

**CLECO GROUP LLC
CLECO CORPORATE HOLDINGS LLC
CLECO POWER LLC
Leadership Development & Compensation 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 Leadership Development & Compensation Committee (the “Committee”) by the Boards.

Purpose and Authority:

The purpose of the Committee is to assist the Boards in discharging their responsibilities relating to compensation and benefits of the Company’s officers and other employees. The Committee shall have responsibility for making recommendations to the Boards regarding the establishment, amendment and/or administration of compensation and benefit plans, policies and programs for officers and other employees of Cleco Group LLC and its subsidiaries, except as otherwise provided herein, within the terms of any such plan, policy or program, or pursuant to any other delegation of authority from the Board. The Committee shall also oversee long-range planning for, and make recommendations to the Boards regarding executive development and succession, and diversity.

The Committee shall have the responsibility and authority to review and make recommendations to the Boards regarding corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and recommend to the Boards the CEO’s compensation based on this evaluation. The Committee shall also make recommendations to the Boards regarding the Chief Financial Officer’s (“CFO”) compensation.

The Committee shall have the sole authority to select, engage, retain or terminate any outside consultant, including but not limited to an independent executive compensation consultant, legal counsel or other adviser, that is retained to assist the Committee in the evaluation of the CEO or senior executive officer compensation, including the sole authority to approve fees and other retention terms. Any such retention will be made in accordance with the independence guidelines shown below under Duties and Responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser engaged by the Committee. The Committee shall also have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Boards.

As the Committee deems appropriate, it may retain independent counsel, accounting and other professionals to assist the Committee without seeking 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 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.

For purposes of this Charter,

- The managers of the Boards of Managers of Cleco Group 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.”
- “Operating Agreement” means the Second Amended and Restated Operating Agreement of Cleco Power LLC, entered into as of April 13, 2016, as may subsequently be amended from time to time.
- 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 Agreement.

Composition:

The Committee shall be composed of the following managers: 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. No management-manager will serve on the Committee. 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.

Compensation Philosophy and Goals

- Develop and recommend to the Boards for their approval and, upon approval by the Boards, monitor, an executive compensation philosophy.
- Recommend to the Boards for their approval the establishment of, and annually review and recommend to the Boards for their approval new or revised policies regarding executive compensation programs and practices.
- Evaluate compensation policies and practices for all employees to ensure they do not pose risks that are reasonably likely to have a material adverse effect on the Companies.

Engage and Evaluate Independent Executive Compensation Consultant

- Establish and administer independence guidelines for executive compensation consultants, legal counsel or other advisers (“Compensation Advisers”) retained by the Committee. Among other requirements to be determined by the Committee, in order to be considered independent, a Compensation Adviser must report directly to the Committee, with his or her primary role being the provision of guidance to the Committee and objective analysis of the Companies’ executive compensation programs and proposals, and, further, any work the Compensation Adviser undertakes for the Companies that is not requested by the Committee must be pre-approved by the Committee without delegation to management.
- Select and retain the Compensation Adviser, after taking into consideration all factors relevant to the Compensation Adviser’s independence from management; determine and approve fees paid to the Compensation Adviser; oversee and evaluate the Compensation Adviser’s performance and, where appropriate, replace the Compensation Adviser, with the understanding that the Compensation Adviser shall report directly to the Committee and shall ultimately be accountable to the Committee and to the Boards. Guidelines to determine the Compensation Adviser’s independence from management are contained in 17 C.F.R. section 240.10C-1 and are listed below:
 - The provision of other services to the Companies by the person or entity that employs the Compensation Adviser;
 - The amount of fees received from the Companies by the person or entity that employs the Compensation Adviser, as a percentage of the total revenue of the person or entity that employs the Compensation Adviser;
 - The policies and procedures of the person or entity that employs the Compensation Adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Compensation Adviser with a member of the Committee;
 - Any securities of the Companies owned by the Compensation Adviser; and

- Any business or personal relationship of the Compensation Adviser or the person or entity employing the Compensation Adviser with an executive officer of the Companies.

