

**CLECO GROUP LLC
CLECO CORPORATE HOLDINGS LLC
CLECO POWER LLC
Governance and Public Affairs Committee Charter
Adopted by the Boards of Managers on November 20, 2019**

Charter Adoption:

This Charter has been adopted by the Boards, effective as of November 20, 2019, and shall continue in effect until the adoption of a new Charter of the Governance and Public Affairs Committee by the Boards.

Purpose:

The purpose of the Governance and Public Affairs Committee (the “Committee”) is to:

Governance

- (i) Oversee the process for selection of managers of the Board of Managers (the “Board”) for each of Cleco Group LLC, Cleco Corporate Holdings LLC and Cleco Power LLC (collectively, the “Companies”) in accordance with the provisions of the Operating Agreements (as defined below);
- (ii) Identify individuals qualified to become members of the Boards for any manager positions not otherwise filled pursuant to the provisions of the Operating Agreements;
- (iii) Select and recommend to the Boards candidates for any manager positions not otherwise filled pursuant to the provisions of the Operating Agreements;
- (iv) Develop, update as necessary and recommend to the Boards corporate governance principles and policies, including the Corporate Governance Guidelines; and
- (v) Monitor compliance with the corporate governance principles and policies.

Public Affairs

- (i) Provide advisory assistance with the Companies’ stakeholder engagement strategy and activities, including with community, political, regulatory, business and other stakeholders;
- (ii) Monitor the Companies’ standing and reputation among key stakeholders
- (iii) Monitor the Companies’ brand value and its link to the Companies’ strategy; and
- (iv) Monitor the Companies’ charitable donation, outreach and economic development funding programs.

For purposes of this Charter,

- “Operating Agreements” means the Second Amended and Restated Operating Agreement of Cleco Power LLC, dated as of April 13, 2016, the Operating Agreement of Cleco Corporate Holdings LLC, dated as of April 13, 2016, and the Amended and Restated Limited Liability Company Agreement of Cleco Group LLC, dated as of April 13, 2016, as each may subsequently be amended from time to time.
- The managers of the Board of Managers of Cleco Holdings LLC, Cleco Corporate Holdings LLC and Cleco Power LLC are referred to as “managers” and each individually as a “manager,” and such Boards are referred to as the “Board” or the “Boards.”
- The limited partners of Cleco Partners L.P. are referred to as the “Cleco Partners.”
- “Independent Manager” shall have the meaning described in the Operating Agreements.

Authority:

The Committee shall have the sole authority to retain and terminate any search firm used to identify manager candidates, including the sole authority to approve fees and other retention terms. The Committee also shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board (including in the Corporate Governance Guidelines).

As the Committee deems appropriate, it may retain independent counsel, accounting and other professionals to assist the Committee without seeking further Board approval with respect to the selection, fees or retention terms for any such advisers.

The Committee, when appropriate, may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee, the Boards or Company officers.

The Committee does not have the authority to act on behalf of the Boards, absent specific delegation of authority from the Boards.

Composition:

The Committee shall be composed of the following managers: the CEO of Cleco Corporate Holdings LLC, up to two representatives appointed by each of the three Cleco Partners, and any Independent Manager. Members of the Committee need not meet the independence requirements in the Governance Guidelines. The members of the Committee will select one member to serve as the Chair.

Any manager appointed by one of the Cleco Partners may be removed or replaced by the Cleco Partner who designated the manager.

Manner of Acting:

No action may be taken at a meeting of the Committee unless there is a quorum present consisting of a majority of the members of the Committee. Any manager may attend any meeting of the Committee.

Duties and Responsibilities:

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Boards.

