

ONE IN **RESPONSIBILITY** CORPORATE RESPONSIBILITY REPORT 2014



ONEOK



ONEOK
PARTNERS

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ABOUT THIS REPORT

This corporate responsibility report details ONEOK's and ONEOK Partners' performance from January 2014 through December 2014, unless otherwise noted.

Topics included in this report were selected following internal department interviews and the distribution of an internal corporate responsibility report materiality assessment survey. The results of the survey identified two to four topics of interest from each department.

This report follows the latest version of the Global Reporting Initiative's (GRI) Sustainability Reporting Guidelines (G4 Guidelines) and is a compilation of information from ONEOK and ONEOK Partners and the executive leadership team. Pages 36 and 37 contain the GRI index, a guide that helps readers locate specific GRI framework data within the report.

The report reflects the most accurate information available to us at the time of printing.

An online version of this report, as well as more information about our operations, is available at **www.oneok.com** and **www.oneokpartners.com**.

On the cover: ONEOK Partners' natural gas storage facility near Edmond, Oklahoma

TO OUR STAKEHOLDERS

When we published our first Corporate Responsibility Report five years ago, we began an important, ongoing conversation with our stakeholders about our continued efforts to conduct business in a safe, reliable and ethical way.

Today, our commitment to being a responsible corporate citizen continues to be a key focus for the company. We know that operating safely, reliably and environmentally responsibly, and improving the communities where our employees live and work will help ONEOK remain a responsible company for years to come.

This Corporate Responsibility Report provides a review of our 2014 Environmental, Safety and Health (ESH) performance, as well as a progress report in several other areas, including community investments, employee relations, government relations and information security.

I'm pleased to report that in 2014 our ESH performance at ONEOK and ONEOK Partners improved in many areas, including reduced:

- » Employee Recordable Injuries;
- » Employee Recordable Illnesses;
- » Days Away, Restricted or Transferred incidents (DART); and
- » Total Recordable Incident Rate (TRIR).

Safeguarding our employees, communities and the environment is a companywide commitment and is fundamental to our business success. For a more detailed statistical analysis on these ESH metrics and other ESH categories, please see the statistical comparisons on page 18 of this report.

While I'm pleased with the progress we've made in many areas, we remain committed to pursuing a zero-incident culture by continuously mitigating risk and eliminating incidents that could harm our employees, contractors, the public and the environment.

As part of our philanthropic efforts, we donated approximately \$5.5 million in foundation and corporate contributions to communities where we operate, and our dedicated employees logged approximately 2,900 volunteer hours in 2014.

By contributing financially and through volunteer work, we help build stronger communities and create a better environment for all of our stakeholders, including our employees, customers and the general public.

As we deepen our understanding of what it means to be a good corporate citizen, we have continued to explore the most effective ways to educate our stakeholders on our corporate responsibility efforts summarized in the following pages. We hope this information helps you assess for yourself how well ONEOK is doing in these important areas, and we welcome your feedback on these efforts and on this report.

On behalf of everyone at ONEOK, thank you for taking the time to learn more about us.



A stylized, handwritten signature in black ink that reads "Terry K. Spencer".

Terry K. Spencer
PRESIDENT AND
CHIEF EXECUTIVE OFFICER

ONEOK *AT A* GLANCE

ONEOK, Inc. (pronounced ONE-OAK) (NYSE: OKE) is the sole general partner of ONEOK Partners, L.P., a publicly traded master limited partnership engaged in the natural gas gathering and processing, natural gas liquids and natural gas pipelines businesses.

As we've evolved from a traditional natural gas distributor into a pure-play general partner, we've kept our focus in the right place – on our stakeholders and our mission to operate safely, reliably and environmentally responsibly.

- » As of March 31, 2015, ONEOK owned 37.6 percent of ONEOK Partners.
- » ONEOK is a Fortune 200 corporation and is included in Standard & Poor's (S&P) 500 Stock Index.
- » ONEOK is based in Tulsa, Oklahoma, and was founded in 1906 as Oklahoma Natural Gas Company.

ONEOK Partners' intrastate natural gas pipelines near Woodward, Oklahoma



ONEOK PARTNERS INTEGRATED NETWORK

ONEOK Partners operates an extensive 36,000-mile integrated natural gas and natural gas liquids pipeline network positioned in growing basins and major market areas.



GROWTH PROJECTS COMPLETED

As part of our capital-growth program, we completed several projects in 2014 while progress continues on projects scheduled for completion in 2015 and 2016.

These investments demonstrate our ongoing commitment to build the infrastructure necessary to better serve our producers and customers.

From 2010 through 2014, ONEOK Partners invested approximately \$6 billion in natural gas and natural gas liquids (NGLs) capital-growth projects and acquisitions to enhance our midstream capabilities and better serve our customers.

GROWTH PROJECTS AND ACQUISITIONS COMPLETED IN 2014 AND FIRST QUARTER 2015

Natural Gas Gathering and Processing

- » Canadian Valley plant – A 200-million cubic feet per day (MMcf/d) natural gas processing facility in the Cana-Woodford Shale in Oklahoma. Completed in March 2014.
- » Garden Creek II plant – A 100-MMcf/d natural gas processing facility in the Williston Basin in North Dakota. Completed in August 2014.
- » Garden Creek III plant – A 100-MMcf/d natural gas processing facility in the Williston Basin in North Dakota. Completed in October 2014.

Natural Gas Liquids

- » Ethane/Propane (E/P) splitter – 40,000-barrels per day E/P splitter at Mont Belvieu, Texas. Completed in March 2014.

- » Sterling III Pipeline – Approximately 570 miles of NGL pipeline from north-central Oklahoma to Mont Belvieu, Texas. Completed in March 2014.
- » Reconfiguration of Sterling I and II pipelines – To transport either unfractionated NGLs or NGL purity products. Completed in June 2014.
- » Niobrara NGL Lateral – Approximately 90-mile NGL pipeline lateral that connects ONEOK Partners' Sage Creek natural gas processing facility in the Niobrara Shale formation in Wyoming's Powder River Basin to the Bakken NGL Pipeline. Completed in September 2014.
- » Bakken NGL Pipeline expansion – Phase 1 – To increase capacity to 135,000 bpd. Completed in September 2014.
- » MB-3 NGL fractionator – 75,000-bpd NGL fractionator at Mont Belvieu, Texas. Completed in December 2014.
- » West Texas NGL pipeline system acquisition – An 80 percent interest in the West Texas LPG Pipeline Limited Partnership and 100 percent interest in the Mesquite Pipeline, which consist collectively of approximately 2,600 miles of NGL gathering pipelines extending from the Permian Basin in southeastern New Mexico to east Texas and Mont Belvieu, Texas. Completed in November 2014.
- » Pipeline and Hutchison Fractionator upgrades – Completed in April 2015.

GROWTH PROJECTS ANNOUNCED

ONEOK Partners has announced investments of approximately \$3 billion for natural gas and natural gas liquids (NGL) capital-growth projects and acquisitions to enhance our midstream capabilities and enable us to better serve our customers.

ANNOUNCED GROWTH PROJECTS

Natural Gas Gathering and Processing

- » Natural gas compression – To take advantage of additional natural gas processing capacity as a result of better than expected plant performance at our existing Garden Creek and Stateline natural gas processing plants in the Williston Basin by a total of 100 MMcf/d. Expected completion is fourth quarter 2015.
- » Lonesome Creek plant and infrastructure – A 200-MMcf/d natural gas processing facility in McKenzie County, North Dakota. Expected completion is fourth quarter 2015.
- » Stateline de-ethanizers – The installation of de-ethanizers at our Stateline I and II natural gas processing facilities capable of producing 26,000 bpd of ethane from the natural gas stream that will be delivered to a third-party ethane pipeline. Expected completion is fourth quarter 2015.
- » Bear Creek plant – An 80-MMcf/d natural gas processing facility in northwest Dunn County, North Dakota. Expected completion is third quarter 2016.
- » Demicks Lake plant – A 200-MMcf/d natural gas processing facility in the Williston Basin in North Dakota. *Suspended.*

- » Bronco plant and infrastructure – a 50-MMcf/d natural gas processing facility in southern Campbell County, Wyoming. *Suspended.*
- » Knox plant and infrastructure – a 200-MMcf/d natural gas processing facility in Grady and Stephens counties in Oklahoma. *Suspended.*

Natural Gas Liquids

- » Bakken NGL Pipeline expansion – Phase II – To increase capacity to 160,000 bpd. Expected completion date is second quarter 2016.
- » Bear Creek infrastructure – Infrastructure related to the Bear Creek natural gas processing plant. Expected completion is third quarter 2016.
- » Bronco NGL infrastructure – *Suspended.*
- » Demicks Lake NGL infrastructure – *Suspended.*

Natural Gas Pipelines

- » Roadrunner Gas Transmission – A joint venture pipeline project to be constructed in three phases that includes approximately 200 miles of new, 30-inch diameter pipeline currently designed to transport up to 640 million cubic feet per day (MMcf/d) of natural gas to markets in Mexico. Expected completion dates: Phase I is 2016; Phase II is 2017; and Phase III is 2019.

Certain capital projects were recently suspended due to lower commodity prices, reduced producer drilling and the anticipated impact to natural gas volume growth.

We expect to resume our suspended capital-growth projects as market conditions improve. With the planning and development already completed, we're in a position to quickly resume these projects when the environment improves and our customers require these services.

CORPORATE GOVERNANCE AND ETHICS

At ONEOK, we take pride in adhering to the highest standards of personal, professional and business ethics.

Our actions are founded on trust, honesty and integrity. ONEOK's values of ethics, quality, diversity, value and service are crucial to maintaining our ethical culture.

