

CLECO CORPORATION

EXECUTIVE COMMITTEE CHARTER As Adopted by the Board of Directors in January 2003 and Last Revised on May 5, 2005

I. PURPOSE AND MISSION OF THE COMMITTEE

The Executive Committee (Committee) shall exercise all powers of the Board of Directors, as defined and limited by the Bylaws of the Corporation, between meetings of the full Board whenever it is not desirable or practical to conduct a meeting of the full Board. The Committee shall, to the extent it deems necessary or is requested by the Board or by management, review with management such policy matters as may be appropriate before presentation to the Board.

II. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In fulfilling its purpose and mission, the Committee shall:

- A. Exercise all powers of the Board between meetings of the Board as defined and limited by the Bylaws of the Corporation, such limitations encompassing the following powers of the Board which cannot be delegated by the Board:
 - 1. Amend, repeal, or supplement the Bylaws of the Corporation.
 - 2. Take definitive action on a merger, consolidation, reclassification or exchange of securities, repurchase by the Corporation of any of its equity securities, transfer of all or substantially all of the assets of the Corporation, dissolution, "business combination," as defined in Article X of the Bylaws, or similar action.
 - 3. Elect or remove a Director or Officer of the Corporation.
 - 4. Submit a proposal to shareholders for action by shareholders.
 - 5. Appoint a Director to or remove a Director from a Committee of the Board of Directors.
 - 6. Declare a dividend on the capital stock of the Corporation.
- B. Annually evaluate its own performance based upon the procedures recommended by the Nominating / Governance Committee of the Corporation and approved by the Board and based on criteria suggested by the Nominating / Governance Committee and approved by the Board.

III. COMPOSITION OF THE COMMITTEE

The Executive Committee and its Chairperson shall be appointed by the Board and be comprised of the chairpersons of the Audit, Compensation, Finance, and Nominating / Governance Committees. The Chairman of the Board of Directors shall serve as the Chairperson of the Committee. The Board shall have the authority to remove a Committee member in its discretion. The Chief Executive Officer will serve as a member of the Committee, but will not serve as Chairperson of the Committee.

IV. OPERATION OF THE COMMITTEE

The Executive Committee shall meet as often as needed to properly discharge its duties and responsibilities upon notice to all members of the Committee by any one member of the Committee or by the Corporate Secretary. The Committee shall have the authority to delegate assignments to subcommittees.

A majority of the Committee shall constitute a quorum, but the affirmative vote of a majority of the whole Committee shall be necessary in every case to determine official actions of the Committee. The Committee shall keep regular minutes of its proceedings and report the same to the Board.