

Form

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mily:Helvetica Condensed,sans-serif;font-size:8pt;">Distributions to member

\$
35,000

\$
25,000

\$
15,000

\$
60,000

Note 21 —
Cleco Cajun
Transaction

On February 4, 2019, Cleco Cajun acquired from NRG Energy all of the outstanding membership interests in NRG South Central, which indirectly owns:

- i. a 176-MW natural-gas-fired generating station located in Sterlington, Louisiana,
- ii. a 220-MW natural-gas-fired facility and a 210-MW natural-gas-fired peaking facility both located in Jarreau, Louisiana,
- iii. a 580-MW coal-fired generating facility, a 540-MW natural-gas-fired generating station, and 58% of a 588-MW coal-fired generating station all located in New Roads, Louisiana,
- iv. 225-MW of a 300-MW natural-gas-fired peaking facility located in Jennings, Louisiana,
- v. a 1,263-MW natural-gas-fired generating station located in Deweyville, Texas (the Cottonwood Plant),
- vi. wholesale contracts to provide electricity and capacity to nine Louisiana cooperatives, five municipalities across Arkansas, Louisiana, and Texas, and one investor-owned utility,
- vii. transmission assets, which consist of equipment and land required to connect the generation stations and the wholesale customers to the transmission grid, and
- viii. current assets consisting of cash, inventory, receivables, and other miscellaneous assets.

Cleco Cajun, NRG Energy, and NRG South Central have each made customary representations, warranties and covenants in the Cleco Cajun Transaction, which includes customary indemnification provisions. Cleco Holdings has agreed to guarantee the obligations of Cleco Cajun, subject to certain limitations. In addition, upon closing, a lease agreement was executed and delivered between Cottonwood Energy and a special-purpose entity that is a subsidiary of NRG Energy pursuant to which NRG Energy will lease back the Cottonwood Plant and will operate it no later than May 2025. Upon closing, Cottonwood Energy became a subsidiary of Cleco Cajun.

As consideration for all of the outstanding membership interest in NRG South Central, Cleco paid cash of approximately \$962.2 million, which represents the \$1.0 billion acquisition price net of working capital adjustments of \$37.8 million. In addition, Cleco assumed liabilities consisting of asset retirement obligations connected with the coal fueled generation stations and current liabilities, such as accounts payable.

In connection with the Cleco Cajun Transaction on February 4, 2019, Cleco Holdings issued \$300.0 million under a new bridge loan agreement and \$100.0 million under a new term loan agreement. Both loan agreements are variable rate debt and have a three-year term. Both loan agreements contain certain financial covenants, including requiring Cleco Holdings to maintain (i) a debt to capital ratio (as defined in the applicable agreement) below 65% and (ii) a rating applicable to the Company's senior debt rating (as defined in the applicable agreement). Cleco Holdings anticipates that some or all of the variable rate debt may be replaced or repaid with long-term financing, markets permitting, within 12 months of the closing of the Cleco Cajun Transaction. Also in connection with the Cleco Cajun Transaction, Cleco Holdings increased its credit facility capacity by \$75.0 million, for a total credit facility of \$175.0 million. All other terms remained the same. Also in connection with the Cleco Cajun Transaction on February 4, 2019, Cleco Holdings made a \$75.0 million draw on its credit facility, which was repaid on February 5, 2019. The remaining cash required to finance the transaction consisted of an equity contribution from Cleco Group of \$384.9 million and \$102.3 million from cash on hand at Cleco Holdings.

In connection with the Cleco Cajun Transaction, Cleco Holdings, on behalf of Cleco Cajun, issued three letters of credit totaling \$1.1 million to a capacity agreement customer and a gas transport company. These letters of credit automatically renew each year and have no impact on the Cleco Holdings' credit facility.

Because the initial accounting for the transaction is not complete, Cleco is unable to disclose the valuation and determination of the fair value of assets and liabilities acquired. Cleco expects the final valuation and purchase price allocation, including finalization of acquired liabilities, to be completed within one year of the date of acquisition as required by accounting guidance.

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ITEM 9. CHANGES
IN AND
DISAGREEMENTS
WITH
ACCOUNTANTS
ON ACCOUNTING
AND FINANCIAL
DISCLOSURE

None.

ITEM
9A. CONTROLS
AND
PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of Cleco Holdings and Cleco Power (individually, “Registrant” and collectively, the “Registrants”) management, including the CEO and CFO, the Registrants have evaluated the effectiveness of their disclosure controls and procedures as of December 31, 2018. Based on the evaluations, the CEO and CFO have concluded that the Registrants’ disclosure controls and procedures are effective to ensure that information required to be disclosed by each Registrant in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms; and that the Registrants’ disclosure controls and procedures are also effective in ensuring that such information is accumulated and communicated to the Registrants’ management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in the Registrants’ internal control over financial reporting that occurred during the quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, the Registrants’ internal control over financial reporting. In fiscal year 2019, the Registrants plan to implement a new enterprise business application. Implementation of this system is expected to necessitate changes in policies and procedures and the related internal controls and the Registrants’ method of application.

Management’s Reports on Internal Control Over Financial Reporting

The management of Cleco Holdings and Cleco Power is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act. Cleco Holdings and Cleco Power’s internal control over financial reporting is a process designed by, or under the supervision of, each of Cleco Holdings and Cleco Power’s principal executive and financial officers and effected by Cleco Holdings and Cleco Power’s board of managers, management, and other personnel, to provide reasonable

assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

Management has designed its internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. Management’s assessments included

review and testing of both the design effectiveness and operating effectiveness of controls over relevant assertions related to significant accounts and disclosures in the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The management of Cleco Holdings and Cleco Power, under the supervision of each of the Registrants' principal executive officer and principal financial officer, conducted an assessment of the effectiveness of Cleco Holdings and Cleco Power's respective internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria in Internal Control—Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on this assessment, the management of Cleco Holdings and Cleco Power concluded that, as of December 31, 2018, the Registrants' internal control over financial reporting was effective.

Certifications

The certifications of the Registrants' CEO and CFO required by Section 302 of the Sarbanes-Oxley Act of 2002 are filed as Exhibits 31.1, 31.2, 31.3, and 31.4 to this Annual Report on Form 10-K.

ITEM

9B. OTHER INFORMATION

None

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PART
III

Cleco Power

The information called for by Items 10, 11, 12 and 13 with respect to Cleco Power is omitted pursuant to General Instruction I(2)(c) to Form 10-K (Omission of Information by Certain Wholly Owned Subsidiaries).

ITEM
10. DIRECTORS,
EXECUTIVE
OFFICERS,
AND
CORPORATE
GOVERNANCE
OF THE
REGISTRANTS

Boards of Managers of Cleco

As of February 26, 2019, the Board of Managers of Cleco Holdings is comprised of 12 managers, as set forth below. Cleco Power's Board of Managers is comprised of 13 managers, including the same 12 managers that comprise the Board of Managers of Cleco Holdings, plus one additional manager, Melissa Stark. The Board of Managers of Cleco Holdings and the Board of Managers of Cleco Power are collectively referred to below as "the Boards." The managers' ages, dates of election, employment history, and committee assignments as of February 26, 2019, are also set forth below. Each of Ms. Scott and Messrs. Gallot, Gilchrist, and Wainer serve pursuant to one-year agreements which are considered for renewal annually by the Boards. Mr. Fontenot serves by virtue of his position as the CEO, and the other managers are designated for membership by BCI, John Hancock, or MIRA.

Andrew Chapman joined MIRA in 2006 and currently acts as Head of Asset Management for Macquarie Infrastructure Partners I, II and III and Asset Director for utility company Puget Energy (Puget). Mr. Chapman is 63 years old and became a member of the Boards in 2016. He is the chair of the Business Planning and Budget Review Committee and a member of the Leadership Development and Compensation Committee, the Governance and Public Affairs Committee and the Audit Committee. Mr. Chapman serves on the board of Puget.

Mr. Chapman held executive positions with Elizabethtown Water Company, E-town Corporation, American Water Works and the State of New Jersey prior to joining MIRA in 2006.

Mr. Chapman earned his Masters of Business Administration from the Yale School of Management.

Richard Dinneny is the Senior Portfolio Manager, Infrastructure and Renewable Resources for BCI, where he has responsibility for all aspects of investing in infrastructure transactions. He is 56 years old and became a member of the Boards in 2016. Mr. Dinneny is the chair of the Audit Committee and a member of the Business Planning and Budget Review Committee. Mr. Dinneny has reviewed and completed a number of infrastructure and utility investments. He currently serves as a director of Vier Gas Services GmbH & Co. KG, Essen, the owner of Open Grid Europe (GmbH), and an alternate director on the board of Puget.

Mr. Dinneney earned his Masters of Business Administration from York University in Toronto and was awarded the Chartered Financial Analyst designation in 1998.

William “Bill” Fontenot serves as CEO of Cleco Holdings and Cleco Power. Mr. Fontenot is 56 years old and was appointed to the Boards in 2018. He is a member of the Asset Management Committee, the Business Planning and Budget Review Committee, and the Governance and Public Affairs

Committee. During Mr. Fontenot’s 30 years of service, he managed the development and restructuring efforts of generation projects valued at over \$900.0 million, as well as led the development and construction of the \$1.0 billion power plant, Madison Unit 3. His previous background was in marketing and the development of merchant power businesses.

Mr. Fontenot serves on the boards of the Council for a Better Louisiana, Association of Edison Illuminating Companies, Southeastern Electric Exchange, and the Central Louisiana Community Foundation. He is a member of the Association of Edison Illuminating Companies Power Generation Committee, Central Louisiana Manufacturing Managers Council, St. Rita Catholic Church, and the Knights of Columbus.

Mr. Fontenot holds a B.S. degree in electrical engineering from Louisiana State University.

Richard “Rick” Gallot, Jr. is the President of Grambling State University. He is 52 years old and became a member of the Boards in 2016. Mr. Gallot is a member of the Leadership Development and Compensation Committee and the Governance and Public Affairs Committee.

Mr. Gallot recently served as a Louisiana state senator for District 29, where he held the position of Vice-chair of the Commerce Committee and was a member of the Agriculture, Forestry, Aquaculture, and Rural Development Committee and the Revenue and Fiscal Affairs Committee. He previously served as a member of the Louisiana House of Representatives for District 11, where he served as Chair of the House and Governmental Affairs Committee and was a member of the Executive Committee.

Mr. Gallot obtained his Juris Doctorate from Southern University School of Law.

David Randall “Randy” Gilchrist is the President and CEO of Gilchrist Construction Company (GCC), a central Louisiana-based infrastructure contractor specializing in road and bridge construction. He is 59 years old and became a member of the Boards in 2016. Mr. Gilchrist is a member of the Asset Management Committee and the Audit Committee.

Under Mr. Gilchrist’s leadership, GCC has grown since 1985 from a small site work contractor to one of Louisiana’s leading highway contractors. Mr. Gilchrist has served as President of Associated General Contractors, Chair of Driving Louisiana Forward, Chair of the Central Louisiana Chamber of Commerce, and Vice Chair of Central Louisiana Economic Development Alliance. He has also served on the boards of The Rapides Foundation and Rapides Healthcare System.

Gerald Hanrahan is a Senior Industry Advisor to the Power and Infrastructure Team at John Hancock. The Power and Infrastructure Team is responsible for transactions in public

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utility, independent power project and infrastructure financing areas for John Hancock and manages a portfolio of over \$21 billion in assets spanning over 300 individual investments. He is 59 years old and became a member of the Boards in 2018. Mr. Hanrahan is the Chair of the Asset Management Committee.

Mr. Hanrahan joined John Hancock as a director in 2001, served as managing director from 2003 to 2011, and served as Team Leader - Vice President from 2011 until 2016. He has worked in the financing area of the power industry since 1990. Before joining John Hancock, Mr. Hanrahan worked for four years in the Boston and London offices of InterGen, where he coordinated all financing activities on \$2.7 billion in power projects in Turkey, Colombia and Egypt. Before that, he spent nine years in the structured finance and financial advisory divisions of Bank of Tokyo Capital Corporation in Boston.

Mr. Hanrahan holds an MBA from Babson College and a B.S. from Northeastern University.

Christopher Leslie is Executive Chairman of MIRA Americas. Prior to taking that role in July 2016, Mr. Leslie was the CEO of Macquarie Infrastructure Partners Inc., the manager of MIRA's U.S.-based private infrastructure funds, Macquarie Infrastructure Partners I, II and III, which collectively manage more than \$7 billion in U.S. and Canadian infrastructure investments. Mr. Leslie is 54 years old and became a member of the Boards in 2016. He is the Chair of the Leadership Development and Compensation Committee.

Mr. Leslie joined Macquarie in 1992 in Australia. He has been instrumental in expanding Macquarie's infrastructure business globally, having launched Macquarie offices in Southeast Asia, India and North America.

Mr. Leslie holds a Bachelor of Commerce degree from the University of Melbourne.

Jon Perry is a Senior Principal within the Infrastructure & Renewable Resources Department at BCI, where he is responsible for sourcing, executing and managing infrastructure investments. He is 42 years old and became a member of the Boards in 2018. Mr. Perry is a member of the Asset Management Committee.

Mr. Perry serves on the board of Noverco Inc., an investment holding company, which through its subsidiaries, distributes natural gas. Noverco also offers power generation, gas storage, and marketing services. He has over 10 years of experience in the utility and energy sectors. Prior to working with BCI, he held positions as Manager, Mergers and Acquisitions at TransAlta, a leading Canadian independent power producer and Manager, Regulatory and Financial Reporting at FortisAlberta, a regulated distribution utility. Before then, Mr. Perry held financial and investor relations positions in Canadian junior and mid-cap oil and gas companies.

Mr. Perry holds a Bachelor of Medical Laboratory Sciences from University of British Columbia. He is also a Chartered Accountant in the Province of Alberta and is a Chartered Financial Analyst charter holder.

Aaron Rubin is a Managing Director at MIRA, where he is responsible for MIRA's North American power and utilities investment team. He is 41 years old and became a member of the Boards in 2018. Mr. Rubin is a member of the Business Planning and Budget Review Committee.

Since joining MIRA in 2008, Mr. Rubin has had extensive responsibility for investment origination and execution as well as for management of portfolio investments. He has also served as the CEO of the Moscow-based Macquarie Russia & CIS Infrastructure Fund, and has been a director of a number of MIRA portfolio companies in the energy, transportation, and communications sectors. Mr. Rubin is currently a director of Lordstown Energy Center, a 940 MW gas-fired power plant construction project in Ohio. Prior to joining MIRA, Mr. Rubin was a Vice President in JPMorgan's North American mergers and acquisitions team.

Mr. Rubin holds a Bachelor of Commerce and a Bachelor of Laws degree from the University of Queensland.

Peggy Scott currently serves as the Chair of the Boards. She served as Chairperson and Interim CEO of Cleco Holdings from February 9, 2017, through December 31, 2017. She also serves on Cleco's Audit Committee and

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Governance and Public Affairs Committee. Presently, Ms. Scott advises diverse industries, including healthcare and technology. She is 67 years old and became a member of the Boards in 2016.

Previously, Ms. Scott served as the Executive Vice President, Chief Operating Officer and Chief Financial Officer of Blue Cross Blue Shield of Louisiana (BCBS) and as Chief Strategy Officer. Prior to BCBS, Ms. Scott was an office Managing Partner with Deloitte and held executive positions in U.S. and International companies where she led transformations, growth strategies, and operations in eight foreign countries.

Ms. Scott was named one of the ten Outstanding Young Women of America, featured in the Wall Street Journal as National Financial Executive of the year, and inducted into the American Institute of CPAs' Hall of Fame. She is in the Louisiana State University's Alumni Hall of Distinction, named a Tulane Outstanding Alumnus and holds a Ronald Reagan presidential citation.

Ms. Scott is a CPA and certified in Valuations/Forensics. She holds an MBA from Tulane University and a B.S. in accounting from Louisiana State University.

Melissa Stark currently serves as the managing principal and owner of Co Issuer Corporate Staffing, LLC, which she established in 2003 to provide independent directors and officers for special purpose entities. She is 56 years old and was appointed in 2016 as a special independent manager of Cleco Power, whose sole purpose is to vote on any bankruptcy-related matters, as specified in Cleco Power's Second Amended and Restated Operating Agreement. From 2001 to 2017, Ms. Stark concurrently served as a principal and co-founder of Water Tower Capital, LLC, a Chicago based investment advisory firm. From 1994 to 1996 she was Vice President - Fixed Income Research at Duff & Phelps (now known as Fitch) where she covered high yield bonds in the retail industry. She served as Vice President - Special Investments at PPM America, Inc. from 1991 to 1994.