Our Code of Business Conduct and Ethics provides guidance so we may conduct our business in compliance with all laws and regulations. All employees are required to acknowledge annually they have read and will comply with our Code of Business Conduct and Ethics, Conflict of Interest and Insider Trading policies.

In 2014, employees received training that covered many points in the company's Code of Business Conduct and Ethics, from employees identifying potential problems and warning signs to sharing concerns without fear of reprisal. Handling confidential and proprietary company information, discrimination and harassment, and accepting gifts, entertainment and favors were also discussed.

BOARDS OF DIRECTORS

The ONEOK and ONEOK Partners boards of directors play an important role in setting company strategy and providing organizational oversight. Each board is made up of a majority of independent directors and has adopted a code of business conduct and ethics and corporate governance guidelines.

All ONEOK board positions are for one-year terms, elected annually by shareholders. The Corporate Governance Committee conducts an annual performance assessment of the ONEOK board to ensure it is operating effectively. All directors at ONEOK and ONEOK Partners have proven leadership, sound judgment, integrity and a commitment to the success of our company. For a full listing of board members, see page 35.

VISION

To be a pure-play general partner that creates exceptional value for all stakeholders through our ownership in ONEOK Partners by:

- » Providing management and resources to ONEOK Partners, enabling ONEOK Partners to execute its growth strategies and allowing ONEOK to grow its dividend.
- » Maximizing dividend payout while maintaining prudent financial strength and flexibility.
- » Attracting, selecting, developing and retaining a diverse and inclusive group of employees to support strategy execution.

MISSION

To provide reliable energy and energy-related services in a safe and environmentally responsible manner to our stakeholders through our ownership in ONEOK Partners.

VALUES

- » **Ethics:** Our actions are founded on trust, honesty and integrity through open communications and adherence to the highest standards of personal, professional and business ethics.
- » **Quality:** Our commitment to quality drives us to make continuous improvements in our quest for excellence.
- » **Diversity:** We value diversity, as well as the dignity and worth of each employee, and believe that a diverse and inclusive workforce is critical to our continued success.
- » **Value:** We are committed to creating value for all stakeholders – employees, customers, investors and our communities – through the optimum development and utilization of our resources.
- » **Service:** We provide responsive, flexible service to customers, and commit to preserving the environment, providing a safe work environment and improving the quality of life for employees where they live and work.

ENVIRONMENT, SAFETY AND HEALTH

As we have grown our business and expanded our operational footprint over the last several years, we also have strengthened our commitment to improve our companywide environmental, safety and health (ESH) performance.

Our focus remains on our stakeholders and on our mission to operate reliably, safely and environmentally responsibly.

In 2014, the Environment, Safety and Health Leadership Committee, composed of ONEOK senior management representatives tasked with providing direction and support of ESH improvement initiatives across the company, created these five initiatives:

- » **Culture Enhancement** – This initiative encompasses employee behavior and encourages employees to continue sharing knowledge across all business segments and to understand what makes each group successful. How can we think and act differently to improve our performance?
- » **Peer Feedback** – This initiative emphasizes communication with organizations outside ONEOK, including competitors, customers and industry associations.
- » **Regulatory Updates** – This initiative involves monitoring regulatory issues that may affect our company.
- » **Stakeholder Outreach** – This initiative is designed to tell our story and create a more

targeted approach to sharing information with those who want to know more about us.

- » **Knowledge Sharing and Tools** – As we implement the first four initiatives and as work continues in other areas, we will have increasing amounts of information to gather, track, analyze, trend and report.

Each year, we look at new ways to improve our companywide ESH performance. Highlighted in this section are a few of the initiatives.

ENVIRONMENT

Year after year, our long-standing commitment to being good stewards of the environment is defined by our corporate environmental practices. We recognize climate change is an important environmental issue and that greenhouse gas (GHG) emissions play a role in minimizing its potential effects on our environment.

Maintaining accurate GHG emissions records and complying with all regulatory reporting guidelines are central to our continued initiatives. Our environmental compliance efforts strive to create responsible processes for managing environmental risks.

Environmental compliance requires strict adherence to laws and regulations. Our goal is environmental excellence – operating our businesses to meet the various expectations of each of our key stakeholders, including the regulatory agencies as well the communities in which we operate, landowners, our customers, our employees and investors.

ONEOK Partners' natural gas storage facility near Edmond, Oklahoma





GREENHOUSE GAS EMISSIONS

In 2010, we began reporting our annual GHG emissions for our facilities, which have the potential to emit at or above 25,000 metric tons of carbon dioxide equivalents (CO₂e) per year, in accordance with standards set by the Environmental Protection Agency (EPA) under the Clean Air Act.¹

Through this program, we report specific information to the EPA, including:

- » Emissions resulting from methane leaks, releases and operational processes at our natural gas processing and fractionation plants, natural gas and natural gas liquids storage facilities, and natural gas compressor stations along our natural gas transmission pipelines; and
- » The results of annual leak surveys at these facilities using thermal-imaging cameras, flame-ionization devices and other leak-detection equipment.

Based on threshold levels in 2014, we reported emissions from 27 facilities totaling approximately 45.7 million metric tons.

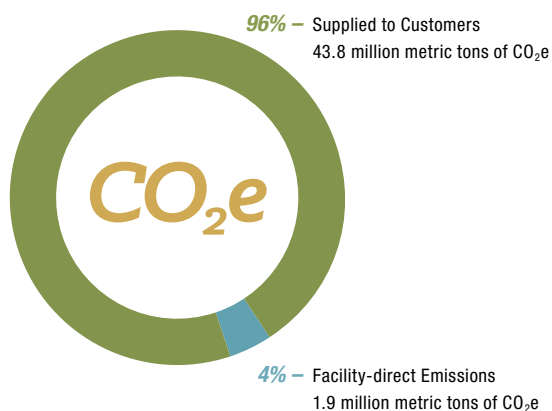
We endeavor to reduce all emissions at our facilities that can result from natural gas combustion for certain components of our operations, equipment leaks and other processes common to natural gas systems.

CARBON DISCLOSURE PROJECT

In 2014, we participated in the Carbon Disclosure Project (CDP) for the second consecutive year. The CDP is an international organization that works with shareholders and corporations to disclose the carbon emissions of participating companies. In 2014, the CDP received carbon data from more than 5,000 companies worldwide. Our CDP score improved significantly in 2014 compared with 2013, and we plan to continue to engage in the CDP going forward.

¹Carbon Dioxide Equivalent (CO₂e) is a metric used to compare the emissions from various greenhouse gases based on their global-warming potential. It is determined by multiplying the tons of a specific greenhouse gas by its associated global warming potential factor.

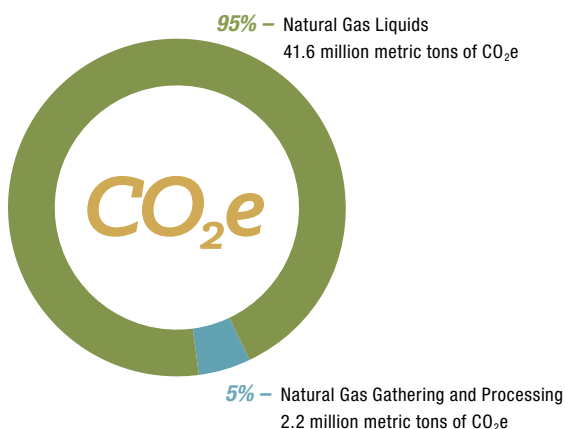
GREENHOUSE GAS EMISSIONS (2014)



The graph to the left represents emissions that would result from the complete combustion or oxidation of products supplied to customers. These emissions are calculated using the annual volume of each fractionated product and multiplying it by an emission factor. Products covered under the rule are ethane, propane, butane, isobutane and natural gasoline. ONEOK's 2014 total emissions supplied to customers were 43.8 million metric tons of CO₂e.

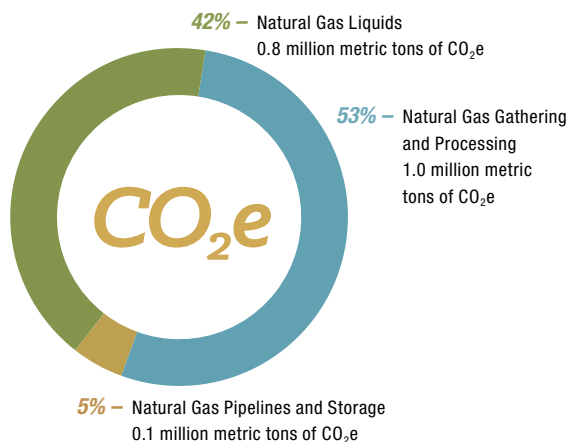
Facility-direct emissions are emissions that result from natural gas combustion from running compressor engines and process heaters, plus additional methane and carbon dioxide emissions from equipment leaks, venting and other processes common to natural gas systems. ONEOK's 2014 total facility-direct emissions were 1.9 million metric tons of CO₂e.

EMISSIONS SUPPLIED TO CUSTOMERS – BY BUSINESS UNIT



The graph to the left represents the estimated GHG emissions that would result from the combustion or oxidation of the NGL products that ONEOK Partners fractionated and delivered to customers. This subpart of the mandatory Greenhouse Gas Reporting Rule requires ONEOK to multiply the volume of NGL products supplied to customers by an EPA-provided emission factor. Products that are produced by ONEOK Partners and covered under this rule are ethane, propane, butane, isobutane and natural gasoline. The majority of the GHG emissions that would result from the combustion or oxidation from these products supplied to customers are attributable to ONEOK Partners' natural gas liquids business segment.

