



ONEOK, INC.

EXECUTIVE COMMITTEE CHARTER

Purpose

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of ONEOK, Inc. (the “Company”) is to act on behalf of the Board during intervals between meetings of the Board and report to the Board at its next regular meeting on any actions taken.

Membership

The Committee shall be comprised of the chair of each standing committee of the Board and the Chairman of the Board of the Company, who shall act as chair of the Committee. In the absence of the Chairman of the Board at a meeting of the Committee, the Committee shall elect a member of the Committee to chair the meeting.

Meetings and Procedures

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- The Committee shall meet as circumstances require. The Chair of the Committee or a majority of the members of the Committee may call a meeting of the Committee.
- A majority of the members of the Committee shall constitute a quorum.
- The vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee.
- The Committee may request that any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such assistance and information as the Committee requests.
- The Committee shall have the authority to retain and terminate, and approve the fees and other retention terms of, legal, financial and other consultants and advisors as it deems necessary or appropriate to carry out its duties and responsibilities.

- Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

Authority and Limitations

Except as provided below, the Committee shall have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Company between meetings of the Board. The Committee also may act independently on specific matters to the extent that the authority to do so is expressly delegated to the Committee by the Board.

The Committee's powers and authority include the following:

- Approval of the Company's issuance of debt securities and execution of bank loans, subject to limits established by the Board.
- Approval of the Company's capital structure.
- Approval of the Company's capital spending.
- Approval of the Company's budget.
- Approval of the Company's engagement of commercial and investment bankers.
- Authorize the seal of the Company to be attached to all papers which may require it.
- Authorize the issuance of the Company's capital stock authorized by the Company's Certificate of Incorporation, as amended.
- Approval of mergers and acquisitions as follows:
 - asset or stock acquisitions if the number of shares of common stock (together with any securities convertible into shares of common stock) to be issued by the Company in the transaction does not equal or exceed 20% of the shares of common stock of the Company outstanding before the issuance of such stock or convertible securities.
 - mergers if the number of shares of common stock (together with any securities convertible into shares of common stock) to be issued by the Company in the transaction does not exceed 20% of the shares of common stock of the Company outstanding before the issuance of such stock or convertible securities.
 - mergers in which no shares of common stock (or securities convertible into shares of common stock) are to be issued by the Company in the transaction.

The Committee shall not have the power or authority to:

- Adopt, amend, or repeal any bylaws of the Company;
- Approve, adopt or recommend to the shareholders of the Company any action or matter expressly reserved by the Oklahoma General Corporation Act, as amended, the listing standards of the New York Stock Exchange, the rules of the Securities and Exchange Commission or any applicable statute, to the shareholders of the Company, including the following:
 - amendment or restatement of the Company's Certificate of Incorporation;
 - approval of the issuance of Company securities or an agreement of merger or consolidation requiring shareholder approval;
 - the sale, lease or exchange of all or substantially all of the property and assets of the Company; and
 - a dissolution of the Company or revocation of such dissolution.
- Declare a dividend.