Ms. Stark holds a Masters of Business Administration in Finance from New York University Stern School of Business.

Steven Turner is a Portfolio Manager within the Infrastructure & Renewable Resources Department at BCI, where he is responsible for sourcing, executing, and managing infrastructure investments. He is 46 years old and became a member of the Boards in 2016. Mr. Turner is the Chair of the Governance and Public Affairs Committee and a member of

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the Business Planning and Budget Review Committee and the Leadership Development and Compensation Committee.

Mr. Turner serves on the board of Corix Infrastructure Inc., a privately-held waste/wastewater and utility holding company based in Vancouver, British Columbia. He is also a past director of Macquarie Utilities Inc. and Aquarion Water Company (Aquarion), the parent companies to a suite of New England-based water utilities.

Mr. Turner has over 11 years of experience in equity capital markets. Prior to joining BCI, he held positions as an Associate with Ventures West Management, a leading Canadian venture capital firm and as an Associate Equity Analyst with Raymond James Ltd., a full service brokerage firm.

Mr. Turner has a B.S. in Environmental Engineering from Montana Tech of the University of Montana and holds a Masters of Business Administration from the University of Victoria. He is also a registered Professional Engineer in the Province of British Columbia, a Chartered Financial Analyst charter holder and holds the ICD.D designation.

Bruce Wainer is the CEO of Wainer Enterprises, a family-owned commercial development company on Louisiana's Northshore

and in New Orleans. He is 59 years old and became a member of the Boards in 2016. Mr. Wainer is a member of the Business Planning and Budget Review Committee, the Asset Management Committee, and the Governance and Public Affairs Committee. He is the developer of some of the most successful commercial developments in the New Orleans area and past chairman of the Northshore Business Council. His business affiliations include partner at Wainer Brothers, All State Financial Company and Circle West Trailer Park Company; president of Quality Properties, Inc., Regent Lands, Inc., Flowers, Inc., Upside Down Cajun Brands, Inc., Louisiana Properties, Inc., Tamco, Inc., Riverhill, Inc., Metro Credit Services, Inc. and Pan American Investors, Inc., and manager of Advance Mortgage Company, LLC.

Executive Officers of Cleco

The names of the executive officers of Cleco and certain subsidiaries, their positions held, five-year employment history, ages, and years of service as of February 26, 2019, are as follows. Executive officers are appointed annually to serve for the ensuing year or until their successors have been appointed.

NAME OF EXECUTIVE	POSITION AND FIVE-YEAR EMPLOYMENT HISTORY
William G. Fontenot	President and Chief Executive Officer since January 2018.
Cleco Holdings	Chief Executive Officer since February 2019; President and Chief Executive Officer from January 2018 to February 2019; Interim Chief Executive Officer from February 2017 to December 2017;
Cleco Power	Chief Operating Officer from April 2016 to February 2017; Senior Vice President - Utility Operations from March 2012 to April 2016. (Age 56; 32 years of service)
Kazi K. Hasan	Chief Financial Officer since October 2018; Chief Risk Officer, AES Corporation from late 2014 to May 2018; Chief Financial Officer, AES Corporation Asia from late 2012 to late 2014.
Cleco Holdings	(Age 48; <1 year of service)
Cleco Power	
Julia E. Callis	Chief Compliance Officer and General Counsel since April 2016; Associate General Counsel and Corporate Secretary from November 2011 to April 2016.
Cleco Holdings	(Age 50; 11 years of service)
Cleco Power	

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<p>Anthony L. Bunting Cleco Holdings Cleco Power</p>	<p>Chief Transformation Officer since February 2019; Chief Administrative Officer from April 2016 to February 2019; Vice President - Transmission & Distribution Operations from March 2012 to April 2016. (Age 59; 27 years of service)</p>
<p>F. Tonita Laprarie Cleco Holdings Cleco Power</p>	<p>Controller & Chief Accounting Officer since July 2016; General Manager Audit & Risk from March 2014 to July 2016; Manager Accounting Services from December 2007 to March 2014. (Age 54; 18 years of service)</p>
<p>Robert R. LaBorde, Jr. Cleco Holdings</p>	<p>Chief Operations Officer since February 2019; Vice President Generation Operations & Environmental Services from April 2016 to February 2019.</p>
<p>Cleco Power</p>	<p>Vice President - Generation Operations from November 2012 to April 2016. (Age 51; 27 years of service)</p>
<p>Kristin L. Guillory Cleco Holdings Cleco Power</p>	<p>Treasurer since February 2018; General Manager Finance and Assistant Treasurer from May 2016 to February 2018; Manager Finance, Risk and Analytics & Assistant Treasurer from December 2013 to May 2016. (Age 36; 14 years of service)</p>
<p>Normanique G. Preston Cleco Holdings Cleco Power</p>	<p>Vice President - Human Resources since September 2018; Vice President - Human Resources, Dynegy, Inc. from November 2015 to June 2018; Managing Director, Human Resources, Consulting, Services, and Labor Relations, Dynegy, Inc. from March 2013 to November 2015. (Age 52; <1 year of service)</p>
<p>Dean C. Sikes Cleco Holdings Cleco Power</p>	<p>Vice President Engineering, Construction & Project Management since April 2016; General Manager Generation Engineering & Construction from March 2013 to April 2016. (Age 55; 31 years of service)</p>

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NAME OF
EXECUTIVE POSITION AND FIVE-YEAR EMPLOYMENT HISTORY

Gregory A. Coco Cleco Holdings Cleco Power	Vice President Transmission & Distribution Operations since April 2016; General Manager Brame Energy Center from March 2013 to April 2016. (Age 59; 37 years of service)
Joel M. Prevost Cleco Holdings Cleco Power	Vice President Asset Management since April 2016; General Manager T&D Engineering & Construction from March 2012 to April 2016. (Age 58; 37 years of service)
J. Robert Cleghorn Cleco Holdings Cleco Power	Vice President Regulatory Strategy since April 2016; General Manager Regulatory Strategy & Planning from March 2012 to April 2016. (Age 60; 31 years of service)
Justin S. Hilton Cleco Power	President since February 2019.
Cleco Holdings Cleco Power	Vice President MISO Operations from April 2016 to February 2019; General Manager Transmission Strategy from March 2012 to April 2016. (Age 49; 29 years of service)
Shirley J. Turner Cleco Holdings Cleco Power	Vice President Customer Experience since April 2016; General Manager Customer Experience Management from March 2012 to April 2016. (Age 65; 43 years of service)
Marty A. Smith Cleco Holdings Cleco Power	Vice President - Marketing North since January 2017; General Manager Corporate Safety from April 2016 to January 2017; General Manager Distribution Engineering & Real Estate from February 2013 to April 2016. (Age 57; 27 years of service)
Eric A. Schouest Cleco Cajun	President since February 2019; Interim President from May 2018 to February 2019.
Cleco Holdings Cleco Power	Vice President - Governmental Affairs from March 2018 to May 2018; Vice President - Marketing South from August 2016 to March 2018; General Manager Governmental Affairs/Regulatory Sales from February 2013 to August 2016. (Age 53; 17 years of service)
Robert E. Adrian Cleco Cajun	Chief Operating Officer since November 2018; CEO, eServices, LLC from January 2012 to November 2018. (Age 59; <1 year of service)

Audit Committee

Cleco has a separately-designated standing audit committee. The members of Cleco's Audit Committee are Andrew Chapman, Richard Dinneny (who serves as Chair of the committee), Randy Gilchrist, and Peggy Scott. The Boards have determined that Andrew Chapman is the Audit Committee financial expert.

Code of Business Conduct & Ethics and Related Party Transactions

Cleco has adopted a Code of Conduct that applies to its principal executive officer, principal financial officer, principal accounting officer, and treasurer. Cleco also has adopted Ethics & Business Standards applicable to all employees and the Boards. In addition, the Boards have adopted Conflicts of Interest and Related Policies to prohibit certain conduct and to reflect the expectation of the Boards that their members engage in and promote honest and ethical conduct in carrying out their duties and responsibilities, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships and corporate opportunities. Under the Conflicts of Interest and Related Policies, Cleco considers transactions that are reportable under the SEC's rules for transactions with related parties to be conflicts of interest and prohibits them. Any request, waiver, interpretation or other administration of the policy shall be referred to the Governance and Public Affairs Committee. Any recommendations by the Governance and Public Affairs Committee to implement a waiver shall be referred to the full Boards for a final determination. The Code of Conduct for Financial Managers, Ethics & Business Standards, and

Conflicts of Interest and Related Policies are posted on Cleco's website at <https://cleco.com>; About Us-Leadership-Codes of Conduct. Each of these documents is also available free of charge by request sent to: Public Relations, Cleco, P.O. Box 5000, Pineville, LA 71361-5000.

Communications with the Boards

The Corporate Governance Guidelines provide for communications with the Boards by interested persons. In order for employees and other interested persons to make their concerns known to the Boards, Cleco has established a procedure for communications with the Boards through the Board's Chair. The procedure is intended to provide a method for confidential communication, while at the same time protecting the privacy of the members of the Boards. Any interested person wishing to communicate with the Boards, or the non-management members of the Boards, may do so by addressing such communication as follows:

Chair of the Boards of Managers
c/o Corporate Secretary
Cleco Holdings
P. O. Box 5000
Pineville, LA 71361-5000

Upon receipt, Cleco's Corporate Secretary will forward the communication, unopened, directly to the Chair of the Boards. The Chair will, upon review of the communication, make a determination as to whether it should be brought to the attention of the other non-management members and/or the management member of the Boards and whether any

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response should be made to the person sending the communication, unless the communication was made anonymously.

ITEM

11. EXECUTIVE
COMPENSATION

Leadership Development and Compensation Committee Interlocks and Insider Participation

The members of the Leadership Development and Compensation Committee (Committee) of the Boards who served during 2018 are named in the Report of the Leadership Development and Compensation Committee. No members of the Committee were officers or employees of the Company or any of its subsidiaries during 2018, were formerly Company officers or had any relationship otherwise requiring disclosure.

Compensation Discussion and Analysis (CD&A)

This section provides information about the compensation program in place for the Company's named executive officers who are included in the Summary Compensation Table. It includes a discussion and analysis of the overall objectives of our compensation program and each element of compensation the Company provides.

Executive Summary

2018 Business Highlights

In 2018, the Company performed well operationally and financially and initiated transformational strategic projects. Below are some of our accomplishments for the year:

Key Strategic Initiatives

Entered into the Purchase and Sale Agreement with NRG Energy and NRG South Central in which Cleco Cajun agreed to acquire from NRG Energy all of the outstanding membership interest in NRG South Central
Continued the \$147.5 million START project which includes replacement of and improvement to Cleco's enterprise business applications
Implemented several key elements of the safety strategy focused on improving employee and contractor safety to build a stronger safety culture
Continued capture of potential cost savings identified in the 2017 benchmarking opportunity assessment

Effective Utility Operations

Effectively restored power following four storms with a total cost of \$9.3 million

Key Capital Investments and Regulatory Outcomes

Continuing construction on the St. Mary Clean Energy Center project, the Terrebonne to Bayou Vista Transmission project, and the Bayou Vista to Segura Transmission project
Initiated construction on the Coughlin Pipeline project
Initiated the DSMART project

Compensation Philosophy

The compensation principles and philosophy of the Committee are:

• Executives should be rewarded on performance, and incentives should align interests between management and the Company;

•

Total remuneration (the sum of base salary, annual incentives, long-term incentives, and retirement benefits) should be aligned with the market median;

Newly hired and/or promoted executives should be transitioned to median over time as they become more proficient in their roles;

The mix of fixed compensation (base salary and retirement benefits) and variable/at-risk compensation (annual incentive and long-term incentive) should align with market by emphasizing variable/at-risk compensation; and

The competitive market for an executive's compensation will be based on comparable utilities and will not be adjusted for Cleco's privately held status or location.

Compensation Program Elements

The Committee targets total compensation (made up of the elements described below) to be competitive with the median of the Comparator Group, but individual positioning may vary above or below the median depending on each executive's experience, performance, and contribution to the Company. For 2018, we believe that we accomplished our philosophy through the following compensation and benefit components:

2018 Pay Element	Description
Base Salary	<ul style="list-style-type: none"> • Fixed pay element • Delivered in cash
Annual Cash Incentive (STIP)	<ul style="list-style-type: none"> • Performance-based annual incentive plan that pays out in cash • EBITDA is primary measure for the named executive officers • Additional metrics include safety, system reliability, customer service, generation fleet availability, and milestone measures
Long-Term Incentives	<ul style="list-style-type: none"> • Performance-based incentive paid in cash currently with a three-year cycle • Payout is contingent on ROE and EBITDA, each weighted at 50%
Benefits	<ul style="list-style-type: none"> • Broad-based benefits such as group medical, dental, vision, and prescription drug coverage; basic life insurance; supplemental life insurance; dependent life insurance; accidental death and dismemberment insurance; a defined benefit pension plan (for those employees hired prior to August 1, 2007); and a 401(k) Plan with a Company match for those employees hired before August 1, 2007, as well as a 401(k) Plan with an enhanced benefit for those employees hired on or after August 1, 2007; same as those provided to all employees
Executive Benefits	<ul style="list-style-type: none"> • Supplemental Executive Retirement Plan (closed to new participants in 2014) • Nonqualified Deferred Compensation Plan
Perquisites	<ul style="list-style-type: none"> • Limited to executive physicals, spousal/companion travel, and relocation assistance

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Roles and Responsibilities

Leadership Development and Compensation Committee

The Committee, which consists of one independent Board Manager and three investor Board Managers, is responsible for developing and overseeing the Company's executive compensation program. The Committee met five times during 2018, including three telephone meetings. Either the Chief Administrative Officer or the General Counsel and Chief Compliance Officer attended the Committee meetings on behalf of management but did not participate in the Committee's executive sessions.

The Committee's responsibilities, which are more fully described in its charter, include:

- establishing and overseeing the Company's executive compensation philosophy and goals and the programs which align with those;
- engaging and evaluating an independent compensation consultant;
- determining if the Company's executive compensation and benefit programs are achieving their intended purpose, being properly administered and creating proper incentives in light of the Company's risk factors;
- analyzing the executive compensation and benefits practices of peer companies and annually reporting to the Board or
- recommending for approval by the Board the overall design of the Company's executive compensation and benefit programs;
- annually evaluating the performance of the CEO and recommending to the Board adjustments in the CEO's compensation and benefits;
- annually reporting and recommending to the Board pay adjustments for the non-CEO executive officers (including new hires), which includes base salary and incentive plan targets;
- overseeing the administrative committees and periodically reviewing the Company's benefit plans, including retirement plans;
- annually reviewing the Committee's charter and revising as necessary; and
- annually ensuring there is a process for talent and succession management for executives.

The Compensation Consultant

The Committee engaged Pay Governance to consult on matters concerning executive officers' compensation and benefits. All executive compensation adjustments and award calculations for 2018 were reviewed by Pay Governance on behalf of the Committee. Pay Governance acted at the direction of the Committee and was independent of management. Pay Governance was responsible for:

- recommending a group of peer companies to use for market comparisons;
- reviewing the Company's executive compensation program, including compensation levels in relation to Company performance, pay opportunities relative to those at comparable companies, short- and long-term incentive targets and metrics, executive retirement benefits, and other executive benefits;
- reviewing the Company's Board of Manager compensation program;
- reporting on emerging trends and best practices in the area of executive and Board of Manager compensation; and
- attending the Committee meetings.

The Committee reviewed the firm's qualifications as well as its independence and the potential for conflicts of interest. The Committee concluded that Pay Governance is independent, and its services to the Committee do not create any conflicts of interest. The Committee has the sole authority to approve Pay Governance's compensation and determine

the nature and scope of its services. Pay Governance does not perform any other services for or receive any other fees from the Company.

CEO

The CEO makes recommendations to the Committee regarding base salary adjustments, cash incentives, and long-term incentive awards for executives other than himself. The CEO participates in meetings of the Committee to discuss executive compensation, including measures and performance targets but is subsequently excused to allow the independent members of the Committee to meet in executive session.