FACILITY-DIRECT EMISSIONS – BY BUSINESS UNIT



The graph to the left represents the facility-direct emissions attributable to each of ONEOK Partners' business segments. Facility-direct emissions include emissions that result from the combustion of fuel and methane and carbon dioxide vented to the atmosphere. Emission sources that vent methane and carbon dioxide to the atmosphere include leaking components (valves, connectors, open-ended lines, flanges, relief valves and meters), compressors, acid gas treatment systems, blowdown vent stacks, dehydrator vents and transmission storage tanks. The main source of facility-direct GHG emissions is from the combustion of natural gas from running compressor engines and process heaters. ONEOK Partners' natural gas gathering and processing segment produces the most facility-direct emissions.

THE LESSER PRAIRIE CHICKEN

ONEOK Partners has developed a management strategy to achieve compliance with the Endangered Species Act (ESA) regarding the Lesser Prairie Chicken. This management strategy includes participation in two conservation plans, Candidate Conservation Agreement with Assurances and the Range-Wide Conservation Plan, through the Western Association of Fish and Wildlife Agencies.

The Lesser Prairie Chicken is a federally listed, threatened species protected under the ESA. The species requires consideration during activity planning and completion within its crucial habitat. The estimated occupied range includes portions of Colorado, Kansas, New Mexico, Oklahoma and Texas.

Both conservation plans set forth specific conservation measures and mitigation requirements necessary to achieve protection under the authority of the specific conservation plan.

CONSERVATION EFFORTS

Many of our work locations annually are involved in multiple energy saving conservation efforts, some of which are highlighted below:

2014

Osceola, Wisconsin (natural gas compressor station)

- » Switched from mercury vapor to LED lighting and adopted a section of nearby road where employees pick up litter and help keep the area clean.

Frazee, Minnesota (natural gas compressor station)

- » Switched from mercury vapor to LED lighting and planted trees around the facility.

2015

ONEOK Plaza, Corporate Headquarters, Tulsa, Oklahoma

- » Recycles fluorescent light bulbs, aluminum cans, paper and electronic equipment.
- » Replaced all T8 fluorescent lights with LED lights on multiple floors.
- » Replaced all sodium lighting in the multilevel level parking garage with LED fixtures and 380-watt incandescent lighting with 88-watt LEDs on loading dock.
- » Saved 1,750 gallons of water per day by replacing 10 water-cooled ice makers with air-cooled ice makers.

ONEOK Mont Belvieu Storage, Mont Belvieu, Texas (NGL storage facility)

- » Approximately 582 tons of concrete was sent for beneficial reuse.
- » Recycled 419,000 pounds of scrap metal.

MB-1, Mont Belvieu, Texas (NGL fractionation facility)

- » Caustic solution generated from the removal and treatment of sulfur compounds in butane and natural gasoline is sent for beneficial reuse.

**MB-2 and MB-3 Construction, Mont Belvieu, Texas
(NGL fractionation facilities)**

- » Approximately 685 tons of hydrocarbon-impacted soil was sent for beneficial reuse.

Medford, Oklahoma (NGL fractionation facility)

- » Recycled approximately 5,000 gallons of used oil.

ONEOK

- » Enhancing a 50-acre U.S. Army Corps of Engineers recreation area of Widow Moore Creek at Lake Texoma. The project includes the restoration of land back to natural vegetation and contours, improvement of an existing boat ramp and main access road, construction of visitor parking lots and installation of a cable barrier fence along the property boundary to protect wildlife habitats. This project is a collaborative effort between ONEOK, Oklahoma Department of Transportation and U.S. Army Corps of Engineers to restore wildlife habitats while providing the local community with an enhanced recreational area for public use.

ENVIRONMENTAL HIGHLIGHTS

- » In 2014, the company created a new short-term incentive compensation metric for all employees that measures our environmental performance by tracking releases that must be reported to regulatory agencies. While the company has been measuring the number of agency-reportable spills and releases since 2008, the Agency Reportable Environmental Event Rate (AREER) is a company-specific refined subset of that measure. AREER is defined as the total number of releases and excess emission events that trigger a federal, state or local environmental-reporting requirement (with some exceptions to account for events outside our control, planned maintenance and disparity in reporting requirements across our operations), divided by the applicable number of capacity units and number of pump/compressor stations (miles of pipelines, storage capacity, NGL fractionation capacity and natural gas processing capacity).

ONEOK PLAZA

\$475 WAS CONTRIBUTED TO THE ONE TRUST FUND AS A RESULT OF PAPER RECYCLED.

The ONE Trust Fund is a voluntary charitable organization created to help our fellow employees in times of personal crisis due to natural disasters, medical emergencies or other hardships.



226,647*
**POUNDS OF PAPER
RECYCLED**



18,676
**PLASTIC BOTTLES
RECYCLED**

**187,532 pounds of shredded paper and 39,115 pounds of general recycled paper.*



10,440
**ALUMINUM CANS
RECYCLED**



247
**POUNDS OF
LIGHT BULBS
RECYCLED**

ONE-TIME PICK UP IN MEDFORD, OKLAHOMA



26,617
**POUNDS OF PAPER
RECYCLED**





SAFETY AND HEALTH

INTERSTATE NATURAL GAS ASSOCIATION OF AMERICA SAFETY SURVEY

As part of ONEOK's ongoing commitment to pursue a zero-incident culture, the company participated in the Interstate Natural Gas Association of America (INGAA) Safety Culture Survey in 2014.

While the survey was organized by INGAA, of which our natural gas pipelines segment is a member, we chose to take this opportunity to survey our entire operations group to see how we compare with other INGAA member companies and also to learn more about our own safety culture from the perspective of our operations employees.

The survey was designed to gain insight into our industry's safety culture by surveying employee attitudes and opinions at our company and 17 of our peer companies.

More than 1,200 of our employees participated in the survey – a more than 90 percent participation rate. Because the natural gas pipelines segment is an INGAA member, only answers from natural gas pipelines employees were included in the INGAA industrywide results.

Survey Results

In our natural gas pipelines segment, 301 employees participated in the survey. The segment had an overall safety index score of 74 percent, which compared favorably with the combined total INGAA industry average safety index score of 73 percent. Survey participation among our natural gas pipelines operations employees was 94 percent, compared with the INGAA average response rate of 79 percent.

Survey results show the partnership's total safety index scores compare favorably with the INGAA industry averages. The information compared the more complex and widely varying types of ONEOK Partners' operations (natural gas, natural gas liquids, refined products, natural gas gathering, processing, treating, storage and fractionation) with the INGAA interstate natural gas pipeline average scores.

We received scores of more than 90 percent positive in multiple categories, including:

- » Teaching safety procedures to new crew members;
- » My co-workers help each other; and
- » Equipment needed to do a job safely is provided.

ONEOK Partners' organizational commitment to asset integrity is evident from the 89 percent positive score for the category:

- » The organization is committed to pipeline integrity and safety.

Other categories that scored in the high 80 percent positive range included:

- » Employees use safety equipment and procedures for all the jobs they do;
- » The organization discussed errors and mistakes and near misses in an attempt to learn from them; and
- » Employees look out for the safety of fellow crew members.

Action Plan

The survey results reflect positively on our efforts to apply knowledge and continually looking for ways to improve our safety performance. The results also identified areas we can improve upon, which will enhance our overall safety performance.

To effectively address the improvement areas, ESH managers are evaluating the survey data and will present recommendations for improvements to our procedures, processes and culture in 2015.

CONTRACTOR SAFETY

At ONEOK, we are committed to pursuing a zero-incident culture by continuously working toward mitigating risk and eliminating incidents that may bring harm to our employees, contractors, the public and the environment. We expect and require our contractors to maintain the same high standards we ask of our employees.

In 2012, the ESH Management System was implemented and now serves as the standard approach for managing ESH risks.

Because we use third-party contractors to assist in the construction, operation and maintenance of our facilities and assets, Contractor Management is one of the 10 elements of the framework.

Contractors can impact our performance and reputation; therefore, they are required to provide services that comply with all applicable laws and meet ONEOK's expectations.

As part of the management system, we established contractor qualification, selection and retention criteria designed to attract the most qualified companies. Each company we contract with is responsible for providing personnel who are appropriately screened, trained, qualified and are able to perform specified duties related to all ESH policies and procedures. Once selected, they are monitored periodically to ensure they are in compliance with our ESH expectations.

In 2014, the ONEOK Construction Projects Team implemented a new tool, Safety Tracking for ONEOK Major Projects (STOMP), designed to capture and monitor contractors' ESH performance.

STOMP is a recording tool designed to track near misses, injuries, accidents or loss and was developed to better facilitate contractor safety and compliance.

STOMP tracks contractor and project ESH performance to:

- » Assist in better contractor selection and retention;
- » Improve incident communication to all parties (ONEOK project execution teams and construction contractors); and
- » Evaluate incident trends and risks to assets and people, allowing us to coach and partner with contractors to reduce future incidents (proactive/leading indicator) and share lessons learned.

We believe an effective contractor safety program enhances projects by assisting contractors with systematically identifying and evaluating anticipated hazards and establishing controls in advance of actual work.

While the obvious purpose of a contractor safety program is to reduce on-the-job injuries and illnesses to the greatest extent possible, the interactions developed through these programs also may result in collateral benefits including improved communication, documentation and cost savings.

In 2014, STOMP tracked and recorded 849 incidents* that identified contractor ESH performances, 6.5 million man hours and 12.3 million miles driven. Our contractor Total Recordable Incident Rate (TRIR) decreased to 0.49 in 2014 compared with a 2013 rate of 0.77 – a 36 percent improvement.

The statistical data from this tool will enhance current and future contractor selection and also allow us to track, year over year, the safety performances of our contractors.

