

TRANSMISSION SERVICE AGREEMENT
between
CLECO POWER LLC,
THE CITY OF LAFAYETTE, LOUISIANA,
and
LAFAYETTE PUBLIC POWER AUTHORITY

THIS AGREEMENT is by and between Cleco Power LLC ("Company"), a limited liability company organized and existing under the laws of the State of Louisiana, the City of Lafayette, Louisiana, ("City"), a municipal corporation organized under the laws of the State of Louisiana, and the Lafayette Public Power Authority, ("LPPA"), a political subdivision of the State of Louisiana created by the City of Lafayette under the laws of the State of Louisiana.

WITNESSETH

WHEREAS, Company and LPPA are Parties to the Amended and Restated Agreement for Joint Ownership, Construction and Operation of Rodemacher Unit No. 2, dated November 15, 1982 ("Joint Ownership Agreement"), under which LPPA owns a fifty (50) percent undivided interest in Rodemacher Unit No. 2 (the "Unit") which is operated by Company; and

WHEREAS, Company and LPPA are parties to Exhibit V-A of the Joint Ownership Agreement dated November 15, 1982 ("Exhibit V-A"), as amended on August 29, 1986, which provides for the transmission by Company of LPPA's Ownership Percentage of the Unit and Replacement Power and Energy to City; and

WHEREAS, Company and City are parties to an Electric System Interconnection Agreement dated August 25, 1976, as amended by Amendment No. One to the Electric System Interconnection Agreement dated August 29, 1986 (such agreement, as amended, referred to herein as the "Interconnection Agreement"); and

WHEREAS, Company and City entered into a new Electric System Interconnection Agreement ("ESIA") and Service Schedules FTS, STS, ITS and RE, which are attached to and part of the ESIA; and

WHEREAS, the Parties intend to simplify their relationships relating to the transmission of LPPA's ownership interest in the Unit while maintaining the security of LPPA's ability to sell the output of the Unit;

NOW THEREFORE, in consideration of these premises and the mutual covenants herein, Company, City, and LPPA agree as follows:

Reinstatement of Exhibit V-A: In the event Service Schedule FTS, an attachment to the Electric System Interconnection Agreement ("ESIA"), entered into by Company and City, or any revision thereof to the ESIA is terminated or modified for any reason which results in a service which would be unacceptable to City, while the Agreement for Joint Ownership, Construction and

Operation of Rodemacher Unit No. 2 (“Joint Ownership Agreement”) between Company and LPPA is still in effect, Exhibit V-A of the Joint Ownership Agreement shall be reinstated and made of full force and effect. Exhibit V-A shall become effective on the date of termination of Service Schedule FTS to the ESIA or the date requested by City, in the case of a modification which results in a service unacceptable to City, provided the request is in writing, not later than 60 days after the effective date of modification, that it desires to reinstate Exhibit V-A. Exhibit V-A shall be reinstated and made of full force and effect on the date requested by City, except that the rate for firm transmission service in the reinstated Exhibit V-A shall be equal to the Company's then-effective rate for firm transmission service.