Evaluation and Design of the Compensation and Benefit Programs

The Committee believes that compensation and benefits for our executive officers who successfully enhance investors' value should be competitive with the compensation and benefits offered by similar companies in our industry to attract and retain the high quality executive talent required by the Company. The Committee examines executive officers' compensation against comparable positions using publicly available proxy data for a group of 14 industry peers (Peer Group) and utility industry survey data to help design and benchmark our executive officer compensation. This evaluation includes base salary, annual and long-term incentive plan targets, other potential awards, retirement benefits, and target total compensation. The Peer Group is used to track comparable performance of the long-term incentive plan. The combination of the Peer Group and the utility industry survey data is referred to as the "Comparator Group."

Three companies were removed from the Peer Group in 2018: MGE Energy, Great Plains Energy Incorporated, and Westar Energy. Four companies were added to the Peer Group in 2018: Pinnacle West Capital Corporation, Alliant Energy Corporation, Vectren Corporation, and Hawaiian Electric Industries, Inc. The Committee will continue to evaluate the Peer Group annually as companies are often acquired, taken private, or grow at a rate that renders them inappropriate for comparison purposes. The Committee evaluates the Peer Group to ensure that peer companies are of similar scope in relation to revenues, assets, and employee count and have a good operational fit.

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2018 Peer Group Companies

ALLETE, Inc.	Hawaiian Electric Industries, Inc.	Pinnacle West Capital Corporation
Alliant Energy Corporation	IDACORP, Inc.	PNM Resources, Inc.
Avista Corporation	NorthWestern Corporation	Portland General Electric Company
Black Hills Corporation	OGE Energy Corp.	Vectren Corporation
El Paso Electric Company	Otter Tail Corporation	

In setting executive compensation levels in 2018, the Committee also used utility industry survey data from the most recent Willis Towers Watson Energy Services Executive Compensation Database. Survey data provides a broader energy industry perspective. This survey data is used in conjunction with the Peer Group data as a competitive market reference point for the Committee to consider in determining pay levels.

Decisions Made in 2018 with Regard to Each Compensation and Benefit Component

Base Salary

The Committee strives to set base salary levels for the executive officers as a group, including the named executive officers, at a level approximating +/-10% of the Comparator Group market median for total remuneration.

Base salaries for the named executive officers in 2018 are shown in the table below:

Name	2018 Base Salary	2018 % Change
Mr. Fontenot ⁽¹⁾	\$ 575,000	34.8 %
Mr. Hasan	\$ 400,000	N/A
Ms. Callis	\$ 270,000	5.6 %
Mr. Bunting	\$ 246,000	3.2 %
Mr. LaBorde	\$ 240,000	4.2 %
Ms. Taylor	\$ 257,500	2.9 %

⁽¹⁾ Mr. Fontenot was promoted to CEO in January 2018.

Annual Cash Incentive

The Company maintains the STIP, an annual, performance-based cash incentive plan. The STIP applies to all regular, full-time employees, and it includes weighting for corporate and individual performance goals. The Committee targets STIP award opportunities for executive officers to approximate the median of the annual cash incentive target award of the Comparator Group. Payouts are capped at 200% of target.

The table below presents the target STIP opportunities for the named executive officers in 2018:

Name	Target as % of Base Salary
Mr. Fontenot	80%
Mr. Hasan ⁽¹⁾	50%
Ms. Callis	50%
Mr. Bunting	50%
Mr. LaBorde	50%
Ms. Taylor	50%

⁽¹⁾ Mr. Hasan will begin participation in the STIP in 2019.

The 2018 STIP award for the named executive officers was based on the corporate and individual performance measures described below. The 2018 corporate performance measures consisted of the six elements listed below (weighting):

- Safety (10%)
- Customer Satisfaction (10%)
- System Average Interruption Duration Index or SAIDI (10%)
- Equivalent Forced Outage Rate (demand) or EFORD (10%)
- EBITDA (35%)
- Milestone Measures (25%)

The Committee included Milestone Measures (Measures) in the 2018 STIP corporate metrics for the Executive Management Team (EMT) and other corporate officers weighted at 25%. These Measures were associated with progress milestones on key strategic corporate projects related to safety, the START project, and the Cleco Cajun Transaction. The Committee put the greatest emphasis on financial performance with EBITDA at 35%. In addition, to continually focus the executives and the entire organization on the importance of safety, customer satisfaction, system reliability, and generation fleet availability, 40% of the bonus opportunity was attributable to these operational measures.

Management recommended the STIP financial performance and other measures to the Committee. Based on the historical performance relative to target and the relative historical performance versus the Peer Group, the Committee reviews, revises as appropriate, and approves the STIP measures for the upcoming year.

Details Related to Corporate Performance Metrics Established to Determine 2018 STIP Award Levels

Metric # 1: Safety — For 2018, the Company included both the frequency of incidents represented by the Total Recordable Incident Rate (TRIR) and the severity of incidents represented by the Days Away, Restricted or Transferred (DART) rate for its safety measure. Each of these measures represents 5% of the overall STIP award for the corporate measures. The targets for both safety measures were based on the average rates of the companies in the Southeastern Electric Exchange, of which Cleco is a member, over the period 2016-2017.

SAFETY - TRIR MATRIX (5%)

Performance Level	% of TRIR Target Award Paid
At or below 0.655	0%
0.586 - 0.655	50%
0.515 - 0.585	100%
0.444 - 0.514	150%
Above 0.443	200%
2018 Result (0.941)	0%

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SAFETY - DART MATRIX (5%)

Performance Level	% of DART
	Target Award Paid
Below 0.359	0%
0.301 - 0.359	50%
0.242 - 0.300	100%
0.183 - 0.241	150%
Above 0.182	200%
2018 Result (0.342)	50%

Metric # 2: Customer Satisfaction — The Company included Customer Satisfaction in its performance measures in 2018 using the JD Power South Midsize segment (JD Power study) for comparison. For the STIP metric, the Company used the 2017 performance of the JD Power study to set the target. In addition, the Company compared its overall performance against the other companies in the JD Power study and allowed a payout only if the Company's performance improved more than that of the other companies in the JD Power study. This metric represents 10% of the overall STIP award for the corporate measures.

CUSTOMER SATISFACTION MATRIX (10%)

Performance Level	% of Customer Satisfaction
	Target Award Paid
Below 687	0%
687 - 705	50%
706 - 723	100%
724 - 735	150%
Above 736	200%
2018 Result (722)	100%

Metric # 3: SAIDI — SAIDI measures the average amount of time a customer's service is interrupted during the year and is measured in hours per customer per year. The 2018 SAIDI goal was based on the Company's long-term goal of consistent performance improvement. This metric represents 10% of the overall STIP award for the corporate measures.

SAIDI MATRIX (10%)

Performance Level	% of SAIDI
	Target Award Paid
Above 2.55	0%
2.45 to 2.55	50%
2.34 to 2.44	100%
2.23 to 2.33	150%
Below 2.22	200%
2018 Result (2.87)	0%

Metric # 4: EFORd — This metric represents the probability a generator will fail either completely or in part when its operation is required and is 10% of the overall STIP award for the corporate measures. The 2018 target was based on the Company's weighted average performance over the three-year period 2015-2017.

EFORd MATRIX (10%)

Performance Level	% of EFORd Target Award Paid
Above 5.71%	0%
5.48% - 5.71%	50%
5.23% - 5.47%	100%
4.98% - 5.22%	150%
Below 4.97%	200%
2018 Result (7.58%)	0%

Metric # 5: EBITDA — The following EBITDA matrix was developed to determine performance and payout ranges related to EBITDA performance in 2018. This measure represents 60% of the overall STIP award for the corporate measures for non-EMT and 35% of the overall STIP award for the corporate measures for EMT. The final percentage of the financial target award is interpolated based on the performance level.

EBITDA MATRIX (35%)

Performance Level	% of Financial Target Award Paid
At or below \$418.7 million	0 %
\$452.7 million	100 %
At or above \$486.7 million	200 %
2018 Result - \$458.0 million	115.6 %

Metric # 6: Milestone Measures — EMT had an additional STIP metric for 2018. This metric represents 25% of the overall STIP award for the corporate measures for EMT and measures progress on certain strategic initiatives. The three broad initiatives included safety (5%), the business application strategy (10%), and the Cleco Cajun Transaction (10%). The Committee evaluated the performance of each initiative and determined the 2018 result for the Milestone Measures to be 100%.

MILESTONE MEASURES (25%)

	% of Milestone Target Award Paid
2018 Result	100%

Total Payout for EMT: The calculated STIP payout for EMT was 78.0% of target. However, the Committee used discretion to increase the payouts to 83.5% of target based on its review of the Company's performance in 2018. The resulting total STIP corporate payout for 2018 was calculated as follows:

	% of Target	x Award Level	= % of Payout
Safety	10 %	25.0%	2.5 %
Customer Satisfaction	10 %	100%	10.0 %
SAIDI	10 %	0.0 %	0.0 %
EFORd	10 %	0.0 %	0.0 %
EBITDA	35 %	115%	40.5 %
Milestone Measures	25 %	100%	25.0 %
Total	100 %		78.0 %
Committee Discretion			5.5 %
Resulting Total Payout			83.5 %

The Committee also has the authority to adjust the amount of any individual STIP award upon recommendation by the CEO. Adjustments for the STIP participants, except for the

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named executive officers and other members of EMT, may be made by the CEO at his discretion. Adjustments are based on the annual performance review process.

Long-Term Compensation

In 2018, the Committee continued a cash-based LTIP and issued grants for the three-year cycle for the performance period ending December 31, 2020. The metrics for the LTIP are weighted 50% on the three-year average ROE and 50% on the three-year cumulative EBITDA.

Each executive officer's target LTIP award level is set, so in combination with other pay elements, it will deliver a total compensation opportunity comparable to that of our Peer Group. The chart below details the targeted opportunity for each of the named executives expressed as a percentage of base salary:

Name	Target as % of Base Salary
Mr. Fontenot	217 %
Mr. Hasan ⁽¹⁾	110 %
Ms. Callis	110 %
Mr. Bunting	110 %
Mr. LaBorde	80 %
Ms. Taylor	110 %

⁽¹⁾ Mr. Hasan will begin participation in the LTIP in 2019.

2017-2018 LTIP Award

The Leadership Development & Compensation Committee approved an overall award level of 133.5% of target for the LTIP two-year performance cycle that ended on December 31, 2018. This award level represents an average ROE of 9.804% and a cumulative EBITDA of \$935.2 million over the two-year performance period. This award will be paid in cash and is included in column G of the Summary Compensation Table for 2018.

Retirement Plans - Nonqualified Deferred Compensation Plan

The Company maintains a Deferred Compensation Plan so that members of the Boards, executive officers, and certain key employees may defer receipt and taxation of certain forms of compensation. Members of the Boards may defer up to 100% of their compensation; executive officers and other key employees may defer up to 50% of their base salary and up to 100% of their annual cash incentive. The use of deferred compensation plans is prevalent within our industry and within the companies in the Peer Group. The Company does not match deferrals or contribute to the plan. Actual participation in the plan is voluntary. The notional investment options made available to participants are selected by the CFO. The allocation of deferrals among investment options is made by individual participants. The notional investment options include money market, fixed income, and equity funds. No changes were made to the plan during 2018.

Retirement Plans - SERP

The Company maintains a SERP for the benefit of the executive officers who are designated as participants by the Committee. SERP was designed to attract and retain executive officers who have contributed and will continue to contribute to our overall success by ensuring that adequate compensation will be provided or replaced during retirement.

Benefits under SERP vest after ten years of service or upon death or disability while a participant is employed by the Company. The Committee may reduce the vesting period,

which typically would occur in association with recruiting efforts. Benefits, whether or not vested, are forfeited in the event a participant is terminated for cause.

Generally, benefits are based upon a participant's attained age at the time of separation from service. The maximum benefit is payable at age 65 and is 65% of final compensation. Payments from the Company's defined benefit pension plan (Pension Plan), certain employer contributions to the 401(k) Plan and payments paid or payable from prior and subsequent employers' defined benefit retirement or similar supplemental plans reduce or offset SERP benefits. If a participant has not attained age 55 at the time of separation and receives SERP benefits before attaining age 65, SERP benefits are actuarially reduced to reflect early payment. The "Pension Benefits" table lists the present value of accumulated SERP benefits for the named executive officers as of December 31, 2018.

In 2011, the Committee amended SERP to eliminate the business transaction benefit previously included in SERP, as well as the requirement that a SERP participant be a party to an employment agreement to receive change in control benefits.

In July 2014, the Cleco Corporation Board of Directors voted to close SERP to new participants. With regard to current SERP participants, two participants have agreed to fix the base compensation portion of their SERP calculation as of December 31, 2018. Additionally, they have agreed to use target rather than actual awards under the annual incentive plan for years 2016 and 2018 for the average incentive award portion of the SERP calculation. A third participant's SERP benefit will be set at a specified amount based upon the year of separation.

In the event a SERP participant's employment is involuntarily terminated by the Company without cause, or the participant terminates his or her employment on account of good reason, occurring within the 36-month period following a change in control event for all participants who commenced participation in SERP prior to October 28, 2011, or the 24-month period following a change in control event for all participants who commenced participation in SERP on or after October 28, 2011, such participant's benefit shall: (i) become fully vested; (ii) be increased by adding three years to an affected participant's age, subject to a minimum benefit of 50% of final compensation; and (iii) be subject to a modified reduction determined by increasing the executive's age by three years.

Change in Employment Status and Change in Control Events

During 2018, the Company had no employment agreements with named executives other than the agreement with Mr. Fontenot as President & Chief Executive Officer. The Company may enter into employment agreements with its executives generally in connection with recruiting efforts. The standard agreement provides for a non-renewing term, generally two years, and does not contain a change in control tax gross-up provision.

The Cleco Corporation Executive Severance Plan

In recognition of the non-renewal of executive employment contracts, the Cleco Corporation Board of Directors adopted the Cleco Corporation Executive Severance Plan (the Executive Severance Plan) on October 28, 2011. The Executive Severance Plan provides the executive officers and other key employees with cash severance benefits in the event

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of a termination of employment, including involuntary termination in connection with a change in control.

Perquisites and Other Benefits

The Company may make available the following perquisites to its executive officers:

Executive officer physicals - as a condition of receiving their STIP award, we require and pay for an annual physical for the executive officers and their spouses;

Spousal/companion travel - in connection with the various industry, governmental, civic, and entertainment activities of the executive officers, we pay for spousal/companion travel associated with such events;

Relocation program - in addition to the standard relocation policy available to all employees, we maintain a policy whereby the executive officers and other key employees may request that the Company pay real estate agent and certain other closing fees should the officer or key employee sell his/her primary residence or that the Company purchase the executive officer's or key employee's primary residence at the greater of its documented cost (not to exceed 120% of the original purchase price) or average appraised value. Typically, this occurs when an executive officer or key employee relocates at the Company's request; and

Purchase program - under the Executive Severance Plan, a covered executive officer may request the Company to purchase his/her primary residence in the event he or she is involuntarily terminated without cause or separates for good reason, either in connection with a change in control and further provided the executive officer relocates more than 100 miles from the residence to be purchased. Limits on the purchase amount are the same as the relocation program described above.

The Committee approves the perquisites based on what it believes is prevailing market practice, as well as specific Company needs. The Company believes the relocation program is an important element in attracting executive talent. Perquisite expenses related to business and spousal/companion travel for the executive officers are reviewed by internal audit and any exceptions are reported to the Audit Committee.

See the section titled "All Other Compensation" for details of these perquisites and their value for the named executive officers.

The executive officers, including the named executive officers, participate in the other benefit plans on the same terms as other employees. These plans include paid time off for vacation, sick leave, and bereavement; group medical, dental, vision, and prescription drug coverage (including the annual wellness program); basic life insurance; supplemental life insurance; dependent life insurance; accidental death and dismemberment insurance; defined benefit pension plan (for those hired prior to August 1, 2007); and the 401(k) Plan with a Company match for those employees hired before August 1, 2007, as well as a 401(k) Plan with an enhanced benefit for those employees hired on or after August 1, 2007.

Board Compensation

The Governance and Public Affairs Committee may engage the Committee's independent consultant from time to time to conduct market competitive reviews of the Board

compensation program. Details of the Boards' compensation are shown in the "Board of Manager Compensation" table.

Other Tools and Analyses to Support Compensation Decisions

Tally Sheets

At least annually, the Committee reviews tally sheets that set forth the items listed below. This review is conducted as part of the comparison of the compensation and benefit components that are prevalent within the Comparator Group.

The comparison facilitates discussion with the Committee's outside independent consultant as to the use and amount of each compensation and benefit component versus the applicable Peer Group.