**Incidents are defined as good catches, near misses, first aids and accidents.*



ASSET MANAGEMENT

It is always our goal to ensure we operate our assets safely, reliably and environmentally responsibly.

Asset integrity is the ability of an asset to perform its required function effectively and efficiently while also protecting our employees, facilities and the environment. We maintain mature programs that guide trained staff in the completion of these activities, and we continue to enhance and improve these programs and our internal capabilities.

While many of our assets are regulated by local, state and federal agencies, our activities are not limited to compliance. Asset integrity is critical in so many ways, and our programs and people are dedicated to satisfying the expectations of each of our key stakeholders, including the regulatory agencies, as well as the communities in which we operate, landowners, our customers, our employees and investors.

We recently completed a staff reorganization that brought together key asset integrity resources from our various business units into one group to serve all business units. The intended results include:

- » More consistently administered and effective programs;
- » More effective utilization of resources and improved personnel development; and
- » Better prioritization and scheduling of activities across the expanded scope of responsibility.

FACILITY INTEGRITY

Our Risk-Based Inspection program is a data-intensive engineering analysis using information from design, construction, operation and inspection processes to ensure our aboveground fixed equipment is appropriately maintained, its current condition is known, and the equipment is operated within safe limits.

We've made continual improvements to our existing program since 2009, including developing an internal

group that has formalized the program and expanded it so that facility integrity is considered during all stages of a project's life cycle. This includes working with project managers and engineers during design and construction and with operations following start-up.

PIPELINE INTEGRITY

Our Pipeline Integrity Management Program has been developed to meet or exceed the state and federal regulatory requirements for pipeline safety and is further strengthened by participation in industry-level program improvement initiatives.

This program provides guidance for identification of high consequence areas such as:

- » Threats specific to individual pipeline segments;
- » Threat prevention and mitigation activities, selection of appropriate inspection methods;
- » Scheduling of assessments; and
- » The processes for the integration and evaluation of integrity-related data.

Metrics designed to aid in the evaluation of program performance are evaluated and used to make improvements to the program and processes.

UNDERGROUND STORAGE INTEGRITY

The Underground Storage Safety Management Program guides the engineering and operations staff in the inspection, maintenance and remediation of storage assets.

Reservoirs, mined salt caverns and mined rock caverns are used to store natural gas, natural gas liquids and certain refined products within a regulatory and industry appropriate framework. This type of storage is used to protect the community, preserve the product inventory and maintain and develop storage assets.

This specialized, technical field depends heavily on industry best practices, experienced practitioners and rigorous documentation and record keeping.

GEOGRAPHICAL INFORMATION SYSTEM / MAPPING

The Geographical Information System (GIS) group oversees and supports the asset data software applications, programs and databases. This department serves a large internal customer base including business development, compliance, pipeline and facility integrity, corrosion control, engineering, operations and right of way.

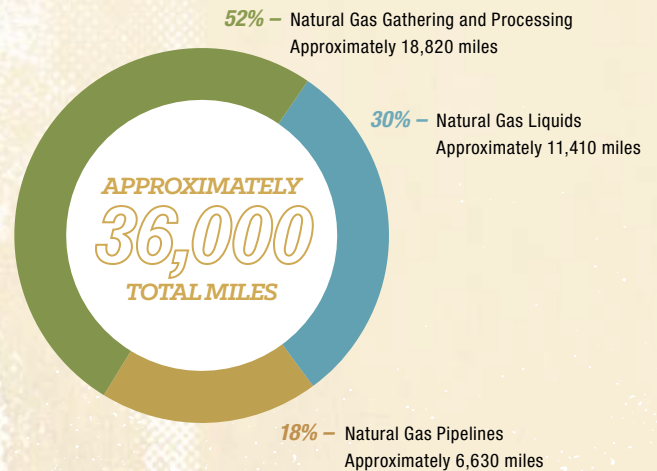
The data collected, maintained and reported by the GIS group is foundational to some of the core activities of other support groups and operation personnel.

GIS personnel facilitate and coordinate implementation teams across various business units to manage the transmission of data, implement new tools and systems, and integrate GIS in new work processes.

SAFETY AND HEALTH HIGHLIGHTS AND AWARDS

- » In 2014, ONEOK Partners operations employees participated in the Interstate Natural Gas Association of America (INGAA) Safety Culture Survey. The survey was designed to gain insight into our industry's safety culture by surveying employee attitudes and opinions at our company and 17 of our peer companies. More than 1,200 ONEOK Partners employees participated in the survey – a more than 90 percent participation rate.
- » In 2014, we received the Gas Processor Association (GPA) Chairman's Award for Safety Improvement. This award recognizes companies for improving their safety performances and is determined by a company's ability to demonstrate continuous improvement by reducing its number of Occupational Safety and Health Administration (OSHA)-reportable injuries and illnesses.

MILES OF PIPELINE



This award is presented to companies achieving a 25 percent or greater reduction in total OSHA-recordable injury/illness incident rates as compared with the average achieved for the three previous years. Companies also must not have an OSHA-reportable incident during that three-year time period. An OSHA-reportable incident is defined as an event requiring prompt notification to OSHA of a work-related employee fatality, in-patient hospitalization, amputation or loss of an eye.

ESH METRICS

SAFETY STATISTICS

	2009	2010	2011	2012	2013	2014
Number of Employee Recordable Injuries ²	26	10	15	15	21	15
Number of Employee Recordable Illnesses ³	6	8	3	2	3	2
Total Injury Rate	1.65	0.60	0.89	0.84	1.10	0.73
Total Illness Rate	0.38	0.48	0.18	0.11	0.16	0.10
Number of DART Incidents ⁴	12	9	5	4	10	5
DART Incident Rate	0.76	0.54	0.30	0.22	0.52	0.24
Employee Fatalities	0	0	0	0	0	0
Total Recordable Incident Rate ⁵	2.03	1.08	1.07	0.95	1.26	0.83
Number of Preventable Vehicle Incidents ⁶	33	33	23	27	23	41
Preventable Vehicle Incident Rate ⁷	2.16	2.10	1.44	1.26	1.11	1.72
Number of Vehicle Incidents	38	44	36	42	37	53
Vehicle Incident Frequency Rate ⁸	2.48	2.81	2.25	1.96	1.78	2.22
Pipeline Hits	32	45	57	54	44	68

² Total number of work-related deaths and those work-related injuries that result in one or more of the following: loss of consciousness, medically prescribed restriction of work or motion, transfer to another job, requirement of medical treatment beyond first-aid and away-from-work cases as defined by the Occupational Safety and Health Administration (OSHA).

³ Total number of work-related illnesses (e.g., carpal tunnel syndrome, hearing standard threshold shifts, chemical exposure, etc.) that result in one or more of the following: loss of consciousness, medically prescribed restriction of work or motion, transfer to another job, requirement of medical treatment beyond first aid and away-from-work cases as defined by OSHA.

⁴ Days away, restricted or transferred incidents (DART) – Total number of lost workday injuries and illnesses as defined by OSHA. A lost workday is one in which (1) the employee is prevented from returning to work, (2) the employee is assigned to another job on a temporary basis, (3) the employee works less than full time or (4) the employee is not able to perform all of the job duties.

⁵ Total OSHA-recordable injuries and illnesses multiplied by 200,000 and divided by total employee work hours.

⁶ A preventable incident is one in which the driver failed to do everything reasonable to avoid the incident and could include: backing, hitting a fixed object, running into a vehicle ahead, striking a pedestrian, misjudging available clearance, not driving at a speed consistent with the existing conditions of the road, weather, traffic or sight distance.

⁷ Preventable Vehicle Incident Rate (PVIR) is the preventable vehicle incidents per 1,000,000 miles driven.

⁸ Vehicle Incident Frequency Rate (VIFR) is the total vehicle incidents multiplied by 1,000,000 and divided by total miles driven.

ENVIRONMENTAL STATISTICS

	2009	2010	2011	2012	2013	2014
Supplemental Environmental Projects⁹	\$ 112,312	\$ 1,500	\$ 33,125	\$ 3,188	\$ 0	\$ 15,332
Environmental Penalties Paid	\$ 116,628	\$ 500	\$ 5,100	\$ 1,062	\$ 47,200	\$ 69,611
Number of Agency Reportable Events¹⁰	157	114	82	44	71	174
Agency Reportable Environmental Event Rate (AREER)¹¹	—	—	—	—	—	1.01

GREENHOUSE GAS REPORTING

CO ₂ e ⁹ Reported According to Greenhouse Gas Reporting Rule ¹⁰ (million metric tons CO ₂ e)	2011	2012	2013	2014
Total CO₂e Reported¹²	51.4	52.9	46.5	45.7
Supplied to Customers ¹³	50.0	51.4	44.8	43.8
ONEOK Direct Emissions ¹⁴	1.4	1.5	1.7	1.9

⁹ An environmentally beneficial project undertaken voluntarily in exchange for mitigation of a portion of a penalty agreed to in settlement of issues of noncompliance or alleged noncompliance.

¹⁰ Total number of unauthorized or unplanned releases of materials (spills, releases or excess emissions) that require an agency notification or the notification of any incident to any agency (e.g., Railroad Commission of Texas, Oklahoma Corporation Commission, Kansas Corporation Commission, Department of Transportation, OSHA, Environmental Protection Agency (EPA), etc.).

¹¹ Agency Reportable Environmental Event Rate (AREER) is defined as the total number of releases and excess emission events that trigger a federal, state or local environmental-reporting requirement (with some exceptions to account for events outside our control, planned maintenance and disparity in reporting requirements across our operations), divided by the applicable number of capacity units and number of pump/compressor stations (miles of pipelines, storage capacity, NGL fractionation capacity and natural gas processing capacity).