Governance – Manager Selection

- Oversee the process for selection of managers in accordance with the provisions of the Operating Agreements.
- With respect to the selection of successors to the Independent Managers of Cleco Group, who will also serve as Independent Managers of Cleco Corporate Holdings and Cleco Power, review, and provide input to the Board, regarding the candidates nominated in accordance with the Operating Agreements, based on the Manager Recruiting and Selection Criteria outlined in Exhibit A to this Charter, it being understood that, in accordance with the Operating Agreements, such nominees will require the Supermajority Approval (as defined in the Operating Agreements) of the Cleco Partners.
- Periodically review and recommend to the Boards, after consultation with the Chair of the Boards, appropriate revisions to the Manager Recruiting and Selection Criteria outlined in **Exhibit A** to this Charter.

Governance – Boards and Board Performance

- Periodically review and recommend to the Boards the appropriate size of the Boards, subject to the provisions of the Operating Agreements.
- Periodically review appropriateness of any restrictions on Board service, such as term limits and retirement policy, and recommend changes to such policies to the Boards, subject to the provisions of the Operating Agreements.
- Periodically review each manager's attendance and participation at Board and applicable committee meetings.
- Establish, coordinate and review with the Chair of the Boards criteria and method for evaluating the effectiveness of the Boards.

- After consultation with non-management managers, recommend frequency of regular meetings of non-management managers, and develop format for such meetings. Identify the non-management Chair or other non-management manager as presiding manager at non-management manager meetings.
- Determine a method by which interested third parties may communicate any concerns directly to the Chair of the Board.

Governance – Board Leadership

- Oversee the process for selection of the Chair of the Boards in accordance with the provisions of the Operating Agreements, it being understood that one of the Independent Managers will serve as the Chair of the Boards.
- Develop and recommend to the Boards procedures for Board review of the performance of the Chair of the Boards.

Governance – Board and Committee Compensation

- Biennially review manager compensation practices in relation to industry comparables and companies of similar size.
- Recommend to the Boards, as appropriate, revisions to Board and committee compensation practices.
- Recommend to the Boards for approval the adoption of amendments to or the termination of the manager deferred compensation plan.
- Exercise any other authority as may be delegated by the Boards with respect to the manager deferred compensation plan.

Governance – Board Committee Matters

- Recommend to the Boards, as appropriate, the number, type, functions, structure and independence of committees, subject to the provisions of the Operating Agreements.
- Annually recommend to the Boards, after consultation with the Chair of the Boards, manager membership and rotation, as appropriate, on committees and advise the Boards and/or committees with regard to selection and rotation, as appropriate, of the Chairs of the committees, subject (in each case) to the provisions of the Operating Agreements.
- Determine criteria and procedures for selection of committee members and the Chairs, as appropriate, subject to the provisions of the Operating Agreements.

- Establish and coordinate with each committee a method for evaluating the effectiveness of the committee.

Governance – Manager Orientation and Continuing Education

- Periodically review and revise, as appropriate, the Company’s manager orientation program.
- Monitor, plan and support continuing education activities of the managers.

Governance – Governance Policies

- Annually review and recommend to the Boards, after consultation with the Chair of the Boards, appropriate revisions to the Corporate Governance Guidelines.
- Monitor compliance with and the effectiveness of the Corporate Governance Guidelines.

Governance – Committee Reports to Boards

- Provide minutes of committee meetings to the Boards and report to the Boards on any significant matters arising from the committees’ work.

Public Affairs – Stakeholder engagement

- Provide advisory assistance to the Companies concerning stakeholder and community involvement and activities, including community, political, regulatory, business and other stakeholders. Monitor the Companies’ standing and reputation among key stakeholders,

Public Affairs – External communications

- Monitor the Companies’ reputational status through reports on social and traditional media,
- Monitor branding efforts and review for ties to the Companies’ strategic efforts.

Public Affairs – Charitable donations and other funding

- Monitor the Companies’ charitable donation, outreach and economic development funding programs.

Executive Sessions

- Meet periodically in separate executive sessions with management or other groups regarding matters that warrant Committee attention.

Meetings:

The Committee shall establish a meeting calendar annually. The Committee may hold such other meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities, provided that notice of such meetings shall be given at least five business days in advance of the meeting unless waived by all of the members of the Committee. The respective Committees of Cleco Group, Cleco Holdings and Cleco Power may meet separately or together, as deemed appropriate by the members of the Committees.