Annual compensation expense for each named executive officer - this includes the rate of change in total cash compensation from year-to-year; the annual periodic cost of providing retirement benefits; and the annual cost of providing other benefits such as health insurance, as well as the status of any deferred compensation.

Reportable compensation - to further evaluate total compensation; to evaluate total compensation of the CEO compared to the other executive officers; and to otherwise evaluate internal equity among the named officers.

Post-employment payments - reviewed pursuant to the potential separation events discussed in "Potential Payments at Termination or Change in Control."

Trends and Regulatory Updates

As needed, and generally at least annually, the Committee reviews reports related to industry trends, legislative and regulatory developments, and compliance requirements based on management's analysis and guidance provided by Pay Governance, as applicable. Plan revisions and compensation program design changes are implemented as needed.

Risk Assessment

The Committee also seeks to structure compensation that will provide sufficient incentives for the executive officers to drive results while avoiding unnecessary or excessive risk taking that could harm the long-term value of the Company. The Committee believes that the following actions and/or measures help achieve this goal:

- the Committee reviews the design of the executive compensation program to ensure an appropriate balance between business risk and resulting compensation;
- the Committee allocates pay mix between base salary and performance-based pay to provide a balance of incentives;
- the design of the incentive measures is structured to align management's actions with the interests of the investors;
- incentive payments are dependent on the Company's performance measured against pre-established targets and goals and/or compared to the performance of companies in the Peer Group;
- the range and sensitivity of potential payouts relative to target performance are reasonable;
- the Committee imposes checks and balances on the payment of compensation discussed herein;
- detailed processes establish the Company's financial performance measures under its incentive plans; and

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incentive targets are designed to be challenging, yet achievable, to mitigate the potential for excessive risk-taking behaviors.

IRC Section 409A

IRC Section 409A generally was effective as of January 1, 2005. The section substantially modified the rules governing the taxation of nonqualified deferred compensation. The consequences of a violation of IRC Section 409A, unless corrected, are the immediate taxation of amounts deferred, the imposition of an excise tax and the assessment of interest on the amount of the income inclusion, each of which is imposed upon the recipient of the compensation. The plans, agreements and incentives subject to IRC Section 409A have been operated pursuant to and are in compliance with IRC Section 409A.

IRC Section 162(m)

IRC Section 162(m) limits to \$1,000,000 the amount Cleco may deduct in a tax year for compensation paid to the CEO and each of the three other most highly compensated executive officers (other than the CFO).

The Committee took actions considered appropriate to preserve the deductibility of compensation paid to executive officers, but the Committee did not adopt a formal policy that required all compensation to be fully deductible. As a result, the Committee may have paid or awarded compensation that it deemed necessary or appropriate to achieve our business goals and to align the interests of our executives with those of Cleco's investors, whether or not the compensation was performance-based within the meaning of IRC Section 162(m) or otherwise fully deductible.

Executive Officers' Compensation

Summary Compensation Table

Name and Principal Position	Year		Salary (\$)	Bonus (\$)	Non-Equity Incentive Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$)	Total (\$)
A	B	C	D	E	F	G	H	
William G. Fontenot, President & CEO	2018	\$552,885	\$ 0	\$ 819,412	\$ 0	\$ 12,921	\$1,385,218	
	2017	\$362,904	\$ 0	\$ 475,460	\$ 2,552,193	\$ 13,681	\$3,404,238	
	2016	\$279,625	\$ 0	\$ 186,907	\$ 308,118	\$ 351,738	\$1,126,388	
Kazi K. Hasan, ⁽¹⁾ CFO	2018	\$46,155	\$ 0	\$ 0	\$ 0	\$ 942	\$47,097	
Julia E. Callis, Chief Compliance Officer & General Counsel	2018	\$268,846	\$ 0	\$ 486,712	\$ 0	\$ 13,616	\$769,174	
	2017	\$253,462	\$ 0	\$ 285,550	\$ 439,225	\$ 20,292	\$998,529	
Anthony L. Bunting, Chief Administrative Officer	2018	\$245,389	\$ 0	\$ 452,027	\$ 886,982	\$ 18,806	\$1,603,204	
	2017	\$237,431	\$ 0	\$ 293,520	\$ 562,686	\$ 11,712	\$1,105,349	
	2016	\$225,627	\$ 0	\$ 137,127	\$ 698,496	\$ 240,627	\$1,301,877	

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Robert R. LaBorde, Jr., Vice President - Generation Operations & Environmental Services	2018	\$239,231	\$ 0	\$ 356,506	\$ 0	\$ 28,490	\$ 624,227
	2017	\$229,385	\$ 0	\$ 197,844	\$ 374,676	\$ 13,705	\$ 815,610

FORMER EXECUTIVE OFFICER:

Terry L. Taylor, ⁽²⁾ Former CFO	2018	\$256,923	\$ 0	\$ 474,391	\$ 375,791	\$ 271,666	\$ 1,378,771
	2017	\$248,462	\$ 0	\$ 280,452	\$ 770,627	\$ 17,057	\$ 1,316,598
	2016	\$219,051	\$ 0	\$ 129,353	\$ 202,970	\$ 219,872	\$ 771,246

(1) Mr. Hasan was hired as CFO on November 5, 2018.

(2) Ms. Taylor served as CFO until November 5, 2018 at which time she became Sr. Vice President - Special Projects. Ms. Taylor retired from the Company on December 31, 2018.

Amounts in this column include the change in pension value year over year. For 2018, this amount includes the change in pension value from 2017 to 2018. Negative changes in the pension value year over year are reported as \$0.

General

The Summary Compensation Table sets forth individual compensation information for the CEO, the CFO, and the three other most highly compensated executive officers of Cleco and its affiliates for services rendered in all capacities to Cleco and its affiliates during the fiscal years ended December 31, 2018, December 31, 2017, and December 31, 2016 (the “named executives” or “named executive officers”). Compensation components represent both payments made to the named executive officers during the year and other forms of compensation, as follows:

Column C, “Salary;” Column D, “Bonus;” Column E, “Non-Equity Incentive Plan Compensation;” and Column G, “All Other Compensation” represent cash compensation earned by the named executive in 2018, 2017, or 2016.

The amounts shown in Column F, “Change in Pension Value and Nonqualified Deferred Compensation Earnings,” represent changes in the actuarial value of accrued benefits during 2018, 2017, and 2016 under the Pension Plan and SERP, as applicable. Actuarial value computations are based on assumptions discussed in Part II, Item 8, “Financial Statements and Supplementary Data — Notes to the Financial Statements — Note 10 — Pension Plan and Employee Benefits.” The 2018 changes shown in Column F

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are due in part to the actuarial impact from an increase in the discount rate used to calculate future benefits under the Pension Plan and SERP. Negative changes, if any, are reported as zero. Mr. Bunting's and Ms. Taylor's increases were due to the significant increase in the final average earnings portion of their benefit calculation as the result of the 2017 bonus paid in 2018, as neither of their final average earnings calculations was frozen. This compensation will be payable to the named executive in future years, generally as post-employment retirement payments.

Salary

Data in Column C includes pay for time worked, as well as pay for time not worked, such as vacation, sick leave, jury duty, bereavement, and holidays. The salary level of each of the named executives is determined by a review of market data for companies comparable in size and scope to Cleco, as discussed under “— Compensation Discussion and Analysis — Decisions Made in 2018 with Regard to Each Compensation and Benefit Component — Base Salary.” In some instances, merit lump sum payments are used to recognize positive performance when base pay has reached or exceeded the Company's base pay policy target, and are included in the salary column. Deferral of 2018, 2017, and 2016 base pay made by Mr. LaBorde pursuant to the Deferred Compensation Plan also is included in the salary column and is further detailed in the “Nonqualified Deferred Compensation” table. Adjustments to base pay are recommended to the Committee typically on an annual basis, and if approved, usually are implemented in January. Base salary changes made in 2018 for our named executives and the reasons for those changes are discussed in “— Compensation Discussion and Analysis — Decisions Made in 2018 with Regard to Each Compensation and Benefit Component — Base Salary.”

Bonus

Column D, “Bonus” includes non-plan-based, discretionary incentives earned during 2018, 2017, or 2016. No such awards were earned in 2018, 2017, or 2016 by the named executive officers.

Non-Equity Incentive Plan Compensation

Column E, “Non-Equity Incentive Plan Compensation” contains cash awards earned during 2018 that will be paid in March 2019 under the STIP; earned during 2017 and paid in March 2018 under the STIP; and earned during 2016 and paid in December 2016 and/or March 2017 under the Pay for Performance Plan (PFP). Deferral of annual cash incentive payments made by Mr. Fontenot and Mr. LaBorde pursuant to the Deferred Compensation Plan also is included in Column E and is further detailed in the “Nonqualified Deferred Compensation” table. Column E also includes cash awards earned during 2018 that will be paid in February 2019 for the LTIP performance period ended December 31, 2018.

Change in Pension Value and Nonqualified Deferred Compensation Earnings

The values in Column F represent the aggregate increase in the actuarial present value of benefits earned by each named executive officer during 2018, 2017, and 2016 under the Pension Plan and SERP, including SERP's supplemental death benefit provision. These values do not represent cash received by the named executives in 2018, 2017, and 2016; rather, these amounts represent the present value of future retirement payments we project will be made to each named executive.

Changes in the present value of the Pension Plan and SERP benefits from December 31, 2017 to December 31, 2018; from December 31, 2016 to December 31, 2017; and from December 31, 2015 to December 31, 2016 result from an additional year of earned service, compensation changes and the increase (or decrease) in value caused by the change in the discount rate used to compute present value. (Generally, a decrease in the discount rate will increase the present value of benefits and an increase in the discount rate will decrease the present value.) If the discount rate increases by a large enough amount, it can cause the accrued pension and SERP liability to decline versus the prior year. When this

occurs, the values reported for Column F are zero.

The present value of the accumulated benefit obligation for each named executive officer is included in the table, "Pension Benefits." These values are reviewed by the Committee in conjunction with its annual tally sheet analysis. An explanation of why the Company uses SERP and its relationship to other compensation elements can be found in "Decisions Made in 2018 With Regard to Each Compensation and Benefit Component."

Column F also would include any above-market or preferential earnings on deferred compensation paid by the Company. There were no such preferential earnings paid by the Company in 2018, 2017, and 2016.

All Other Compensation

Payments made to or on behalf of our named executive officers in Column G, "All Other Compensation," include the following:

- Contributions by Cleco under the 401(k) Plan on behalf of the named executive officers;

- Term life insurance premiums paid for the benefit of the named executive officers;

- For 2016, the cash payout of restricted shares settled at the closing in accordance with the terms of the Merger Agreement;

- Spousal travel;

- For 2016, accumulated dividends paid for the LTIP three-year performance cycle ended December 31, 2015, as well as dividends paid on restricted shares settled at the closing of the 2016 Merger;

- For 2018, for Ms. Taylor, a cash retention payment for completing the transition of a new CFO prior to her retirement and a retirement incentive payment received under a plan for all employees who give a six-month retirement notice; and

- Federal Insurance Contributions Act (FICA) tax due currently and paid by the Company on the annual increase in the named executive officers' future SERP benefits.

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The value of the Column G items for 2018 for each named executive officer is as follows:

	Mr. Fontenot	Mr. Hasan	Ms. Callis	Mr. Bunting	Mr. LaBorde	Ms. Taylor
Cleco Contributions to 401(k) Plan	\$ 10,481	\$ 923	\$ 11,865	\$ 11,000	\$ 16,500	\$ 11,000
Taxable Group Term Life Insurance	791	19	350	830	350	1,382
Spousal Travel	1,649	0	0	0	0	0
Retirement Incentive	0	0	0	0	0	2,500
Retention Payment	0	0	0	0	0	250,000
FICA Tax on SERP	0	0	1,401	6,976	11,640	6,784
Total Other Compensation	\$ 12,921	\$ 942	\$ 13,616	\$ 18,806	\$ 28,490	\$ 271,666

Name	Grant Date	Estimated Future Payments Under Non-Equity Incentive Plan Awards (STIP) ⁽¹⁾		Estimated Future Payments Under Non-Equity Incentive Plan Awards (2018-2020 LTIP Grant)	
		Threshold (\$)	Maximum (\$)	Threshold Target (\$)	Maximum (\$)
A	B	C	D	F	G
Mr. Fontenot	01/01/18	\$0	\$460,000	\$0	\$1,250,000
Mr. Hasan ⁽¹⁾		\$0	\$0	\$0	\$0
Ms. Callis	01/01/18	\$0	\$135,000	\$0	\$297,000
Mr. Bunting	01/01/18	\$0	\$123,000	\$0	\$270,600
Mr. LaBorde	01/01/18	\$0	\$120,000	\$0	\$192,000
Ms. Taylor	01/01/17	\$0	\$128,750	\$0	\$283,250

⁽¹⁾ Mr. Hasan was not eligible to participate in the non-equity incentive plans for 2018.

General

The target values for each of the Company's incentive plans — the STIP and the LTIP — are determined as part of the Committee's review of executive officer compensation. The Committee's review, supported by data prepared by Pay Governance, includes comparisons of base salary and annual and long-term incentive levels of Cleco executive officers versus the Comparator Group as detailed in "— Compensation Discussion and Analysis — Evaluation and Design of the Compensation and Benefit Programs." Targets for both the STIP and the LTIP are set as a percentage of base salary and stated in their dollar equivalent in the table above.

Estimated Future Payments under Non-Equity Incentive Plan Awards (STIP)

See "— Compensation Discussion and Analysis — Decisions Made in 2018 with Regard to Each Compensation and Benefit Component — Annual Cash Incentive." for a discussion of our 2018 STIP award calculations.

Estimated Future Payments under Non-Equity Incentive Plan Awards (LTIP)

See "— Compensation Discussion and Analysis — Decisions Made in 2018 with Regard to Each Compensation and Benefit Component — Long-Term Compensation." for a discussion of our grants made in 2018.

Pension Benefits

Name	Plan Name(s)	Number of Present Value of Payments		
		Years of	Accumulated	During Last

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		Credited Service (#)	Benefit (\$)	Fiscal Year (\$)
Mr. Fontenot	Cleco Corporate Holdings LLC Pension Plan	32	\$ 1,572,077	\$ 0
	Cleco Corporation SERP	32	\$ 3,605,079	\$ 0
Mr. Hasan ⁽¹⁾	Cleco Corporate Holdings LLC Pension Plan	0	\$ 0	\$ 0
	Cleco Corporation SERP	0	\$ 0	\$ 0
Ms. Callis	Cleco Corporate Holdings LLC Pension Plan	0	\$ 0	\$ 0
	Cleco Corporation SERP	11	\$ 1,685,374	\$ 0
Mr. Bunting	Cleco Corporate Holdings LLC Pension Plan	26	\$ 1,501,655	\$ 0
	Cleco Corporation SERP	26	\$ 3,093,942	\$ 0
Mr. LaBorde ⁽²⁾	Cleco Corporate Holdings LLC Pension Plan	16	\$ 478,852	\$ 0
	Cleco Corporation SERP	10	\$ 1,369,911	\$ 0
Ms. Taylor	Cleco Corporate Holdings LLC Pension Plan	18	\$ 1,053,492	\$ 0
	Cleco Corporation SERP	18	\$ 2,838,284	\$ 0

⁽¹⁾ Mr. Hasan is not a participant in the SERP or the Pension Plan as he was hired after both plans were closed to new participants.

⁽²⁾ Mr. LaBorde has prior years of service credit under the Pension Plan. He is not currently a participant in the Plan because he was rehired after the Pension Plan was closed to new participants in 2007.

General

The Company provides executive officers who meet certain tenure requirements benefits from the Pension Plan and SERP. Vesting in the Pension Plan requires five years of service with the Company. With the exception of Ms. Callis, each of the named executive officers is fully vested in the Pension Plan. Ms. Callis having been hired after August 1, 2007, was not

eligible to participate in the Pension Plan and was included in an enhanced 401(k) Plan for those employees hired on or after August 1, 2007. Mr. LaBorde is fully vested in the Pension Plan based on previous service with the Company. Having been rehired after August 1, 2007, he was no longer eligible to participate in the Pension Plan and was included in an

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enhanced 401(k) Plan for those employees hired (or rehired) on or after August 1, 2007.

Vesting in SERP requires ten years of service. Under the terms of SERP, automatic vesting occurs upon a Change in Control if a participating executive is involuntarily terminated from the Company. Mr. Fontenot, Ms. Callis, Mr. Bunting, Mr. Laborde, and Ms. Taylor are all fully vested in the SERP based on years of service. Mr. Hasan is not a participant in the SERP.