¹² All emissions reported according to the EPA's Mandatory Greenhouse Gas Reporting Rule. Suppliers of certain products that would result in greenhouse gas (GHG) emissions if released, combusted or oxidized (including emission equivalents of natural gas liquids fractionated); direct emitting source categories; and facilities that inject CO₂ underground for geologic sequestration or any purpose other than geologic sequestration, are required to report under the Greenhouse Gas Reporting Rule. Facilities that emit 25,000 metric tons or more per year of GHGs are required to submit annual reports to EPA. Prior to this rule, which was released in 2009, we voluntarily reported our annual greenhouse gas emissions using internally determined criteria. For more information on the Greenhouse Gas Reporting Rule, visit www.epa.gov. Facilities that emit 25,000

metric tons or more per year of GHGs are required to submit annual reports to EPA. Prior to this rule, which was released in 2009, we voluntarily reported our annual GHG emissions using internally determined criteria. For more information on the Greenhouse Gas Reporting Rule, visit www.epa.gov.

¹³ Emissions reported according to Subpart NN – Suppliers of Natural Gas & Natural Gas Liquids, part of the Mandatory Greenhouse Gas Reporting Rule. Suppliers of certain products that would result in GHG emissions if released, combusted or oxidized are required to report under this rule. This calculation includes emission equivalents of natural gas liquids fractionated.

¹⁴ Emissions reported according to Subpart C, Subpart PP and Subpart W – General Stationary Fuel Combustion Sources, Supplies of Carbon Dioxide, and Petroleum and Natural Gas Systems, part of the Mandatory Greenhouse Gas Reporting Rule. Under Subpart C, direct emitting sources are stationary fuel combustion sources including equipment or machinery that combusts fuel. Subpart PP requires facilities that capture and inject CO₂ underground for geologic sequestration of any purpose other than geologic sequestration to calculate volume captured. Subpart W, a rule applied in 2011, requires us to report methane and CO₂ emissions from equipment leaks, venting and other processes common to natural gas systems. Facilities that emit 25,000 metric tons or more per year of GHGs under Subparts C and W combined are required to report under these rules. In 2014, ONEOK reported emissions from 27 facilities whose direct emissions were over the threshold. ONEOK Partners has grown its natural gas and NGL infrastructure over the past several years since the applicability of the EPA's Mandatory Greenhouse Gas Reporting Rule. As a result, ONEOK Partners direct emissions have gradually increased from 2011 to 2014, due to ONEOK's additional facilities subject to and reporting under the Rule.

GOVERNMENT RELATIONS

Our government relations team works closely with state and federal legislators on key issues that affect our ability to operate.

In 2014, we monitored legislation on a number of key issues that could impact our business, including natural gas flaring, pipeline safety, permitting and seismology, as well as the following issues:

LANDOWNER NEGOTIATIONS

Relationships with landowners play a critical role in every infrastructure project. Positive landowner relations are key to the successful and on-time completion of projects.

At the start of a project, we must secure right-of-way access for projects like pipeline expansions or construction of processing plants or compressor stations. Securing property rights for survey and construction involves negotiations between the landowner and our right-of-way team.

To ensure the acquisition process runs smoothly, our government relations team begins its work in the early stages of the project to communicate with legislators about the scope, timeline and impact of each project on their communities. Additionally, our right-of-way agents communicate with our landowners in close proximity to the project. This outreach is conducted by our employees, not contracted vendors, to help landowners better understand the entire construction process and have a direct contact for questions or concerns that may arise throughout the project. In addition to individual outreach efforts, the government relations team attends public events like hearings, county commission or city council meetings and legislative gatherings to educate communities throughout the process.

We make every effort to build and maintain positive relationships in the communities where we operate; however, in some areas like the Williston Basin in North Dakota, rapid development in the shale play has resulted in landowner fatigue due to competition among companies vying for access to land.

ONEOK Partners' natural gas storage facility near Edmond, Oklahoma





Right-of-way requests in these areas are not limited to companies in the energy industry. Utility and public service departments, among others, also may require access to fulfill infrastructure needs. The resulting fatigue from these numerous requests, and/or poor land reclamation following a project, may negatively impact a landowner's desire to negotiate access and result in shared concerns among landowners, local officials, regulators and/or state legislators. These concerns may lead to more stringent permitting processes at the county, city and state levels, as well as one-size-fits-all legislation that is contrary to the desires of both landowners and companies.

For these reasons, among many others, we continuously work to build and maintain positive relationships with landowners and legislators in the areas where we operate to ensure the timely and cost-effective completion of projects.

COMMON-CARRIER RESOLUTION

In 2012, common-carrier pipeline status was brought into question in Texas following a Texas Supreme Court ruling that created uncertainty with respect to eminent domain rights. Following a failed legislative attempt to resolve the issue in 2013, the Railroad Commission of Texas proposed changes to its permitting process that would address the uncertainty and eliminate the need for legislation.

In 2014, the Railroad Commission of Texas' stricter rule-making on the classification of the T-4 permit application process was adopted unanimously and now requires a pipeline operator to identify itself as a common carrier, natural gas utility or private line operator when applying for a new permit. This rule-making took effect on March 1, 2015, providing much needed clarity with an industry-appropriate resolution.

We expect there will be additional legislation proposed associated with this issue, and we will monitor proposed legislation as it arises.

INDUSTRY ASSOCIATIONS

Industry associations promote collaboration between companies within an industry and represent industry interests in the legislative and regulatory arenas. We maintain memberships in numerous state and federal industry associations and are represented on industry-association committees in all areas of interest to our company, including environmental, safety and health, public relations, advocacy and special interests.

These associations encourage companies to develop a unified point of view on industry-related issues, which are presented to legislative and regulatory agencies on behalf of their members. Often, this approach saves time and money for companies like ONEOK and is more impactful in affecting change than a single company acting alone.

The government relations team engages actively with the legislative and regulatory committees of these industry associations to provide input on behalf of ONEOK on rules or policies presented to different state and federal agencies. In 2014, some of these issues included natural gas flaring, extension of the gross production tax in Oklahoma and property tax classification in Kansas.

We will continue to participate in industry associations and give input on key issues that may impact our business.

POLITICAL ADVOCACY AND CONTRIBUTIONS

We actively participate in the political process through the lobbying efforts of our government relations department, involvement in multiple business and industry trade organizations, and through the ONEOK Employee Political Action Committee (ONEOK PAC). The ONEOK PAC contributes financially to candidates who are supportive of the energy industry and our business in the states where we operate, regardless of political party.

In 2014, ONEOK employees and members of the ONEOK Board of Directors contributed more than \$117,700 to candidates for political office through the ONEOK PAC. We also paid approximately \$325,000 to state and federal contract lobbyists.

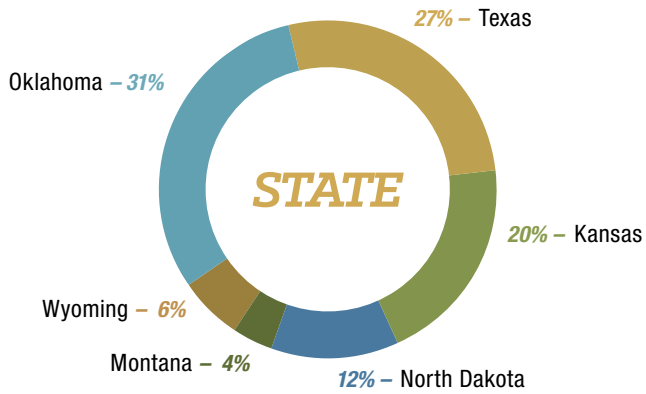
KEY FEDERAL INDUSTRY ASSOCIATIONS

In 2014, ONEOK paid dues of \$975,600 to 20 trade and industry associations and state chambers of commerce, including:

- » American Gas Association;
- » American Petroleum Institute;
- » Association of Oil Pipelines;
- » Gas Processors Association;
- » Interstate Natural Gas Association of America; and
- » National Association of Publicly Traded Partnerships.

In addition to these national industry organizations, we also are members of many state industry organizations in the areas where we operate.

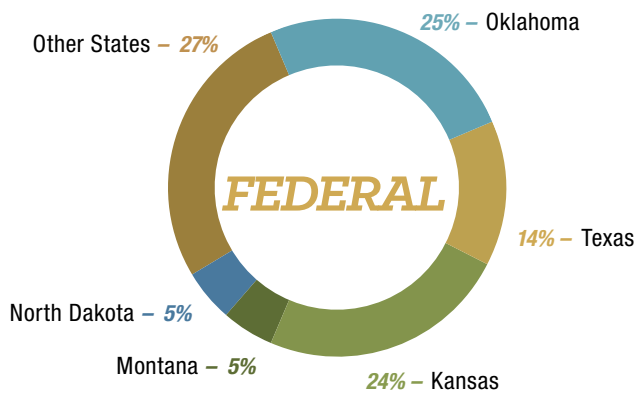
PAC CONTRIBUTIONS TO CANDIDATES FOR STATE OFFICES 2014 ELECTION CYCLE



● Oklahoma	\$ 25,300
● Texas	\$ 21,500
● Kansas	\$ 16,300
● North Dakota	\$ 9,650
● Montana	\$ 3,400
● Wyoming	\$ 4,900

TOTAL STATE CONTRIBUTIONS: \$81,050

PAC CONTRIBUTIONS TO CANDIDATES FOR FEDERAL OFFICES 2014 ELECTION CYCLE



● Oklahoma	\$ 9,000
● Texas	\$ 5,000
● Kansas	\$ 8,700
● Montana	\$ 2,000
● North Dakota	\$ 2,000
● Other States	\$ 10,000

TOTAL FEDERAL CONTRIBUTIONS: \$36,700

\$117,750

**TOTAL CONTRIBUTIONS TO STATE
AND FEDERAL CANDIDATES**

INFORMATION SECURITY

In 2014, the issue of cybersecurity moved into the headlines with high-profile targets falling prey to domestic and international attacks.