The foregoing independence assessment is not required for in-house counsel or any Compensation Adviser whose role is limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or managers of the Company, and that is available generally to all salaried employees; or (b) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

- At least annually, evaluate the independent executive compensation consultant's qualifications, performance and independence and report a summary of such evaluation to the full Boards.

Executive Compensation

- Review and recommend to the Boards for their approval the compensation package for the CEO.
- Review and recommend to the Boards for their approval the compensation package for the CFO, based on a recommendation from the CEO.
- At least annually review the process, and actual compensation and title adjustments, for the executive team (General Managers and above), along with any significant organizational design changes. For the avoidance of doubt:
 - The CEO and senior management are responsible for approving compensation and title adjustments for employees reporting to them, and for making appropriate organizational design changes.
 - The financial impact of compensation adjustments related to the executive team and non-executives will be reviewed by the Business Planning Committee and approved by the full Boards.
- Recommend to the Boards for their approval the establishment of annual and long-term incentive compensation plans for executives, the setting of performance goals and the determination of awards and, upon approval by the Boards, administer such plans.
- Review and recommend to the Boards for their approval adjustments to executive retirement plans and any individual retirement arrangements biennially.
- Review and recommend to the Boards for their approval all special executive employment, compensation, severance and change in control arrangements.

Talent Management and Succession Planning

- Ensure a framework, process and policies are in place, including approval by the Boards, for CEO and executive management succession, including standards for assessment of the individual's development activities and progress.
- Periodically review, and make recommendations to the Boards regarding, CEO and executive management development and succession plans and diversity.
- Provide an evaluation to the Boards of the current senior management and the leadership potential of senior management and other appropriate employees.
- The Committee reviews and makes recommendations to the Board on the Company's efforts to promote diversity among employees.

Benefit Plans (Including, Without Limitation, all Tax-Qualified Plans and all Executive Plans)

- Oversee the administrative committees for the plans (including, without limitation, the Retirement Committee) subject to periodic notification to the Boards.
- Periodically review plan administration, participation and legislative and regulatory compliance of non-equity benefit plans.
- Fulfill ERISA fiduciary and non-fiduciary functions by biennially monitoring fiduciary functions that have been delegated to the administrative committees for the benefit plans.
- Recommend to the Boards for their approval the appointment and removal of the members to the administrative committees for the benefit plans.
- Recommend to the Boards for their approval the removal or appointment of any trustee(s), and the approval of the terms and authorization of the execution of any trust agreement(s), for the benefit plans.
- Recommend to the Boards for their approval the adoption of amendments to the benefit plans, except to the extent amendment authority has been delegated to the administrative committee for any such benefit plan pursuant to the terms of such benefit plan or otherwise.
- Recommend to the Boards for their approval the termination, merger or consolidation of, between or involving any benefit plan(s).
- Recommend to the Boards for their approval the extension of any benefit plan or plans to employees of affiliates or subsidiaries.
- Exercise any other authority as may be delegated by the Boards with respect to the benefit plans.

Nonexecutive Incentive Plans

- Review management's recommendations for nonexecutive incentive plans and annually review management's recommendations for performance goals and awards under such plan's goals and results.

Reports

- Provide minutes of Committee meetings to the Boards and report to the Boards on any significant matters arising from the Committee's work, including awards for top executives and special executive employment, compensation, severance, change of control and retirement arrangements, and such other matters contemplated by the Corporate Governance Guidelines.
- Review and discuss the report on executive compensation required by the rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis and related compensation tables. Recommend to the Boards that the Compensation Discussion and Analysis be included in the Companies' annual report on Form 10-K, as applicable.
- Make an annual report to the Boards on CEO and executive management succession planning.

Executive Sessions

- Meet periodically in separate executive sessions without management to discuss matters that the Committee deems appropriate.

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 LLC, Cleco Corporate Holdings LLC and Cleco Power LLC may meet separately or together, as deemed appropriate by the members of the Committees.

Evaluation:

The Committee shall review and reassess this Charter 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 for improvement.