The present value of each of the named executive officer's accumulated benefit values was actuarially calculated and represents the values as of December 31, 2018. These calculations were made using the projected unit credit method for valuation purposes and a discount rate of 4.35%. Other material assumptions relating to the valuation include use of the RP-2006 Employee and Healthy Annuitant gender distinct mortality tables projected generationally using Scale MP-2018, assumed retirement at age 65 and retirement payments in the form of joint and 100% survivor with 10 years certain payment, with the exception of Ms. Callis whose benefit is payable as a 10-year certain and life annuity. The sum of the change in actuarial value of the Pension Plan during 2018 and the change in value of SERP is included in Column F, "Change in Pension Value and Nonqualified Deferred Compensation Earnings," in the Summary Compensation Table. Negative changes, if any, are reported as zero.

Pension Plan

The Cleco Corporate Holdings LLC Pension Plan, restated effective August 1, 2015, is a defined benefit plan funded entirely by employer contributions. Effective August 1, 2007, the Pension Plan was closed to new participants.

Employees hired or rehired on or after August 1, 2007 are eligible to participate in an enhanced 401(k) Plan. Mr. Fontenot, Mr. Bunting, and Ms. Taylor were hired or rehired prior to August 1, 2007.

Benefits under the Pension Plan are determined by years of service, age at retirement, and highest total average compensation for any consecutive five calendar years during the last ten years of employment. Earnings include base pay, cash incentives, merit lump sums, imputed income with respect to life insurance premiums paid by the Company, pre-tax contributions to the 401(k) Plan, salary and bonus deferrals to the Deferred Compensation Plan, and any other form of payment taxable under IRC Section 3401(a). Earnings exclude reimbursement of expenses, gifts, severance pay, moving expenses, outplacement assistance, relocation allowances, welfare benefits, benefits accrued (other than salary and bonus deferrals) or paid pursuant to the Deferred Compensation Plan, the value of benefits accrued or paid (including dividends) under the LTIP, income from the exercise of stock options and income from disqualifying stock dispositions. For 2018, the amount of earnings was further limited to \$275,000 as prescribed by the IRS.

The formula for calculating the defined benefit under the Pension Plan is as follows:

1. Defined Benefit = Annual Benefit + Supplement Benefit
2. Annual Benefit = Final Average Earnings × Years of Service × Pension Factor
3. Supplement Benefit = (Final Average Earnings - Social Security Covered Compensation) × Years of Service × .0065

The pension factor varies with the retirement year. For 2018, the applicable factor was 1.25%. Social Security-covered income is prescribed by the IRS based on the year of birth.

Benefits from the Pension Plan are generally paid at normal, late or early retirement dates and are subject to a limit prescribed by the IRS, generally \$220,000 in 2018. Normal retirement at age 65 entitles the participant to a full pension. A participant may elect to delay retirement past age 65 as long as he/she is actively employed. Years of service continue to accumulate (up to a maximum of 35) and earnings continue to count toward the final earnings calculation. If a participant chooses to retire after age 55 but before normal retirement age, the amount of the annual pension benefit is reduced by 3% per year between ages 55 and 62. For example, the normal pension benefit at age 55 is reduced by 21%.

SERP

SERP is designed to provide retirement income of 65% of an executive officer's final compensation at normal retirement, age 65. Final compensation under SERP is based on the sum of the highest annual salary paid during the five years prior to termination of employment and the average of the three highest PFP Plan or STIP awards paid to the participant during the preceding 60 months. Final compensation also is determined without regard to the IRS limit on compensation. SERP benefit rate at normal retirement is reduced by 2% per year for each year a participant retires prior to age 65, with a minimum benefit rate of 45% at age 55. The final benefit rate also may be reduced further if a participant separates from service prior to age 55. This actuarially determined reduction factor is equivalent to that used in our Pension Plan, which is 3% for each year from age 55 to 62. For example, if a SERP participant were to terminate service at age 50 and start receiving his or her SERP benefit at age 55, his or her SERP benefit rate would be 35.6%. This is the product of the minimum SERP benefit of 45% reduced by another 21% for early commencement. The actual SERP benefit payments are reduced if a participant is to receive benefit payments from our Pension Plan, has received certain employer contributions related to our 401(k) Plan and/or is eligible to receive retirement-type payments from former employers and subsequent employers, if applicable. Mr. Olagues will receive reduced payments from SERP because of retirement-type payments received or to be received from a former employer.

SERP provides survivor benefits, which are payable to a participant's surviving spouse or other beneficiary. SERP also contains a supplemental death benefit that was added in 1999 to reflect market practice. If a SERP participant dies while actively employed, the amount of the supplemental death benefit is equal to the sum of two times the participant's annual base salary as of the date of death and the participant's target bonus payable under the annual incentive plan for the year in which death occurs. If a participant dies after termination of employment, the supplemental benefit is equal to the sum of the participant's final annual base salary and target bonus payable under the annual incentive plan for the year in which the participant retired or otherwise terminated employment. The supplemental death benefit is not dependent on years of service.

In July 2014, Cleco Corporation's Board of Directors closed SERP to new participants. In August 2016, the Company's Board of Managers voted to freeze salary and bonus components used in the final compensation calculation

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as of December 31, 2017, for two current participants including Ms. Callis and Mr. LaBorde. In December 2017, the Company entered into an employment agreement with Mr. Fontenot as its CEO, the terms of which amended the calculation of Mr. Fontenot's SERP benefit to include a fixed benefit depending upon the year Mr. Fontenot separates from the Company. With regard to other current SERP participants, including former employees or their beneficiaries, all terms of SERP will continue.

Estimated Annual Payments

The following table shows the estimated annual payments at age 55 (or actual attained age if greater than 55) to each of the named executives under the Pension Plan and SERP as of

December 31, 2018. Amounts shown for former executives reflect actual payments.

	Estimated Payments at Age 55 (or actual attained age if greater than 55)		
	Pension	SERP	Total
Mr. Fontenot	\$102,081	\$97,359	\$199,440
Mr. Hasan	\$0	\$0	\$0
Ms. Callis	\$0	\$110,967	\$110,967
Mr. Bunting	\$90,244	\$117,516	\$207,760
Mr. LaBorde	\$40,020	\$64,566	\$104,586
Ms. Taylor ⁽¹⁾	\$66,664	\$169,543	\$236,207

⁽¹⁾ Actual payments to Ms. Taylor following her retirement on December 31, 2018.

Nonqualified Deferred Compensation

Name	Executive officer contributions in 2018 (\$) ⁽¹⁾	Company contributions in 2018 (\$)	Aggregate earnings in 2018 (\$) ⁽²⁾	Aggregate withdrawals/distributions in 2018 (\$)	Aggregate balance at December 31, 2018 (\$) ⁽³⁾
A	B	C	D	E	F
Mr. Fontenot	\$ 223,142	\$ 0	\$ 0	\$ 0	\$ 1,134,574
Mr. Hasan	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Ms. Callis	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Mr. Bunting	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Mr. LaBorde	\$ 34,303	\$ 0	\$ 0	\$ 0	\$ 401,571
Ms. Taylor	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

⁽¹⁾ The amounts in Column B represent deferrals of salary and non-equity incentive compensation payments made to the named executive officers during 2018 and are included in the amounts shown in Columns C and G, respectively, of the Summary Compensation Table.

⁽²⁾ The aggregate earnings shown in Column D are not included in the Summary Compensation Table. Negative returns are reflected as zero.

⁽³⁾ The aggregate balances shown in Column F include amounts reported as salary and non-equity incentive compensation payments in the Summary Compensation Table for the current fiscal year, as well as previous years and the earnings on those amounts.

Deferred Compensation

Named executives and other key employees are eligible to participate in the Company's Deferred Compensation Plan. Participants are allowed to defer up to 50% of their base salary and up to 100% of their annual cash incentive, as reported in Columns C and G in the Summary Compensation Table. Consequently, the executive officer contributions listed in Column B above are made by the participant and not by Cleco. Mr. Fontenot and Mr. LaBorde elected to participate in the Deferred Compensation Plan during 2018. All deferral elections for 2018 were made prior to the beginning of 2018 as required by the regulations under IRC Section 409A. There are no matching contributions made by the Company.

Deferrals become general funds for use by the Company to be repaid to the participant at a pre-specified date. Short-term deferrals may be paid out as early as five years following the end of the plan year (i.e., the year in which compensation was earned). Retirement deferrals are paid at the later of termination of service or the attainment of an age specified by the participant. A bookkeeping account is maintained for each participant that records deferred salary and/or bonus, as well as earnings on deferred amounts. Earnings are determined by the performance of notional investment alternatives, which are similar to the investments available under the 401(k) Plan. Participants select which of these alternatives will be used to determine the earnings on their own accounts. The Deferred Compensation Plan is not intended to provide for the payment of above-market or preferential earnings (as these terms are defined under the SEC regulations) on compensation deferred under the plan. As such, the Deferred Compensation Plan does not provide a guaranteed rate of return.

Potential Payments at Termination or Change in Control

The following tables "Potential Payments at Termination or Change in Control" detail the estimated value of payments and benefits provided to each of our named executive officers assuming the following separation events occurred as of December 31, 2018: termination by the executive; disability; death; retirement; constructive termination; termination by the Company for cause; and termination in connection with a change in control. The Company has selected these events based on long-standing provisions in our employee benefit plans such as the Pension Plan and 401(k) Plan, or because their use is common within the industry and Comparator Group. Some of the potential severance payments are governed by the separate documents establishing the STIP, LTIP, and SERP.

At its October 2011 meeting, Cleco Corporation's Compensation Committee approved the Executive Severance Plan to provide severance benefits to executive officers. In October and December 2014 and July 2015, the Cleco Corporation's Compensation Committee approved amendments to the Executive Severance Plan. At December 31, 2018, all of the named executive officers, other than the former executive officers, were covered by the Executive Severance Plan.

The following narrative describes the type and form of payments and benefits for each separation event. The tables under "Potential Payments at Termination or Change in Control" provide an estimate of potential payments and benefits to each named executive officer under each separation event. Throughout this section, reference to "executive officers" is inclusive of named executive officers.

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Termination by the Executive

If an executive officer resigns voluntarily, no payments are made or benefits provided other than those required by law.

Disability

Annual disability benefits are payable when a total and permanent disability occurs and are paid until the executive officer's normal retirement age, which is age 65. This benefit is provided under SERP and is paid regardless of whether the executive was vested in SERP at the time of disability. At age 65, a disabled executive is eligible to receive annual retirement benefits under the Pension Plan, for those who are participants, and SERP as outlined under the headings "Pension Plan" and "SERP," respectively. The executive officer also is eligible to receive a one-time, prorated share of the current year's STIP award and a prorated award for each LTIP performance cycle in which he/she participates to the extent those performance cycles award at their completion.

Death

A prorated share of the current year's STIP award and a supplemental death benefit provided from SERP are paid to an executive officer's designated beneficiary in the event of death in service. Both are one-time payments. The executive officer's designated beneficiary also is eligible to receive a prorated award for each LTIP performance cycle in which the executive officer participates to the extent those performance cycles award at their completion.

Annual survivor benefits are payable to an executive officer's surviving spouse for his/her life, or if there is no surviving spouse, to the executive officer's designated beneficiary for a period of ten years or, if no designated beneficiary is named, to the executive officer's estate for a period of ten years. Amounts are calculated under the provisions of the Pension Plan and SERP. Please see the discussion under the headings "Pension Plan" and "SERP," respectively, as well as SERP provisions relating to death while in service. Survivor benefits are paid from SERP regardless of vested status in SERP at the time of death. The SERP supplemental death benefit is paid only to executives who were employed by the Company on or after December 17, 1999. All of our named executives are eligible for the death benefit.

Retirement

In the event of early or normal retirement, the executive officer is eligible to receive a prorated share of the current year's STIP award and at least a prorated award for each LTIP performance cycle in which he/she participates to the extent those performance cycles award at their completion. Retirement benefits are provided pursuant to the Pension Plan and SERP. Payments are made monthly and are calculated using the assumptions described in the discussion following the "Pension Benefits" table.

Constructive Termination

Payments made and benefits provided upon a constructive termination are ordinarily greater than payments made on account of an executive officer's retirement, death or disability because separation effectively is initiated by the Company. Certain payments are made contingent upon the execution of a waiver, release and covenants agreement in favor of the Company. Constructive termination also may be initiated by an executive officer if there has been (i) a material reduction in

his/her base compensation, other than a reduction uniformly applicable to all executive officers; and (ii) a contemporaneous, material reduction in his/her authority, job duties, or responsibilities.

Under the terms of the Executive Severance Plan, an executive would receive constructive termination payments including up to 52 weeks of base compensation, up to \$50,000 in lieu of outplacement services and reimbursement of premiums paid to maintain coverage under our medical plan for up to 18 months. The executive also would be eligible

for a prorated portion of the current year's payout under the STIP and a prorated award for the LTIP performance cycles in which he/she participates to the extent those performance cycles award at their completion.

If the executive officer has vested retirement benefits and has attained eligible retirement age, he/she would receive retirement benefits as described under "Pension Benefits."

Termination for Cause

"Cause" is defined as an executive's (i) intentional act of fraud, embezzlement or theft in the course of employment or other intentional misconduct that is materially injurious to the Company's financial condition or business reputation; (ii) intentional damage to Company property, including the wrongful disclosure of its confidential information; (iii) willful and intentional refusal to perform the essential duties of his/her position; (iv) failure to fully cooperate with government or independent agency investigations; (v) conviction of a felony or crime involving moral turpitude; (vi) willful, reckless, or negligent violation of the material provisions of Cleco's Code of Conduct; or (vii) intentional, reckless, or intentional acts or failures to act in a manner which materially compromises his/her ability to perform the essential duties of his/her position; or (viii) willful, reckless, or negligent violation of rules related to the Sarbanes-Oxley Act or rules adopted by the SEC. No payments, other than those required by law, are made or benefits provided under the Executive Severance Plan if an executive officer is terminated for cause. If an executive officer is vested in SERP, that benefit is forfeited. The value of that forfeiture is shown as a negative number in the separation payments tables.

Change in Control

The term "Change in Control" is defined in the LTIP. One or more of the following triggering events constitute a Change in Control:

Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act), other than the Company or an Affiliate or any "person" who on the effective date of this Plan is a director, officer, or is the "beneficial owner" (as determined in Rule 13d-3 promulgated under the Exchange Act) of 20% or more of the combined voting power of outstanding securities of the Company or an employee stock ownership plan (within the meaning of Code Section 4975(e)(7)) sponsored by the Company or an Affiliate, is or becomes the "beneficial owner" (as determined in Rule 13d-3 promulgated under the Exchange Act) of 80% or more of the combined voting power of the outstanding securities of the Company;

The Company is party to a merger or consolidation with another entity and, as a result of such transaction, 80% or more of the combined voting power of outstanding securities of the Company or its successor in the merger (or a direct or

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indirect parent company of the Company or its successor in the merger) is owned in the aggregate by persons who were not “beneficial owners” (as determined in Rule 13d-3 promulgated under the Exchange Act) of securities of the Company immediately before such transaction;

- The Company sells, leases, or otherwise disposes of, in one transaction or in a series of related transactions, all or substantially all of its assets;
 - The owners of the Company approve a plan of dissolution or liquidation; or
- All or substantially all of the assets or the issued and outstanding membership interests of Cleco Power LLC is sold, leased or otherwise disposed of in one or a series of related transactions to a person, other than the Company or an Affiliate.

Except as described below, payments are made and benefits provided only if an executive’s employment is terminated during the 60-day period preceding or the 24-month period following the Change in Control.

Termination must be involuntary and by the Company without cause or initiated by the executive on account of “Good Reason.” Good reason means that (i) a Participant’s base compensation in effect immediately before the commencement of a Change in Control Period is materially reduced, or there is a material reduction or termination of such Participant’s rights to any employee benefit in effect immediately prior to such period; (ii) a Participant’s authority, duties or responsibilities are materially reduced from those in effect immediately before the commencement of a Change in Control Period, or such Participant has reasonably determined that, as a result of a change in circumstances that materially affects his or her employment with the Company, he or she is unable to exercise the authority, power, duties and responsibilities assigned to him or her immediately before the commencement of such period; or (iii) a Participant is required to transfer to an office or business location that is more than 60 miles from the primary location to which he or she was assigned prior to the commencement of a Change in Control Period. No event or condition shall constitute Good Reason hereunder unless (a) a Participant provides to the Committee written notice of his or her objection to such event not later than 60 days after such Participant first learns, or should have learned, of such event; (b) such event is not corrected by the Company promptly after receipt of such notice, but in no event more than 30 days after receipt thereof; and (c) such

Participant Separates from Service not more than 15 days following the expiration of the 30-day period described in clause (b) hereof. The executive also must satisfy the conditions included in the waiver, release and covenants agreement defined in the Executive Severance Plan.