To minimize the risk of such attacks, we continue to focus our cybersecurity efforts on three key areas – people, processes and technology – and improve all aspects of data security.

In 2014, we focused on employee awareness and physical security, developing unique solutions to engage and educate our employees and protect our assets.

BUSINESS CONTINUITY EXERCISE

Traditional business continuity efforts have focused on the recovery of products and services following natural disasters like floods, tornadoes or earthquakes; however, today, man-made attacks like data breaches and cyberattacks present equally devastating threats to our company's infrastructure.

To minimize the financial and operational impacts of disaster-related disruptions, in 2014, our information security, business continuity and disaster recovery teams worked jointly to develop and implement exercises that integrate companywide business continuity efforts.

The exercise mimicked a nation-state cyberattack, where hackers target an employee using information from his/her social media channels to gain access to critical company systems. The goal of the exercise was to:

- » Increase awareness about potential technological disruptions;
- » Assess our company's preparedness if compromised by a cyberattack; and

- » Develop executable action plans to ensure resiliency and sustainability of critical data and assets.

Nearly 100 company leaders participated in the training, and we continue to develop and update action plans to account for technology-related disruptions. We expect these efforts to continue in 2015, which will enhance our business continuity and disaster recovery efforts.

PHYSICAL SECURITY UPGRADES

Physical security is a critical element in protecting both our company information and employees. In 2014, we began implementing companywide upgrades to enhance the physical security of our assets and introduce consistency across all access-control systems. Some of these upgrades included:

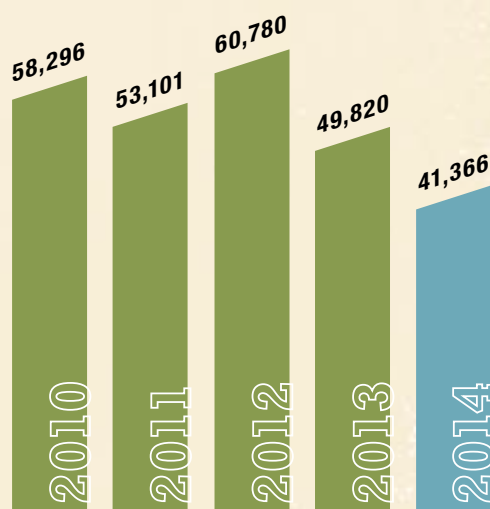
- » Enhanced employee badge readers;
- » Long-range vehicle parking tags at ONEOK Plaza;
- » New employee identification badge technology; and
- » Additional video cameras for asset monitoring.

As these upgrades are completed, our asset-control systems will operate on an enterprisewide system, providing increased efficiency, security and consistency to our physical security efforts.

In 2014, physical security upgrades were started and/or completed at several key facilities, including ONEOK Plaza in Tulsa, Oklahoma; Mont Belvieu, Texas; and Hutchinson and Bushton, Kansas. We will continue to roll out these upgrades in 2015 and invest in the technology necessary to protect our assets.

E-WASTE RECYCLING

Since 2009, we've partnered with Asset LifeCycle, LLC, a certified* electronic waste (e-waste) recycler headquartered in Topeka, Kansas, to recycle approximately 321,000 pounds of used computer equipment. Asset LifeCycle collects used computers, monitors, keyboards, copiers and other related electronic equipment from our office locations and repurposes them for continued use or recycles unusable equipment.



TOTAL E-WASTE RECYCLE WEIGHTS BY YEAR COMPANYWIDE

Weight in Pounds

**Asset LifeCycle is ISO 14001:2004 certified, an internationally accepted specification for environmental management systems created by the International Organization for Standardization to help organizations minimize how their operations affect the environment and comply with related laws, regulations and requirements.*

Asset LifeCycle also is Responsible Recycling (R2) certified, a certification program for electronic recyclers developed by equipment manufacturers and the EPA to set a standard for performance related to environmental, health, safety and security aspects of electronics recycling.

SECURITYSENSE

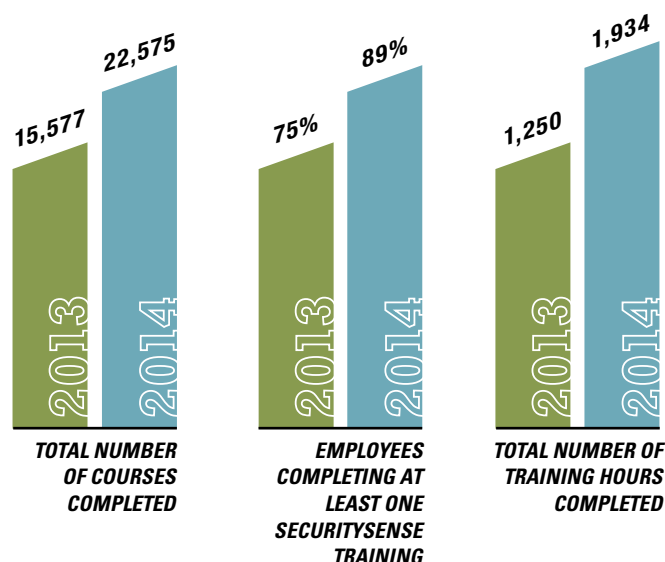
In 2014, our voluntary cybersecurity awareness program, SecuritySense, experienced continued success in increasing awareness about all aspects of information security.

Central to the SecuritySense program are monthly online training courses that take each employee, on average, three to five minutes to complete. The courses cover a variety of security-related topics like access control, information classification and use of the Internet at work.

In 2014, SecuritySense boasted a year-end employee participation percentage of 89 percent, due in part to its successful and award-winning "12 Days of SecuritySense" promotion held in late December. The promotion encouraged employees to complete all 12 SecuritySense trainings for the year. Employees who did so were entered in 12 daily drawings. The promotion resulted in the completion of more than 2,400 courses, which totaled approximately 160 hours of training.

Our employees are our greatest assets in preventing cyberattacks, so we will continue to educate them about potential threats and communicate best practices to mitigate risk.

SECURITYSENSE BY THE NUMBERS



COMMUNITY INVESTMENTS

We are committed to being active members of the communities where we operate. Investing in the areas where we have operations and where our employees live and work is not only the right thing to do – it's smart business.

By contributing financially and through volunteer work, we help to build stronger communities and create a better environment for our employees, customers and the general public. We accomplish this in a number of ways, including grants from the ONEOK Foundation, corporate contributions to nonprofit organizations and employee volunteer efforts.

Our community investments in 2014 included:

- » \$2.8 million in contributions from the ONEOK Foundation;

- » \$2.7 million from corporate contributions to support local nonprofit organizations; and
- » 2,900 volunteer hours from employees, worth a value of approximately \$66,000 (based on the estimated volunteer-hour value of \$22.55).

NOTABLE CONTRIBUTIONS IN 2014:

- » A \$1,450,000 pledge to Langston University in Langston, Oklahoma, to support university athletics and academics, including an endowed professorship in accounting and endowed accounting scholarships. The professorship and scholarships will help enhance the accounting program and improve the quality of instruction, creating a greater pipeline of highly qualified accounting majors.

ONEOK employees volunteer at Habitat for Humanity.



- » A \$1 million pledge to the McKenzie County Healthcare System toward the construction of a new hospital in Watford City, North Dakota. These funds will be used to build a consolidated medical campus to improve efficiencies and ensure state of the art patient care, which will include: clinic/outpatient services, hospital, long-term nursing home care, assisted living and wellness center services. Building this new medical facility will improve quality of care to the community, including current and future ONEOK employees.

Note: Actual payment of these grants may be made over multiple years.

PARTICIPATION IN THE NORTH DAKOTA PETROLEUM COUNCIL COMMUNITY OUTREACH COMMITTEE

In addition to financial contributions, our community investments group participates in the North Dakota Petroleum Council's (NDPC) Community Outreach Committee.

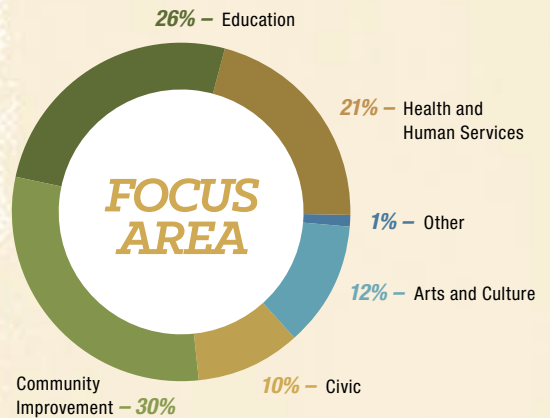
This committee is composed of energy companies that have operations throughout the Williston Basin and was created to maximize the positive, collective impact we can have as an industry in the communities where we operate. In 2014, we collaborated on a food and toy drive, coat drive and blood drive, and participated in "Pick Up the Patch" (cleaning up the local towns) with other energy companies in the area.

The mission of the NDPC Community Outreach Committee is to engage with stakeholders, including communities, to provide industry information and maintain continuous dialogue. The committee is aligned in maximizing local benefits (including employment, and purchases of goods and services), education and encouraging employee volunteerism.

Being a part of this committee allows our contributions and volunteers to have a maximum impact on the communities within our operating footprint.

