

CLECO CORPORATION

NOMINATING / GOVERNANCE 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 Nominating / Governance Committee (Committee) shall identify individuals qualified to become Board members, consistent with criteria approved by the Board and shall select or recommend that the Board select the director nominees for the next annual meeting of shareholders. It also shall recommend each year at the annual meeting of the Board the nominees for officers of the Corporation. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines and any modifications thereto from time to time and oversee evaluations of the Board, its committees and management. It also shall provide advice and guidance to the Board of Directors relative to the Board's size, compensation and benefits.

II. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In fulfilling its purpose and mission, the Committee shall:

- A. Recommend the number of Director positions in place on the Board at any given time;
- B. Recommend qualified and desirable nominees for open positions on the Board for consideration of election by shareholders at the annual meeting of shareholders or for election by the Board at other such times as may be deemed appropriate by the Committee and the Board. In the process of selecting nominees for recommendation, the Committee may retain search firms, as it may determine, and will select persons who possess the qualities that will contribute to the formulation and implementation of the Corporation's strategic business plan, including such qualities as leadership in their occupations, accomplishments, skills, diversity, integrity and a commitment to devote the time and attention needed to discharge his or her duties to the Corporation's shareholders. The Committee shall have sole authority to retain and terminate any such search firm and to approve the search firm's fees and other retention terms;
- C. Recommend each year at the annual meeting of the Board the nominees for officers of the Corporation and the nominees for positions on committees of the Board, including chairpersons of the committees;
- D. Oversee the evaluation of the Board and its committees. To accomplish this, the Committee shall recommend for the Board's consideration a format and schedule for the annual evaluations of the Board and each of the committees, to be completed during the fourth quarter and reported to the Board and the committees prior to the annual meeting of shareholders. The Committee will accumulate or assist in accumulating and summarize or assist in summarizing the evaluations relative to the Board and each committee and will report to the Board the results of the respective evaluations and any actions which may be recommended as a result of such evaluations;
- E. Annually evaluate its own performance based upon the criteria recommended by the Committee and adopted by the Board;
- F. Assist in the evaluation of the management of the Corporation, although this responsibility shall be discharged primarily by the Compensation Committee;
- G. Recommend changes as appropriate to the Board's Corporate Governance Guidelines; and
- H. Recommend changes as appropriate to the Board's compensation and benefits. Periodically, the Committee shall engage the services of an outside consultant relative to the trends in compensation and benefits of the Boards of Directors of companies similar to the Corporation. The Committee shall determine, after consultation with the outside consultant, the appropriateness of the compensation and benefits of the Board and

subsequently shall make recommendations for changes to the Board as the Committee shall determine.

III. COMPOSITION OF THE COMMITTEE

The Nominating / Governance Committee and its Chairperson shall be appointed by the Board and be comprised of three or more Directors as determined annually by the Board. The Board also shall have the authority to remove a Committee member in its discretion. Each member of the Committee shall be an Independent Director, as determined by the Board pursuant to the requirements of Section 303A of the New York Stock Exchange Listed Company Manual.

IV. OPERATION OF THE COMMITTEE

The Nominating / Governance 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.