Under the Executive Severance Plan, an executive would receive an amount up to two times the sum of annualized base salary and the average non-equity incentive plan bonus over the last three fiscal years and reimbursement of COBRA premiums for up to 24 months. Payments may also include the purchase of the executive officer’s primary residence and reimbursement of relocation expenses, but only if the executive relocates his/her primary residence more than 100 miles. No excise tax payments or gross-ups are made; instead, benefits will be reduced to avoid the imposition of the tax. The numbers shown below do not give effect to this reduction.

Subject to the conditions described above, upon a Change in Control, SERP benefits are: (i) fully vested; (ii) increased by adding three years to an affected executive’s age, subject to a minimum benefit of 50% of compensation; and (iii) subject to a modified actuarial reduction determined by increasing the executive’s age by three years.

If an executive officer is vested and of eligible retirement age, he or she may become eligible to begin to receive the annual retirement benefit described above upon a Change in Control.

The following tables set forth the value of post-employment payments and benefits that are not generally made available to all employees. Each separation event is assumed to occur on December 31, 2018. Retirement is assumed to occur at age 55 or the named executive officer’s actual attained age if greater than 55. Estimated payments under our STIP and LTIP for disability, death, retirement and constructive termination are uncertain until the completion of the performance period/cycle. In the case of the STIP, the performance period is the current fiscal year. The estimated

payment for the home purchase and relocation is a projection of the expense to the Company to sell the named executive officer's principal residence including any loss avoided by the named executive officer by having the right to sell the residence to the Company, plus the projected cost to the Company to relocate the named executive officer. Pursuant to Item 401(j) of Regulation S-K, the separation events disclosed in this Annual Report on Form 10-K are assumed to occur in the past, as of December 31, 2018.

Mr. Fontenot

Value of Payment/Benefit	Termination by Executive	Disability	Death	Retirement ⁽¹⁾	Constructive Termination	Termination for Cause	Change in Control
Cash Severance	\$ 0	\$0	\$0	\$0	\$575,000	\$0	\$1,515,931
Annual Cash Bonus	0	378,962	378,962	378,962	378,962	0	0
Long-Term Incentive	0	1,077,217	1,077,217	1,077,217	1,077,217	0	1,910,000
Cash Payment in Lieu of Outplacement Services	0	0	0	0	50,000	0	0
Present Value of Incremental SERP Payments ⁽¹⁾	0	770,973	2,644,133	0	0	(1,764,990)	1,472,858
SERP Supplemental Death Benefit	0	0	1,418,270	0	0	0	0
Purchase of Principal Residence/Relocation	0	0	0	0	0	0	83,500
COBRA Medical Coverage	0	0	0	0	32,787	0	43,716
Total Incremental Value	\$ 0	\$2,227,152	\$5,518,582	\$1,456,179	\$2,113,966	\$(1,764,990)	\$5,026,005

⁽¹⁾ As of December 31, 2018, Mr. Fontenot was vested in SERP payments, which would be forfeited upon termination for cause.

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Mr. Hasan

Value of Payment/Benefit	Termination by Executive	Disability	Death	Retirement	Constructive Termination ⁽¹⁾	Termination for Cause	Change in Control
Cash Severance	\$ 0	\$ 0	\$ 0	\$ 0	\$ 400,000	\$ 0	\$800,000
Annual Cash Bonus	0	0	0	0	0	0	0
Long-Term Incentive	0	0	0	0	0	0	0
Cash Payment in Lieu of Outplacement Services	0	0	0	0	25,000	0	0
Present Value of Incremental SERP Payments	0	0	0	0	0	0	0
SERP Supplemental Death Benefit	0	0	0	0	0	0	0
Purchase of Principal Residence/Relocation Expenses	0	0	0	0	0	0	83,500
COBRA Medical Coverage	0	0	0	0	0	0	43,716
Total Incremental Value	\$ 0	\$ 0	\$ 0	\$ 0	\$ 425,000	\$ 0	\$927,216

⁽¹⁾ As of December 31, 2018, Mr. Hasan was not eligible for retirement.

Ms. Callis

Value of Payment/Benefit	Termination by Executive	Disability	Death	Retirement	Constructive Termination ⁽¹⁾	Termination for Cause	Change in Control
Cash Severance	\$ 0	\$0	\$0	\$ 0	\$270,000	\$0	\$778,999
Annual Cash Bonus	0	112,243	112,243	0	112,243	0	0
Long-Term Incentive	0	660,468	660,468	0	660,468	0	858,000
Cash Payment in Lieu of Outplacement Services	0	0	0	0	25,000	0	0
Present Value of Incremental SERP Payments ⁽²⁾	0	1,412,220	321,381	0	0	(1,502,599)	292,627
SERP Supplemental Death Benefit	0	0	672,115	0	0	0	0
Purchase of Principal Residence/Relocation Expenses	0	0	0	0	0	0	83,500
COBRA Medical Coverage	0	0	0	0	20,268	0	27,024
Total Incremental Value	\$ 0	\$2,184,931	\$1,766,207	\$ 0	\$1,087,979	\$(1,502,599)	\$2,040,150

⁽¹⁾ As of December 31, 2018, Ms. Callis was not eligible for retirement.

⁽²⁾ As of December 31, 2018, Ms. Callis was vested in SERP payments, which would be forfeited upon termination for cause.

Mr. Bunting

Value of Payment/Benefit	Termination by Executive	Disability	Death	Retirement	Constructive Termination	Termination for Cause	Change in Control
Cash Severance	\$ 0	\$0	\$0	\$0	\$246,000	\$0	\$726,629
Annual Cash Bonus	0	102,450	102,450	102,450	102,450	0	0
Long-Term Incentive	0	614,347	614,347	614,347	614,347	0	794,310
Cash Payment in Lieu of Outplacement Services	0	0	0	0	25,000	0	0
Present Value of Incremental SERP Payments ⁽¹⁾	0	443,976	1,264,688	0	0	(2,116,711)	554,141
SERP Supplemental Death Benefit	0	0	613,473	0	0	0	0
Purchase of Principal Residence/Relocation Expenses	0	0	0	0	0	0	83,500

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COBRA Medical Coverage	0	0	0	0	22,161	0	29,548
Total Incremental Value	\$ 0	\$ 1,160,773	\$2,594,958	\$ 716,797	\$ 1,009,958	\$ (2,116,711)	\$2,188,128

(1) As of December 31, 2018, Mr. Bunting was vested in SERP payments, which would be forfeited upon termination for cause.

Mr. LaBorde

Value of Payment/Benefit	Termination by Executive	Disability	Death	Retirement	Constructive Termination ⁽¹⁾	Termination for Cause	Change in Control
Cash Severance	\$ 0	\$0	\$0	\$ 0	\$ 240,000	\$0	\$724,508
Annual Cash Bonus	0	110,866	110,866	0	110,866	0	0
Long-Term Incentive	0	432,307	432,307	0	432,307	0	560,000
Cash Payment in Lieu of Outplacement Services	0	0	0	0	20,000	0	0
Present Value of Incremental SERP Payments ⁽²⁾	0	1,364,345	1,096,173	0	0	(987,287)	)297,056
SERP Supplemental Death Benefit	0	0	574,154	0	0	0	0
Purchase of Principal Residence/Relocation Expenses	0	0	0	0	0	0	83,500
COBRA Medical Coverage	0	0	0	0	20,453	0	40,907
Total Incremental Value	\$ 0	\$ 1,907,518	\$2,213,500	\$ 0	\$ 823,626	\$ (987,287)	)\$1,705,971

(1) As of December 31, 2018, Mr. LaBorde was not eligible for retirement.

(2) As of December 31, 2018, Mr. Laborde was vested in SERP payments, which would be forfeited upon termination for cause.

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BOARD OF MANAGERS COMPENSATION

2018 Board of Managers Compensation

Name ⁽¹⁾	Fees Earned or Paid in Cash and/ or Stock (\$)	Total (\$)
A	B	C
Rick Gallot	\$ 136,676	\$136,676
Randy Gilchrist	\$ 136,676	\$136,676
Peggy Scott	\$ 203,365	\$203,365
Melissa Stark	\$ 3,750	\$3,750
Bruce Wainer	\$ 136,676	\$136,676

⁽¹⁾Messrs. Chapman, Dinneny, Leslie, Perry, Rubin, and Turner were appointed to the Boards by the Owner Group and do not receive additional compensation for their service on the Boards.

General

Column B, “Fees Earned or Paid in Cash and/or Stock” represents cash compensation earned and/or received in 2018. A non-management Board Manager may elect to participate in the Company’s Deferred Compensation Plan and defer the receipt of all or part of his or her fees. Benefits are equal to the amount credited to each Board Manager’s individual account based on compensation deferred plus applicable investment returns as specified by the director upon election to participate in the plan. Investment options are similar to those provided to participants in the 401(k) Plan. Funds may be reallocated between investments at the discretion of the Board Manager. Accounts, which may be designated separately by deferral year, are payable in the form of a single-sum payment or in the form of substantially equal annual installments, not to exceed 15, when a Board Manager ceases to serve on the Board or attains a specified age.

Fees Earned or Paid in Cash and/or Stock

Between January 1 and May 1, 2018, each Board Manager who is not a Cleco employee or appointed by the Owner Group, except Ms. Stark, received an annual cash retainer of \$130,000. Beginning May 1, 2018, each such Manager was compensated at an annual rate of \$140,000. Ms. Stark received an annual cash retainer of \$3,750. Each committee chair who is not a Cleco employee or appointed by the Owner Group received an additional annual retainer of \$20,000. Between January 1 and May 1, the non-management Chair of the Boards received an additional annual retainer of \$50,000. Beginning May 1, 2018, the non-management Chair was compensated with an additional retainer of \$75,000.

Board Managers are permitted to defer receipt of their fees under the Company’s Deferred Compensation Plan. Messrs. Gallot and Gilchrist elected to defer all or a portion of their fees in 2018.

Cleco reimburses Board Managers for travel and related expenses incurred for attending meetings of Cleco’s Boards and Board committees, including travel costs for spouses/companions. No expenses for spousal/companion travel were incurred during 2018.

Cleco also provides its Board Managers who are not employed by Cleco or appointed by the Owner Group with \$200,000 of life insurance and permanent total disability coverage under a group accidental death and dismemberment plan maintained by Cleco Power. The total 2018 premium for all coverage (exempt employees, officers and Board Managers) under this plan was \$6,450.

Interests of the Board of Managers

In 2018, no non-management member of Cleco's Boards performed services for or received compensation from Cleco or its affiliates except for those services relating to his or her duty as a member of Cleco's Boards.

REPORT OF THE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE

The Leadership Development and Compensation Committee of the Boards (see "Boards of Managers of Cleco" above and "Director Independence and Related Party Transactions" below), includes four managers, one of whom meets the additional requirements for independence which were adopted by the Board. The Leadership Development and Compensation Committee operates under a written charter last revised in February 2018, a copy of which is posted on Cleco's web site at www.cleco.com; About Us; Leadership; Board Committees. A copy of this charter also is available free of charge by request sent to: Public Relations, Cleco, P.O. Box 5000, Pineville, LA 71361-5000.

The Leadership Development and Compensation Committee was constituted in April 2016.

Based on the review and discussions referred to above, the Leadership Development and Compensation Committee recommended to the Company's Boards that the CD&A and related required compensation disclosure tables be included in the this Annual Report on Form 10-K and filed with the SEC.

The Leadership Development and Compensation Committee of the Boards of Managers of Cleco Holdings and Cleco Power

Christopher Leslie, Chair
Andrew Chapman
Rick Gallot
Steven Turner

Compensation Committee Interlocks and Insider Participation

The members of the Leadership Development and Compensation Committee are set forth above. There are no matters relating to interlocks or insider participation of the Leadership Development and Compensation Committee members that Cleco is required to report.

CEO Pay Ratio

The aggregate compensation of the executive who served in the CEO role in 2018 (Mr. Fontenot) was \$1,409,794.

This amount differs from the aggregate amount reflected in the Summary Compensation Table included in this Annual Report on Form 10-K because of the inclusion of the value of the Company's contribution to health and welfare benefits. The median employee's annual total compensation for 2018 was \$107,854, calculated including the same components of total pay as was used for Mr. Fontenot. As a result, we estimate that the CEO's 2018 annual total compensation was 13.1 times that of the median employee's annual total compensation. The median employee was determined based on employees of the Company on December 31, 2018, using the consistently applied compensation measure of target total cash compensation (including base salary and target bonus). Target total cash compensation was annualized for those employees that were not employed for the full year of 2018.

We believe that the above pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. In addition, because the SEC rules for identifying the median employee allow companies to adopt a

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variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported

above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

ITEM 12.

SECURITY
OWNERSHIP OF
CERTAIN
BENEFICIAL
OWNERS AND
MANAGEMENT
AND RELATED
STOCKHOLDER
MATTERS

Security Ownership of Directors and Management and Certain Beneficial Owners

Upon the closing of the 2016 Merger on April 13, 2016, all shares of Cleco Corporation common stock were exchanged for consideration of \$55.37 per share. Following the closing of the 2016 Merger, there are no longer any outstanding shares of Cleco Corporation common stock.

Equity Compensation Plan Information

Cleco has no compensation plans under which equity securities are awarded.

ITEM

13. CERTAIN
RELATIONSHIPS
AND RELATED
TRANSACTIONS,
AND DIRECTOR
INDEPENDENCE

Director Independence and Related Party Transactions

Cleco's Boards have adopted categorical standards to assist them in making determinations of managers' independence. These categorical standards are posted on Cleco's web site at www.cleco.com; Leadership-Governance Guidelines. A copy of the standards is also available free of charge by request sent to: Public Relations, Cleco, P.O. Box 5000, Pineville, LA 71361-5000. The Boards have determined that Rick Gallot (member of the Boards of Cleco Group, Cleco Holdings and

Cleco Power), Randy Gilchrist (member of the Boards of Cleco Group, Cleco Holdings and Cleco Power), Peggy Scott (member of the Boards of Cleco Group, Cleco Holdings, and Cleco Power), Melissa Stark (member of the Board of Cleco Power), and Bruce Wainer (member of the Boards of Cleco Group, Cleco Holdings and Cleco Power) are independent within the meaning of the categorical standards adopted by the Boards.

Cleco has no relationships to report under Item 407(a)(3)4.

ITEM

14. PRINCIPAL
ACCOUNTANT
FEES AND
SERVICES

Aggregate fees for professional services rendered by PricewaterhouseCoopers LLP (PwC) for the years ended December 31, 2018, and 2017, respectively, were as follows:

	2018	2017
Audit fees	\$1,801,292	\$1,595,605
Audit related fees	1,376,880	132,000
Tax fees	383,112	219,564
Other fees	4,725	41,212
Total	\$3,566,009	\$1,988,381

The Audit fees include professional fees rendered by PwC for financial statement audits and reviews under statutory or regulatory requirements and services that generally only the auditor reasonably can provide, including issuance of comfort letter and consents for debt and equity issuances and other asset services required by statute or regulation. The Audit related fees consist of assurance and related services that are traditionally performed by the auditor such as accounting assistance and due diligence in connection with proposed acquisitions or sales, consulting concerning financial accounting and reporting standards and audits of stand-alone financial statements or other assurance services not required by statute or regulation.

The Tax fees consist of professional services rendered by PwC for tax compliance, tax planning and tax advice, and consulting services, including assistance and representation in connection with tax audits and appeals, tax advice related to proposed acquisitions or sales, employee benefit plans and requests for rulings or technical advice from taxing authorities.

The Other fees primarily reflect costs for consulting services and an accounting research software license.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has established a policy requiring its pre-approval of all audit and non-audit services provided by the independent registered public accounting firm. The policy requires the general pre-approval of annual audit services and specific pre-approval of all other permitted services. In determining whether to pre-approve permitted services, the Audit Committee considers whether such services are consistent with SEC rules and regulations.