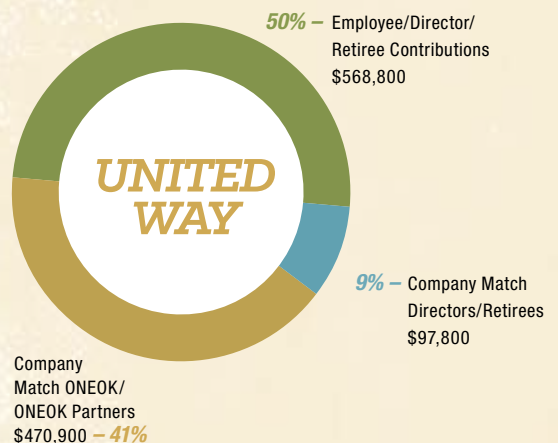
ONEOK FOUNDATION AND CORPORATE CONTRIBUTIONS

2014 TOTAL GIVING BY FOCUS AREA: \$5,405,400



2014 UNITED WAY CAMPAIGN

TOTAL CAMPAIGN CONTRIBUTIONS: \$1,137,500



OUR PEOPLE

The continuous hard work and dedication of ONEOK's talented workforce is critical to our ongoing success and long-term sustainability.

We have more than 2,000 employees companywide, with approximately 900 located in our corporate headquarters in Tulsa, Oklahoma.

While we experienced many changes in 2014, one thing remained the same – the focus on cultivating a culture rooted in our core values.

A CULTURE OF INCLUSION

ONEOK is committed to advancing a culture of inclusion, fairness and respect, where everyone is valued and all voices are heard. Diversity is one of our core values and a principle of increasing importance as we look to the future.

We believe it's imperative to develop our employees' careers, celebrate their diversity and create a safe, inclusive and engaging environment for our workforce. In 2014, we renewed our focus on this important topic when we launched our Diversity and Inclusion Strategy.

We know that including, not excluding, diverse thoughts and opinions is key to our continued success. As part of our commitment to develop inclusive practices, the ONEOK Diversity and Inclusion Council was reconstituted. The council is charged with developing,

recommending and monitoring diversity and inclusion goals and tactics.

Our efforts to promote diversity and inclusion were recognized both locally and nationally. The Tulsa Regional Chamber's diversity business council recognized ONEOK as having a Top Inclusive Workplace Culture. Additionally, we received an improved score in the Human Rights Campaign's Corporate Equality Index, which awarded ONEOK a score of 70/100 – up from our previous score of 30/100.

As we look to the future, we will continue our internal awareness and education campaign and implement additional training opportunities for employees in 2015. We also will continue to engage in partnerships that promote diversity and inclusion within the communities where our employees live and work.

A CULTURE OF DEVELOPMENT

Providing our employees with the resources and development they need to learn and grow will help us build a stronger organization, workforce and culture.

With a significant number of our employees eligible to retire in the next 10 years, we know we must develop the next generation of employees and leaders while capturing the institutional knowledge of our current workforce.

ONEOK employees volunteer at the Tulsa Area United Way Day of Caring.

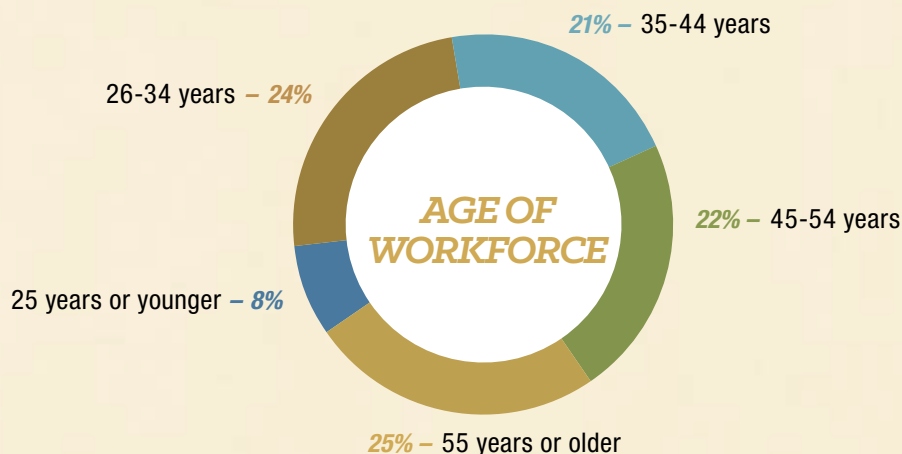
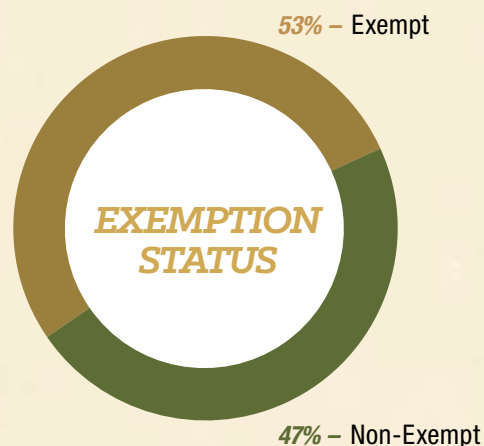
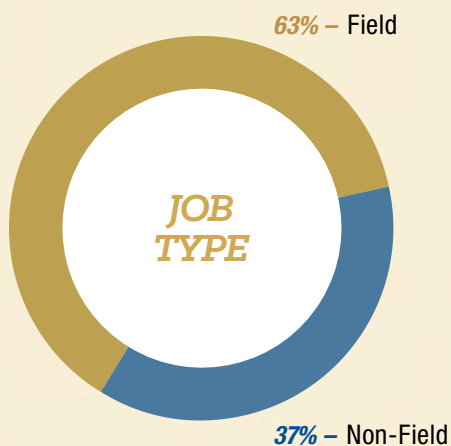
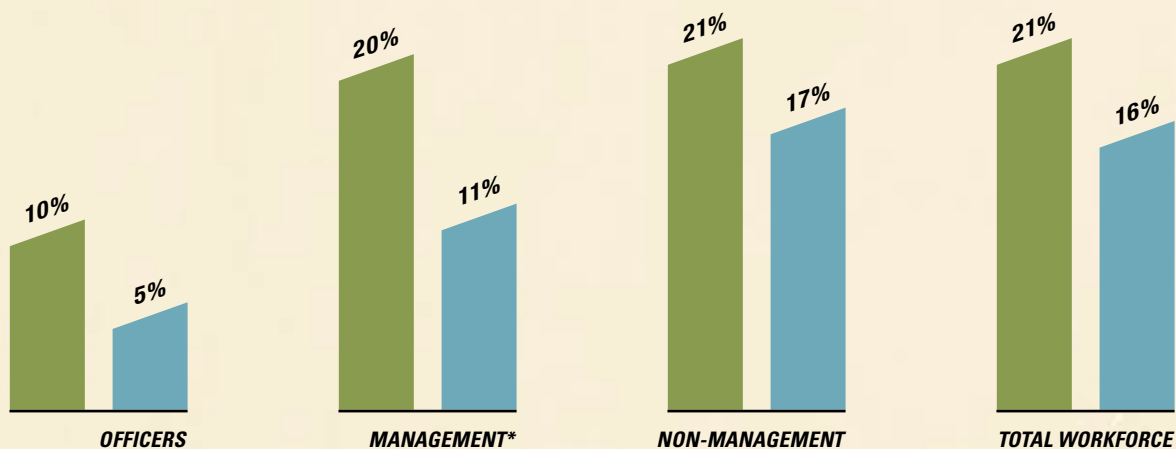


EMPLOYEES BY THE NUMBERS

All statistics are as of March 2015

PERCENTAGE OF WOMEN AND MINORITIES

Women Minorities



Minority and veteran status are self-reported by employees.

* Does not include officers.

In 2014, we designed and launched a comprehensive Leadership Development Strategy to create and foster a high-performing, diverse, learning organization that is collaborative, accountable and innovative. Leaders at every level of the company – from the CEO to team leads – are participating in the strategy, which aims to strengthen our competitive advantage by improving interaction and communication among employees.

Our Leadership Development Strategy includes multiple rounds of in-person training, comprehensive evaluations and activities to equip leaders with the tools to be more effective as they progress through the company.

The strategy was created to promote a consistent language among leaders throughout the company, build a foundation for future development and help forge a culture within our workforce that focuses on the same goals and ideals.

Through education, training and communication, ONEOK hopes to accelerate the following leadership competencies in current and future leaders:

- » Values and integrity;
- » Teamwork;
- » Focus and initiative;
- » Development of people; and
- » Courage.

The Leadership Development Strategy works hand in hand with our diversity and inclusion efforts. Helping our leaders recognize the importance of being a more inclusive company ultimately will help us attract, select, develop and retain the employees we need now and in the future.

