members of the Company's Board of Directors, its management and to the Company's shareholders; and
- WHEREAS, Mr. Richie's accomplishments are not limited to his education and legal expertise, but include significant contributions through his leadership positions with various boards of directors of private and public companies, including Kerr - McGee Corporation, Infinity

Energy Resources, Inc., Digital Ally, Inc., Vibration Control Technologies, LLC, Great Lakes Assemblies, LLC and numerous publicly-traded mutual funds; and

WHEREAS, Mr. Richie's numerous accomplishments and compassion for others have led to his service and dedication to various non-profit, community, educational and civic organizations, including his role as Chairman of the Board of Trustees of the Detroit Public Schools Foundation, Chairman of the Board of Directors of the Huntsville International Research Institute, Chairman of the Board of Directors of the Visiting Nurse Association, Vice Chairman of the Board of Directors of the Detroit Economic Growth Corp., Chairman of the Board of Directors of Highland Park Economic Development Corporation, member of the Board of Directors of Detroit Bar Foundation, member of the Board of Directors of St. Joseph's Hospital, member of the Board of Trustees of the New York University Law Center Foundation, member of the Finance and Strategy Planning Committees for Henry Ford Health System, Chairman of the Finance Committee and member of the Board of Trustees of Marygrove College, Vice Chairman and member of the Board of Directors of the Detroit Medical Center, Chairman of the Board of Trustees of Brazeal Dennard Chorale, Chairman of the Board of Plowshares Theater, Secretary of Detroit Museum of African American History, Officer of the Detroit Black Chamber of Commerce, member of the Board of Directors of the United States Golf Association, Chairman for five terms of the Minority Counsel Committee for the American Bar Association and Assistant for more than forty years to the President and CEO of the YES Foundation; and

WHEREAS, Mr. Richie, as a devoted husband to his wife, Julia, and loving father for his children Leroy, Lamont, Loren, Brooke, Darcy and their children, has always cherished his family as a precious treasure; and

WHEREAS, Mr. Richie through his many legal, corporate, community and civic accomplishments has served as a positive role model for all and removed barriers for minorities in all walks of life; and

WHEREAS, For these reasons, the Board has determined that it is only fitting to recognize and honor Mr. Richie's faithful and distinguished service and many contributions to OGE Energy Corp. in the permanent records of the Company.

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the Board of Directors of OGE Energy Corp. that the Board does hereby acknowledge and thank Mr. Leroy Richie for his years of excellent leadership and for his loyalty, dedication and service to OGE Energy Corp., Oklahoma Gas and Electric Company and its shareholders.