Furthermore, requests for pre-approval for services that are eligible for general pre-approval must be detailed as to the services to be provided. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval and the fees for the services performed to date. During 2018 and 2017, all audit and non-audit fees were pre-approved by the Audit Committee in accordance with the policy described above and pursuant to applicable rules of the SEC.

For the fiscal years ended December 31, 2018, and 2017, professional services provided for Cleco Power that were directly billed to Cleco Holdings, were allocated to Cleco Power though not billed directly to Cleco Power. The following is Cleco Power's allocation of professional services provided by PwC:

	2018	2017
Audit fees	\$1,800,442	\$1,589,633
Audit related fees	1,376,597	131,657
Tax fees	382,927	218,727
Other fees	4,723	41,055
Total	\$3,564,689	\$1,981,072

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PART
IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

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<u>Consolidated Balance Sheets at December 31, 2018, and 2017</u>	<u>53</u>
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<u>Consolidated Statements of Changes in Equity for the years ended December 31, 2018, and 2017, April 13, 2016 - December 31, 2016 (Successor), and January 1, 2016 - April 12, 2016 (Predecessor)</u>	<u>57</u>
<u>Financial Statements of Cleco Power</u>	
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(Predecessor)

Cleco Power - Valuation and Qualifying Accounts for the years ended December 2018, 2017, and 2016 139

Financial Statement Schedules other than those shown in the above index are omitted because they are either not required or are not applicable or the required information is shown in the Consolidated Financial Statements and Notes thereto

15(a)(3)List of Exhibits 129

The Exhibits designated by an asterisk are filed herewith, except for Exhibits 32.1, 32.2, 32.3, 32.4, which are furnished herewith (and not filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section). The Exhibits not so designated previously have been filed with the SEC and are incorporated herein by reference. The Exhibits designated by two asterisks are management contracts and compensatory plans and arrangements required to be filed as Exhibits to this Report.

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EXHIBITS

CLECO	SEC FILE OR REGISTRATION NUMBER	REGISTRATION STATEMENT OR REPORT	EXHIBIT NUMBER
2(a) <u>Agreement and Plan of Merger, dated as of October 17, 2014, by and among the Company, Como 1 L.P. and Como 3 Inc.</u>	1-15759	8-K(10/20/14)	2.1
2(b) <u>Purchase and Sale Agreement dated as of February 6, 2018 by and between NRG Energy, Inc., a Delaware Corporation, as Seller, NRG South Central Generating LLC, a Delaware limited liability company, as the Company and Cleco Energy LLC, a Louisiana limited liability company, as Purchaser</u>	1-15759	10-Q(3/18)	2.1
2(c) <u>Letter Agreement, dated as of February 1, 2019 between NRG Energy, Inc. and Cleco Cajun LLC (f/k/a Cleco Energy LLC) amending, supplementing and modifying the Purchase and Sale Agreement (the "Purchase Agreement"), dated as of February 6, 2018, by and between NRG Energy, Inc. and Cleco Cajun LLC (f/k/a Cleco Energy LLC).</u>	1-15759	8-K(2/8/19)	10.6
3(a) <u>Articles of Entity Conversion of Cleco Corporate Holdings LLC, dated as of April 13, 2016</u>	1-15759	8-K(4/19/16)	3.1
3(b) <u>Limited Liability Company Agreement of Cleco Corporate Holdings LLC, dated as of April 13, 2016</u>	1-15759	8-K(4/19/16)	3.2
4(a)(1) <u>Indenture of Mortgage dated as of July 1, 1950, between Cleco Power (as successor) and First National Bank of New Orleans, as Trustee</u>	1-05663	10-K(1997)	4(a)(1)
4(a)(2) <u>Eighteenth Supplemental Indenture dated as of December 1, 1982, to Exhibit 4(a)(1)</u>	1-05663	10-K(1993)	4(a)(8)
4(a)(3) <u>Nineteenth Supplemental Indenture dated as of January 1, 1983, to Exhibit 4(a)(1)</u>	1-05663	10-K(1993)	4(a)(9)
4(a)(4) <u>Twenty-Sixth Supplemental Indenture dated as of March 15, 1990, to Exhibit 4(a)(1)</u>	1-05663	8-K(3/15/90)	4(a)(27)
4(b)(1) <u>Indenture between Cleco Power (as successor) and Bankers Trust Company, as Trustee, dated as of October 1, 1988</u>	33-24896	S-3(10/11/88)	4(b)
4(b)(2) <u>Agreement Appointing Successor Trustee dated as of April 1, 1996, by and among Central Louisiana Electric Company, Inc., Bankers Trust Company, and The Bank of New York</u>	333-02895	S-3(4/29/96)	4(a)(2)
4(b)(3) <u>First Supplemental Indenture, dated as of December 1, 2000, between Cleco Utility Group Inc. and the Bank of New York</u>	333-52540	S-3/A(1/26/01)	4(a)(2)
4(b)(4) <u>Second Supplemental Indenture, dated as of January 1, 2001, between Cleco Power LLC and The Bank of New</u>	333-52540	S-3/A(1/26/01)	4(a)(3)

	<u>York</u>			
	<u>Seventh Supplemental Indenture, dated as of July 6, 2005,</u>			
4(b)(5)	<u>between Cleco Power LLC and the Bank of New York Trust Company, N.A.</u>	1-05663	8-K(7/6/05)	4.1
	<u>Eighth Supplemental Indenture, dated as of November 30,</u>			
4(b)(6)	<u>2005, between Cleco Power LLC and the Bank of New York Trust Company, N.A.</u>	1-05663	8-K(11/28/05)	4.1
	<u>Ninth Supplemental Indenture, dated as of June 3, 2008,</u>			
4(b)(7)	<u>between Cleco Power LLC and The Bank of New York Trust Company, N.A.</u>	1-05663	8-K(6/2/08)	4.1
	<u>Tenth Supplemental Indenture, dated as of November 13,</u>			
4(b)(8)	<u>2009, between Cleco Power LLC and The Bank of New York Mellon Trust Company, N.A. (as successor trustee)</u>	1-05663	8-K(11/12/09)	4.1
	<u>Eleventh Supplemental Indenture, dated as of November</u>			
4(b)(9)	<u>15, 2010, between Cleco Power LLC and The Bank of New York Mellon Trust Company, N.A. (as successor trustee)</u>	1-05663	8-K(11/15/10)	4.1
	<u>Indenture of Mortgage dated May 17, 2016 between Cleco</u>			
4(c)(1)	<u>Corporate Holdings LLC and Wells Fargo Bank, N.A.</u>	1-15759	8-K(5/17/16)	4.1
	<u>First Supplemental Indenture dated May 17, 2016 between</u>			
4(c)(2)	<u>Cleco Corporate Holdings LLC and Wells Fargo Bank, N.A.</u>	1-15759	8-K(5/17/16)	4.2
	<u>Second Supplemental Indenture dated May 17, 2016</u>			
4(c)(3)	<u>between Cleco Corporate Holdings LLC and Wells Fargo Bank, N.A.</u>	1-15759	8-K(5/17/16)	4.3
	<u>Third Supplemental Indenture dated May 24, 2016</u>			
4(c)(4)	<u>between Cleco Corporate Holdings LLC and Wells Fargo Bank, N.A.</u>	1-15759	8-K(5/24/16)	4.2
	<u>Agreement Under Regulation S-K Item 601(b)(4)(iii)(A)</u>			
4(d)	<u>Supplemental Executive Retirement Plan Amended and</u>	1-05663	10-Q(9/99)	4(c)
** 10(a)(1)	<u>Restated January 1, 2009</u>	1-15759	10-K(2008)	10(f)(4)
	<u>Supplemental Executive Retirement Plan (Amended and</u>			
** 10(a)(2)	<u>Restated January 1, 2009), Amendment No. 1</u>	1-15759	8-K(12/9/08)	10.3
	<u>Cleco Corporation Supplemental Executive Retirement</u>			
** 10(a)(3)	<u>Plan Amendment, effective October 28, 2011</u>	1-15759	10-Q(9/11)	10.2
	<u>Cleco Corporation Supplemental Executive Retirement</u>			
** 10(a)(4)	<u>Plan Amended and Restated effective January 1, 2009,</u>	1-15759	10-K(2014)	10(c)(10)
	<u>Amendment No. 3 (No New Participants)</u>			
	<u>Cleco Corporate Holdings LLC Supplemental Executive</u>			
** 10(a)(5)	<u>Retirement Plan (Amended and Restated January 1, 2009),</u>	1-15759	8-K(12/21/17)	10.2
	<u>Amendment No.4 (Special CEO Benefit)</u>			
	<u>Supplemental Executive Retirement Trust dated December</u>			
** 10(a)(6)	<u>13, 2000</u>	1-15759	10-K(2003)	10(e)(1)(c)
	<u>Supplemental Executive Retirement Plan Participation</u>			
** 10(a)(7)	<u>Agreement between Cleco Corporation and Dilek Samil</u>	1-15759	10-K(2002)	10(z)(1)
	<u>Supplemental Executive Retirement Plan Participation</u>			
** 10(a)(8)	<u>Agreement between Cleco Corporation and Michael H. Madison</u>	1-15759	10-K(2004)	10(v)(3)
	<u>Cleco Corporation Executive Severance Plan, effective</u>			
** 10(b)(1)	<u>October 28, 2011</u>	1-15759	10-Q(9/11)	10.1
** 10(b)(2)		1-15759	8-K(10/24/14)	10.1

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	<u>Cleco Corporation Executive Severance Plan (As amended and restated) Amendment No. 1</u>			
** 10(b)(3)	<u>Cleco Corporation Executive Severance Plan (As amended and restated) Amendment No. 2</u>	1-15759	8-K(12/23/14)	10.1
** 10(b)(4)	<u>Cleco Corporation Executive Severance Plan (As amended and restated) Amendment No. 3</u>	1-15759	10-Q(6/15)	10.1
** 10(b)(5)	<u>Cleco Corporate Holdings LLC Separation Agreement, dated effective March 23, 2017, by and among Cleco Group LLC, Cleco Corporate Holdings LLC, and Cleco Power LLC and Darren J. Olagues</u>	1-15759	8-K(3/28/17)	10.1
** 10(b)(6)	<u>Executive Employment Agreement, dated April 21, 2011, by and between Cleco Corporation and Bruce A. Williamson</u>	1-15759	8-K(4/27/11)	10.1
** 10(b)(7)	<u>Employment Agreement, effective as of January 1, 2018, by and between Cleco Corporate Holdings LLC, Cleco Group LLC and Cleco Power LLC and William G. Fontenot</u>	1-15759	8-K(12/21/17)	10.1
** 10(b)(8)	<u>Retention Bonus Agreement by and between Cleco Corporate Holdings LLC, Cleco Group LLC, Cleco Power LLC, and Terry Taylor dated as of December 21, 2017</u>	1-15759	8-K(12/21/17)	10.3
** 10(c)(1)	<u>Cleco Corporation Pay for Performance Plan</u>	1-15759	10-K(2011)	10(g)(4)
** 10(c)(2)	<u>Cleco Corporation Pay for Performance Plan, As Amended and Restated December 3, 2012</u>	1-15759	10-K(2012)	10(f)(5)
** 10(d)(1)	<u>Cleco Corporation Deferred Compensation Plan</u>	333-59696	S-8(4/27/01)	4.3
** 10(d)(2)	<u>First Amendment to Cleco Corporation Deferred Compensation Plan</u>	1-15759	10-K(2008)	10(n)(5)
** 10(d)(3)	<u>Cleco Corporation Deferred Compensation Plan, Corrective Section 409A Amendment</u>	1-15759	8-K(12/9/08)	10.2
** 10(d)(4)	<u>Deferred Compensation Trust dated January 2001</u>	1-15759	10-K(2003)	10(u)
** 10(d)(5)	<u>Cleco Corporation Deferred Compensation Plan Amendment, effective October 28, 2011</u>	1-15759	10-Q(9/11)	10.5
** 10(d)(6)	<u>Form of Cleco Corporate Holdings LLC Retention Bonus Plan for calendar years 2016 and 2017</u>	1-15759	8-K(7/5/16)	10.1
10(e)(1)	<u>Note Purchase Agreement dated May 8, 2012 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-05663	8-K(05/09/12)	10.1
10(e)(2)	<u>Amended and Restated Credit Agreement dated as of October 16, 2013, among Cleco Corporation, various financial institutions, and JPMorgan Chase Bank, N.A., as administrative agent</u>	1-15759	8-K(10/17/13)	10.1

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CLECO POWER 2018 FORM 10-K

EXHIBITS

CLECO	SEC FILE OR REGISTRATION NUMBER	REGISTRATION STATEMENT OR REPORT	EXHIBIT NUMBER
10(e)(3) <u>Note Purchase Agreement dated November 13, 2015 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-15759	8-K(11/13/15)	10.1
10(e)(4) <u>Note Purchase Agreement dated December 20, 2016 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-05663	8-K(12/21/16)	10.1
10(e)(5) <u>Note Purchase Agreement dated December 18, 2017 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-15759	8-K(12/21/17)	10.1
10(e)(6) <u>Credit Agreement, dated as of April 13, 2016, by and among Cleco Corporation Holdings LLC, Mizuho Bank, Ltd., as administrative agent, and the lenders from time to time party thereto</u>	1-15759	8-K(4/19/16)	10.1
10(e)(7) <u>Term Loan Credit Agreement, dated as of June 28, 2016, by and among Cleco Corporate Holdings LLC, Mizuho Bank, Ltd., as administrative agent, and the lenders from time to time party thereto</u>	1-15759	8-K(7/1/16)	10.1
10(e)(8) <u>Bridge Loan Agreement, dated as of February 1, 2019 among Cleco Corporate Holdings LLC, the Lenders from time to time party thereto and Mizuho Bank, Ltd. as administrative agent.</u>	1-15759	8-K(2/8/19)	10.1
10(e)(9) <u>Term Loan Agreement, dated as of February 1, 2019 among Cleco Corporate Holdings LLC, the Lenders from time to time party thereto and Mizuho Bank, Ltd. as administrative agent.</u>	1-15759	8-K(2/8/19)	10.2
10(e)(10) <u>Increasing Lender Supplement, dated as of February 1, 2019, by and between Cleco Corporate Holdings LLC and Mizuho Bank, Ltd.</u>	1-15759	8-K(2/8/19)	10.3
10(e)(11) <u>Increasing Lender Supplement, dated as of February 1, 2019, by and between Cleco Corporate Holdings LLC and The Bank of Nova Scotia.</u>	1-15759	8-K(2/8/19)	10.4
10(e)(12) <u>Increasing Lender Supplement, dated as of February 1, 2019, by and between Cleco Corporate Holdings LLC and Credit Agricole Corporate and Investment Bank.</u>	1-15759	8-K(2/8/19)	10.5
10(e)(13) <u>Amendment No. 2, dated as of February 1, 2019, to the Term Loan Credit Agreement, dated as of June 28, 2016, by and among Cleco Corporate Holdings LLC (f/k/a Cleco Corporation), the Lenders party thereto and Mizuho Bank, Ltd. as administrative agent.</u>	1-15759	8-K(2/8/19)	10.7
10(e)(14) <u>Amendment No. 2, dated as of February 1, 2019, to the Credit Agreement, dated as of April 13, 2016, by and</u>	1-15759	8-K(2/8/19)	10.8

among Cleco Corporate Holdings LLC (f/k/a Cleco Corporation), the Lenders party thereto and Mizuho Bank, Ltd. as administrative agent, issuing bank and swingline lender.