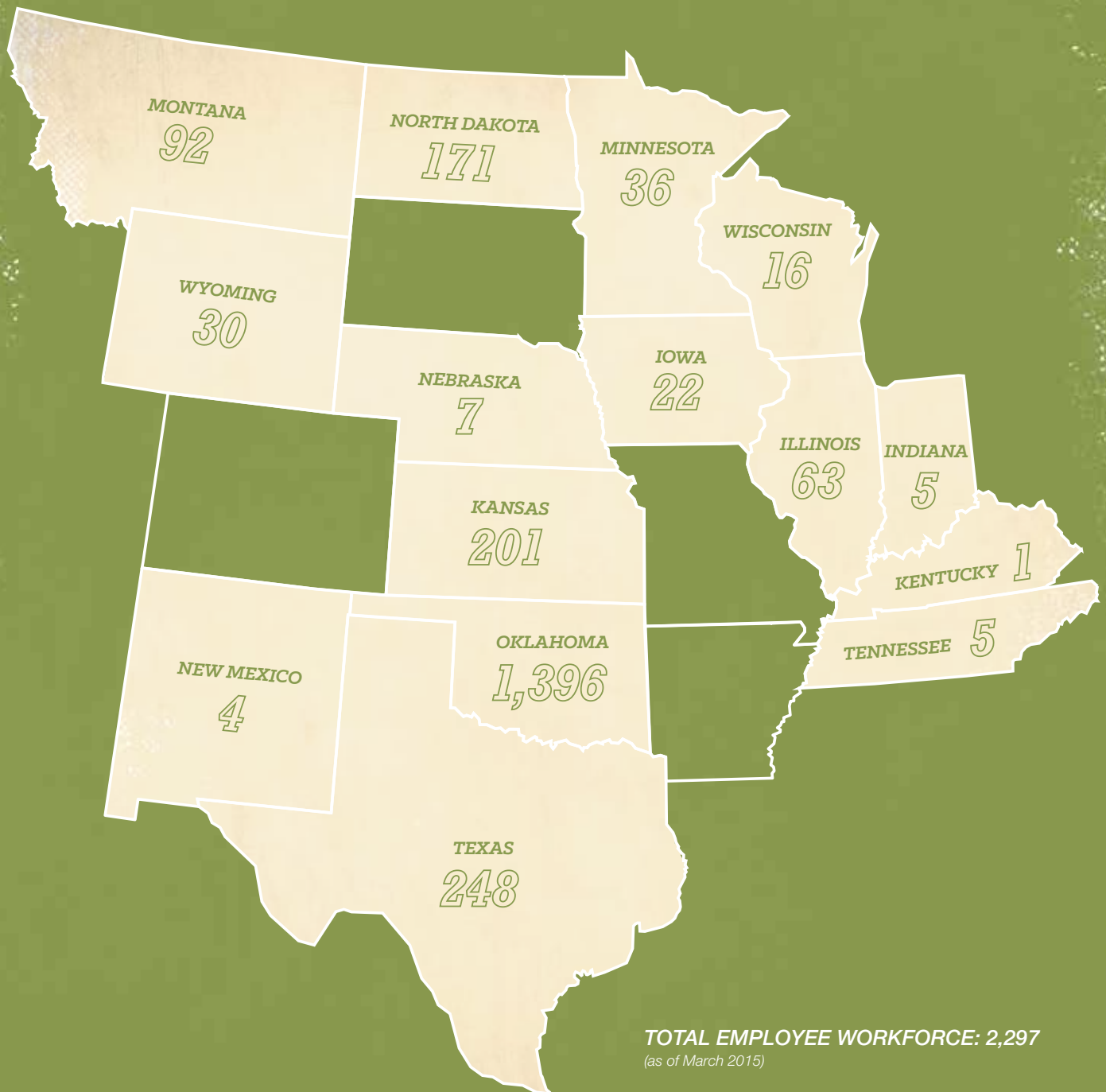
Through our efforts to raise awareness about the importance of diversity and inclusion and provide valuable training and resources to develop our leaders, we are making strides as we seek to cultivate a culture that offers the same opportunities to contribute, grow and succeed for all employees.

DIVERSITY AND INCLUSION COUNCIL MEMBERS

- » Terry Spencer (chair), president and CEO, Tulsa, Oklahoma
- » Scott Schingen (co-chair), vice president, natural gas liquids fractionation and storage, Tulsa, Oklahoma
- » Olajumoke “Jumoke” Akingbola, reservoir engineer, Tulsa, Oklahoma
- » Gina Butler, senior engineer, Sage Creek, Wyoming
- » Mustafa Abdullah Umar Danquah, supervisor, plant operations, Mont Belvieu, Texas
- » Rusty Galliton, supervisor, maintenance, Medford, Oklahoma
- » Michael Hairston, business systems analyst, Tulsa, Oklahoma
- » Mario Jimenez, supervisor, instrumentation and controls, Ada, Minnesota
- » Oyetunde Oyewo, supervisor, engineering – large projects group, Mont Belvieu, Texas
- » Victoria Perry, director, human resources services, Tulsa, Oklahoma

The council, in conjunction with Justice Waidner Smith, diversity and inclusion coordinator, will provide periodic updates to our executive leadership team. The council also will provide insights on how diversity and inclusion can improve ONEOK’s organizational performance, drive overall business results and ensure we achieve diversity-related goals.

EMPLOYEES BY STATE



FINANCIAL HIGHLIGHTS

CONSOLIDATED FINANCIAL INFORMATION

(millions of dollars except for dividends paid per share and distributions declared per unit)

	2012	2013	2014
Net Margin	\$ 1,643.8	\$ 1,649.7	\$ 2,106.5
Operating Income	\$ 953.5	\$ 880.6	\$ 1,143.6
Net Income Attributable to ONEOK, Inc.	\$ 360.6	\$ 266.5	\$ 314.1
Total Assets	\$ 15,855.3	\$ 17,741.5	\$ 15,304.6
Capital Expenditures	\$ 1,866.2	\$ 2,256.6	\$ 1,779.2
ONEOK, Inc. Dividends Declared Per Share^{*†}	\$ 1.325	\$ 1.52	\$ 2.33
ONEOK, Inc. Market Price Range[*]			
High	\$ 49.39	\$ 62.18	\$ 70.98
Low	\$ 39.49	\$ 40.00	\$ 44.30
Year-end	\$ 42.75	\$ 62.18	\$ 49.79
ONEOK Partners Distributions Declared Per Limited Partner Unit^{*†}	\$ 2.69	\$ 2.89	\$ 3.07
ONEOK Partners Market Price Range			
High	\$ 61.23	\$ 60.59	\$ 59.43
Low	\$ 51.16	\$ 47.10	\$ 38.23
Year-end	\$ 53.99	\$ 52.65	\$ 39.63

^{*} Split adjusted

[†] Dividends and distributions declared are paid in the following quarter

An employee at ONEOK Partners' Canadian Valley natural gas processing plant in western Oklahoma



ECONOMIC IMPACT

ONEOK'S 2014 TAX PAYMENTS

Property Taxes	\$	59,718,400
Employer Federal Insurance Contribution Act (FICA) Taxes	\$	15,162,200

ONEOK'S 2014 PAYROLL

Oklahoma	\$	206,155,800	Colorado	\$	1,473,334
Texas	\$	17,305,000	Wisconsin	\$	1,129,373
Kansas	\$	16,592,502	Indiana	\$	724,042
North Dakota	\$	11,329,324	Nebraska	\$	446,713
Montana	\$	10,903,012	Kentucky	\$	352,703
Illinois	\$	4,887,976	Missouri	\$	324,115
Wyoming	\$	3,782,488	Tennessee	\$	139,594
Minnesota	\$	3,476,458	New Mexico	\$	14,049
Iowa	\$	1,642,805	All Other States	\$	2,960,152

TOTAL PAYROLL IN 2014: \$283,639,440

Payroll information is based on employees' states of residence. Employee workforce information is based on state of employment. Because we have a number of employees who live and work in different states, and employees who leave the company throughout the year, comparing payroll and workforce information side by side would not necessarily be accurate. Workforce data represents our employee count at one date in time. Payroll data represents a cumulative total paid throughout the year.

AWARDS AND RECOGNITIONS 2014

- » ONEOK received Platinum Award Recognition and was designated a Fit Friendly Worksite by the American Heart Association.
- » ONEOK was recognized as one of the Top 20 businesses in the Tulsa area focused on diversity and inclusion by the Tulsa Chamber of Commerce's diversity business council.
- » ONEOK and ONEOK Partners both were listed among the Platts Top 250 Global Energy Companies, ranking 155 and 120 respectively.
- » ONEOK was recognized by Oklahoma Magazine as one of the great companies to work for, highlighting our commitment to promoting diversity and opportunity for all employees on the basis of individual qualifications and job-related competencies.
- » ONEOK ranked 339 on Barron's 500 company list.

BOARD OF DIRECTORS

ONEOK, INC.

JAMES C. DAY

*Retired Chairman, Noble Corporation
Sugar Land, Texas*

JULIE H. EDWARDS

*Former Chief Financial Officer, Southern Union Company;
Former Chief Financial Officer, Frontier Oil Corporation
Houston, Texas*

WILLIAM L. FORD

*President, Shawnee Milling Company
Shawnee, Oklahoma*

JOHN W. GIBSON

*Chairman of the Board and Retired Chief Executive Officer,
ONEOK, Inc. and ONEOK Partners, L.P.
Tulsa, Oklahoma*

STEVEN J. MALCOLM

*Retired Chairman, President and Chief Executive Officer,
The Williams Companies., Inc.
Tulsa, Oklahoma*

JIM W. MOGG

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Hydro, Oklahoma*

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GLOBAL REPORTING INITIATIVE (GRI) INDICATORS

We are committed to continuously improving how we report our impacts and business strategies related to the environment, and the safety and health of our stakeholders. The following table illustrates how this report aligns with the Global Reporting Initiative (GRI) Performance Indicators and where specific information may be found throughout the report.

GRI Indicator	Description	Page(s)
Strategy and Analysis		
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Organizational Profile		
2.1	Name of organization	Inside front cover
2.2	Primary brands, products and/or services	2, 3, 4, 5
2.3	Operational structure	2
2.4	Location of organization's headquarters	2
2.5	Countries in which the company has operations	3, 4, 5
2.6	Nature of ownership and legal form	2
2.7	Markets served	2
2.8	Scale of the reporting organization	32
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Report Parameters		
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3.4	Contact point for questions regarding the report	37
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Governance		
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In an effort to conserve paper, we have printed limited copies of this report. An electronic version may be viewed and downloaded at www.oneok.com and www.oneokpartners.com.

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