Evaluations:

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Boards.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

EXHIBIT A

Manager Recruiting and Selection Criteria

The Charter of the Governance and Public Affairs Committee (the “Committee”) requires the Committee to develop and periodically review and recommend to the Boards appropriate revisions to these Manager Recruiting and Selection Criteria. The Committee has recommended and the Board has adopted these Manager Recruiting and Selection Criteria.

Manager Qualifications – Character:

Consider these elements of *character* when considering potential candidates for nomination as manager.

- A. Ethics: Impeccable personal and professional ethics, integrity and values.
- B. Credibility: High stature, established reputation in business, financial or other relevant areas and credibility in the community where the Company operates.
- C. Commitment: Ability to devote the required time and effort to fulfill the duties of Board and committee membership; willingness to serve on the Boards for multiple terms, if nominated and elected.
- D. Civility: Ability to keep an open mind and to work effectively with colleagues on matters affecting interests of the Company and its constituents.
- E. Independence: Willingness not to engage in activities or interests that may create a conflict of interest with a manager’s responsibilities and duties to the Company and its constituents; and to act in the best interests of the Company and its constituents.

Manager Qualifications – Experience and Expertise:

Consider the following elements of *experience and expertise* to ensure that each Board, taken as a whole, possesses the characteristics necessary to foster high standards of corporate governance.

- A. Financial expertise: The appropriate level of expertise, taking into account guidance from the New York Stock Exchange (as relevant), the Securities and Exchange Commission, and other sources, for expertise and literacy on financial matters. This will take into account the needs of the Audit Committee as well as the needs of the Boards as a whole.
- B. Diversity: Ethnic, gender, professional, geographic and philosophical diversity within the overall composition of the Boards.

C. Industry Knowledge: Broad knowledge of relevant industries (regulated or non-regulated), including having within the Boards experience with industry-related business opportunities and regional utility and consolidation issues.

D. Public Policy and Governmental Affairs: Training, experience and ability of making or overseeing policy in relevant sectors, including business, government, energy and education. This may include background in marketing, communications, public relations and law.

E. Regional Knowledge and Contacts; Residency in Region: Geographic knowledge of service territory, and/or knowledge of, and contacts within, the service region. The Independent Managers must be residents of Louisiana.

F. Leadership: Current or recent senior executive experience, special expertise in behavior and leadership of organizations, or ability to contribute special competencies to Board activities.

G. Continuity: Length of service and expertise a new board member could provide considering the length of time current board members have until their retirement.

H. Independence: Four managers on the Board must be independent as defined by the Corporate Governance Guidelines (collectively, the “Independent Managers” and individually, an “Independent Manager.”)

Selection Procedures:

The following procedures will govern the nomination of manager candidates for any positions not filled pursuant to the provisions of the Operating Agreements, including the additional Independent Managers. The selection of all other managers shall be made pursuant to the provisions of the Operating Agreements.

Candidates for manager may include both current managers and other candidates. The Company’s managers or senior management shall refer all potential manager candidates to the Chair of the Committee for consideration by the Committee and possible recommendation to the Board. In addition, the Committee will consider candidates recommended by shareholders or others. Owners of the Company, and other individuals or organizations other than the Company’s managers and senior management, wishing to suggest manager candidates should submit their suggestions in writing to the Chair of the Committee, c/o the Corporate Secretary, providing the candidate’s name, biographical data and other relevant information.

The Committee shall maintain a list of manager candidates to consider and propose to the Board, as required. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional manager candidates, including engagement of any outside consultant to assist the Committee in the identification of manager candidates.

The Committee shall decide on the appropriate means for the review of individual manager candidates, including current managers, and the recommendation of manager candidates to the Boards. In the event of a vacancy on the Boards, the Chair of the Committee shall initiate the effort to identify appropriate manager candidates.