10(f)	<u>Form of Board of Managers Services Agreement, dated as of April 13, 2016</u>	1-15759	8-K(4/19/16)	10.3
10(g)(1)	<u>2017 Long-Term Incentive Compensation Plan, effective as of January 1, 2017</u>	1-15759	10-Q(3/17)	10.3
10(g)(2)	<u>Form of Notice and Acceptance of Incentive Award under Cleco Corporate Holdings LLC 2017 Long-Term Incentive Compensation Plan - 2017 Two-Year Performance Cycle</u>	1-15759	10-Q(3/17)	10.4
10(g)(3)	<u>Form of Notice and Acceptance of Incentive Award under Cleco Corporate Holdings LLC 2017 Long-Term Incentive Compensation Plan - 2017 Three-Year Performance Cycle</u>	1-15759	10-Q(3/17)	10.5
10(h)	<u>2017 Short-Term Incentive Plan, effective as of January 1, 2017</u>	1-15759	10-Q(3/17)	10.6
* 21	<u>Subsidiaries of the Registrant</u>			
* 24(a)	<u>Power of Attorney from each Manager of Cleco Corporate Holdings LLC whose signature is affixed to this Form 10-K for the fiscal year ended December 31, 2018</u>			
* 31.1	<u>CEO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002</u>			
* 31.2	<u>CFO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002</u>			
* 32.1	<u>CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002</u>			
* 32.2	<u>CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002</u>			
* 101.INS	XBRL Instance Document			
* 101.SCH	XBRL Taxonomy Extension Schema			
* 101.CAL	XBRL Taxonomy Extension Calculation Linkbase			
* 101.DEF	XBRL Taxonomy Extension Definition Linkbase			
* 101.LAB	XBRL Taxonomy Extension Label Linkbase			
* 101.PRE	XBRL Taxonomy Extension Presentation Linkbase			

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CLECO POWER		SEC FILE OR REGISTRATION NUMBER	REGISTRATION STATEMENT OR REPORT	EXHIBIT NUMBER
3(a)	<u>Second Amended and Restated Articles of Organization of Cleco Power LLC, dated as of April 13, 2016</u>	1-05663	8-K(4/19/16)	3.3
3(b)	<u>Second Amended and Restated Articles Operating Agreement of Cleco Power LLC, dated as of April 13, 2016</u>	1-05663	8-K(4/19/16)	3.4
4(a)(1)	<u>Indenture of Mortgage dated as of July 1, 1950, between the Company and First National Bank of New Orleans, as Trustee</u>	1-05663	10-K(1997)	4(a)(1)
4(a)(2)	Eighteenth Supplemental Indenture dated as of December 1, 1982, to Exhibit 4(a)(1)	1-05663	10-K(1993)	4(a)(8)
4(a)(3)	Nineteenth Supplemental Indenture dated as of January 1, 1983, to Exhibit 4(a)(1)	1-05663	10-K(1993)	4(a)(9)
4(a)(4)	Twenty-Sixth Supplemental Indenture dated as of March 15, 1990, to Exhibit 4(a)(1)	1-05663	8-K(3/15/90)	4(a)(27)
4(b)(1)	Indenture between the Company and Bankers Trust Company, as Trustee, dated as of October 1, 1988	33-24896	S-3(10/11/88)	4(b)
4(b)(2)	<u>Agreement Appointing Successor Trustee dated as of April 1, 1996, by and among Central Louisiana Electric Company, Inc., Bankers Trust Company, and The Bank of New York</u>	333-02895	S-3(4/29/96)	4(a)(2)
4(b)(3)	<u>First Supplemental Indenture, dated as of December 1, 2000, between Cleco Utility Group Inc. and the Bank of New York</u>	333-52540	S-3/A(1/26/01)	4(a)(2)
4(b)(4)	<u>Second Supplemental Indenture, dated as of January 1, 2001, between Cleco Power LLC and The Bank of New York</u>	333-52540	S-3/A(1/26/01)	4(a)(3)
4(b)(5)	<u>Seventh Supplemental Indenture, dated as of July 6, 2005, between Cleco Power LLC and the Bank of New York Trust Company, N.A.</u>	1-05663	8-K(7/6/05)	4.1
4(b)(6)	<u>Eighth Supplemental Indenture, dated as of November 30, 2005, between Cleco Power LLC and the Bank of New York Trust Company, N.A.</u>	1-05663	8-K(11/28/05)	4.1
4(b)(7)	<u>Ninth Supplemental Indenture, dated as of June 3, 2008, between Cleco Power LLC and The Bank of New York Trust Company, N.A.</u>	1-05663	8-K(6/2/08)	4.1
4(b)(8)	<u>Tenth Supplemental Indenture, dated as of November 13, 2009, between Cleco Power LLC and The Bank of New York Mellon Trust Company, N.A. (as successor trustee)</u>	1-05663	8-K(11/12/09)	4.1
4(b)(9)	<u>Eleventh Supplemental Indenture, dated as of November 15, 2010, between Cleco Power LLC and The Bank of New York Mellon Trust Company, N.A. (as successor trustee)</u>	1-05663	8-K(11/15/10)	4.1

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4(c)	<u>Agreement Under Regulation S-K Item 601(b)(4)(iii)(A)</u>	333-71643-01	10-Q(9/99)	4(c)
4(d)	<u>Loan Agreement, dated as of November 1, 2006, between Cleco Power LLC and the Rapides Finance Authority</u>	1-05663	8-K(11/27/06)	4.1
4(e)	<u>Loan Agreement, dated as of November 1, 2007, between Cleco Power LLC and the Rapides Finance Authority</u>	1-05663	8-K(11/20/07)	4.1
4(f)	<u>Loan Agreement, dated as of October 1, 2008, between Cleco Power LLC and the Rapides Finance Authority</u>	1-05663	10-Q(3/10)	4.1
4(g)	<u>Loan Agreement, dated as of December 1, 2008, between Cleco Power LLC and the Louisiana Public Facilities Authority</u>	1-05663	10-Q(3/10)	4.2
** 10(a)	<u>Supplemental Executive Retirement Plan Notes Purchase Agreement dated as of December 16, 2011 among Cleco Power LLC, various financial institutions and Credit Agricole Securities (USA) Inc., JPMorgan Securities Inc. and KeyBanc Capital Markets Inc., as agents.</u>	1-05663	10-K(1992)	10(o)(1)
10(b)(1)	<u>Note Purchase Agreement dated May 8, 2012 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-05663	8-K(12/19/11)	10.1
10(b)(2)	<u>Note Purchase Agreement dated November 13, 2015 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-05663	8-K(05/09/12)	10.1
10(b)(3)	<u>Note Purchase Agreement dated December 20, 2016 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-05663	8-K(11/13/15)	10.1
10(b)(4)	<u>Note Purchase Agreement dated December 18, 2017 by and among Cleco Power LLC and the Purchasers listed on the signature pages thereto</u>	1-05663	8-K(12/21/16)	10.1
10(b)(5)	<u>Term Loan Agreement dated March 20, 2013, by and among Cleco Power LLC, as borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent</u>	1-05663	8-K(12/21/17)	10.1
10(b)(6)	<u>Amended and Restated Credit Agreement dated as of October 16, 2013, among Cleco Power LLC, various financial institutions, and JPMorgan Chase Bank, N.A., as administrative agent</u>	1-05663	8-K(3/26/13)	10.1
10(b)(7)	<u>Credit Agreement, dated as of April 13, 2016, by and among Cleco Power LLC, Mizuho Bank, Ltd., as administrative agent, and the lenders from time to time party thereto</u>	1-05663	8-K(10/17/13)	10.2
10(b)(8)	<u>Storm Recovery Property Sale Agreement between Cleco Katrina/Rita Hurricane Recovery Funding LLC and Cleco Power LLC, dated March 6, 2008</u>	1-05663	8-K(4/19/16)	10.2
10(c)(1)	<u>Storm Recovery Property Servicing Agreement between Cleco Katrina/Rita Hurricane Recovery Funding LLC and Cleco Power LLC, dated March 6, 2008</u>	1-05663	8-K(3/6/08)	10.1
10(c)(2)	<u>Administration Agreement between Cleco Katrina/Rita Hurricane Recovery Funding LLC and Cleco Power LLC, dated March 6, 2008</u>	1-05663	8-K(3/6/08)	10.2
10(c)(3)	<u>Staffing Agreement, dated as of April 13, 2016, by and between Cleco Power LLC and Co Issuer Corporate</u>	1-05663	8-K(3/6/08)	10.3
10(d)			8-K(4/19/16)	10.4

Staffing, LLC

** 10(e)(1)	<u>Cleco Corporate Holdings LLC Separation Agreement by and between Cleco Power LLC, including its parent, Cleco Corporate Holdings LLC, and each of their</u>	1-05663	10-K(2016)	10(j)
** 10(e)(2)	<u>respective subsidiaries and affiliates and Keith D. Crump Cleco Corporate Holdings LLC Separation Agreement, dated effective March 23, 2017, by and among Cleco Group LLC, Cleco Corporate Holdings LLC, and Cleco Power LLC and Darren J. Olagues</u>	1-05663	8-K(3/28/17)	10.1
** 10(e)(3)	<u>Employment Agreement, effective as of January 1, 2018, by and between Cleco Corporate Holdings LLC, Cleco Group LLC and Cleco Power LLC and William G. Fontenot</u>	1-05663	8-K(12/21/17)	10.1
** 10(e)(4)	<u>Retention Bonus Agreement by and between Cleco Corporate Holdings LLC, Cleco Group LLC, Cleco Power LLC, and Terry Taylor dated as of December 21, 2018</u>	1-05663	8-K(12/21/17)	10.3
* 31.3	<u>CEO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002</u>			
* 31.4	<u>CFO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002</u>			
* 32.3	<u>CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002</u>			
* 32.4	<u>CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002</u>			
* 101.INS	XBRL Instance Document			
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* 101.PRE	XBRL Taxonomy Extension Presentation Linkbase			

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ITEM
16. FORM
10-K
SUMMARY
None.

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CLECO HOLDINGS (Parent Company Only) SCHEDULE I
Condensed Statements of Income

(THOUSANDS)	SUCCESSOR		PREDECESSOR	
	FOR THE YEAR ENDED DEC.31, 2018	FOR THE YEAR ENDED DEC. 31, 2017	APR. 13, 2016 - DEC. 31, 2016	JAN. 1, 2016 - APR. 12, 2016
Operating expenses				
Administrative and general	\$1,269	\$602	\$285	\$ 319
Merger transaction costs	19,514	5,152	23,301	34,912
Other operating expense	318	260	(382	) 624
Total operating expenses	21,101	6,014	23,204	35,855
Operating loss	(21,101)	(6,014)	(23,204)	(35,855)
Equity income from subsidiaries, net of tax	149,543	170,706	9,357	21,789
Interest, net	(54,635)	(53,684)	(35,151)	(286)
Other income	650	3,978	1,948	702
Other expense	(2,337)	—	—	—
Income (loss) before income taxes	72,120	114,986	(47,050)	(13,650)
Federal and state income tax benefit	(22,317)	(23,094)	(22,937)	(9,690)
Net income (loss)	\$94,437	\$138,080	\$(24,113)	\$ (3,960)

The accompanying notes are an integral part of the Condensed Financial Statements.

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CLECO HOLDINGS (Parent Company Only) SCHEDULE I
Condensed Statements of Comprehensive Income

(THOUSANDS)	SUCCESSOR		PREDECESSOR	
	FOR THE YEAR ENDED DEC. 31, 2018	FOR THE YEAR ENDED DEC. 31, 2017	APR. 13, 2016 - DEC. 31, 2016	JAN. 1, 2016 - APR. 12, 2016
Net income (loss)	\$94,437	\$138,080	\$(24,113)	\$ (3,960)
Other comprehensive income (loss), net of tax				
Postretirement benefits gain (loss) (net of tax expense of \$1,868, tax benefit of \$2,764, and tax expense of \$938 and \$367, respectively)	5,296	(4,421)	1,500	587
Amortization of interest rate derivatives to earnings (net of tax expense of \$0, \$0, \$0, and \$37, respectively)	—	—	—	60
Total other comprehensive income (loss), net of tax	5,296	(4,421)	1,500	647
Comprehensive income (loss), net of tax	\$99,733	\$133,659	\$(22,613)	\$ (3,313)
The accompanying notes are an integral part of the Condensed Financial Statements.				

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CLECO HOLDINGS (Parent Company Only) SCHEDULE I
 Condensed Balance Sheets

(THOUSANDS)	AT DEC. 31,	
	2018	2017
Assets		
Current assets		
Cash and cash equivalents	\$76,938	\$48,732
Accounts receivable - affiliate	8,374	6,880
Other accounts receivable	2,755	209
Taxes receivable, net	7,046	15,172
Cash surrender value of trust-owned life insurance policies	59,894	62,839
Total current assets	155,007	133,832
Equity investment in subsidiaries	3,247,809	3,226,780
Tax credit fund investment, net	—	4,355
Accumulated deferred federal and state income taxes, net	101,015	105,575
Other deferred charges	4,532	1,037
Total assets	\$3,508,363	\$3,471,579
Liabilities and member's equity		
Liabilities		
Current liabilities		
Accounts payable	\$1,322	\$4,354
Accounts payable - affiliate	18,047	5,621
Interest accrued	7,576	7,621
Deferred compensation	10,753	12,132
Other current liabilities	273	272
Total current liabilities	37,971	30,000
Postretirement benefit obligations	3,894	4,404
Long-term debt, net	1,341,758	1,340,818
Total liabilities	1,383,623	1,375,222
Commitments and contingencies (Note 6)		
Member's equity		
Membership interest	2,069,376	2,069,376
Retained earnings	53,578	29,902
Accumulated other comprehensive loss	1,786	(2,921)
Total member's equity	2,124,740	2,096,357
Total liabilities and member's equity	\$3,508,363	\$3,471,579

The accompanying notes are an integral part of the Condensed Financial Statements.

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CLECO HOLDINGS (Parent Company Only) SCHEDULE I
Condensed Statements of Cash Flows

(THOUSANDS)	SUCCESSOR		PREDECESSOR	
	FOR THE YEAR ENDED DEC. 31, 2018	FOR THE YEAR ENDED DEC. 31, 2017	APR. 13, 2016 - DEC. 31, 2016	JAN. 1, 2016 - APR. 12, 2016
Operating activities				
Net cash provided by operating activities	\$97,614	\$124,817	\$36,811	\$34,904
Investing activities				
Contributions to tax credit fund	—	(630)) —	—
Return of equity investment in tax credit fund	2,775	7,502	901	476
Contribution to subsidiary	(1,250)	) —	(50,000)) —
Other investing	442	—	—	—
Net cash provided by (used in) investing activities	1,967	6,872	(49,099)	) 476
Financing activities				
Draws on credit facility	—	73,000	—	3,000
Payments on credit facility	—	(73,000)	) —	(10,000)
Issuance of long-term debt	—	—	1,350,000	—
Repayment of long-term debt	—	—	(1,350,000)	—
Payment of financing costs	(25)	) (269)	) (3,755)) —
Dividends paid on common stock	—	—	(572)	) (24,579)
Contribution from member	—	—	100,720	—
Distributions to member	(71,350)	) (84,065)	) (88,765)) —
Net cash (used in) provided by financing activities	(71,375)	) (84,334)	) 7,628	(31,579)
Net increase (decrease) in cash and cash equivalents	28,206	47,355	(4,660)	) 3,801
Cash and cash equivalents at beginning of period	48,732	1,377	6,037	2,236
Cash and cash equivalents at end of period	\$76,938	\$48,732	\$1,377	\$6,037
Supplementary cash flow information				
Interest paid, net of amount capitalized	\$53,798	\$52,026	\$26,264	\$126
Income taxes paid (refunded), net	\$2	\$(6)	) \$4,263	\$1
Supplementary non-cash investing and financing activity				
Non-cash contribution to subsidiary, net of tax	\$3,865	\$—	\$—	\$—
The accompanying notes are an integral part of the Condensed Financial Statements.				

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CLECO
HOLDINGS
(Parent
Company
Only) Notes
to the
Condensed
Financial
Statements

Note 1 —
Summary of
Significant
Accounting
Policies

The condensed financial statements represent the financial information required by SEC Regulation S-X 5-04 for Cleco Holdings, which requires the inclusion of parent company only financial statements if the restricted net assets of consolidated subsidiaries exceed 25% of total consolidated net assets as of the last day of its most recent fiscal year. As of December 31, 2018, Cleco Holdings' restricted net assets of consolidated subsidiaries were \$1.25 billion and exceeded 25% of its total consolidated net assets.

Cleco Holdings' only major, first-tier subsidiary is Cleco Power. Cleco Power contains the LPSC-jurisdictional generation, transmission, and distribution electric utility operations serving Cleco's traditional retail and wholesale customers.

The accompanying financial statements have been prepared to present the results of operations, financial condition, and cash flows of Cleco Holdings on a stand-alone basis as a holding company. Investments in subsidiaries and other investees are presented using the equity method. These financial statements should be read in conjunction with Cleco's consolidated financial statements.

Note 2 —

Business
Combinations

On April 13, 2016, Cleco Holdings completed its merger with Merger Sub whereby Merger Sub merged with and into Cleco Corporation, with Cleco Corporation surviving the 2016 Merger, and Cleco Corporation converting to a limited liability company and changing its name to Cleco Holdings, as a direct, wholly owned subsidiary of Cleco Group and an indirect, wholly owned subsidiary of Cleco Partners. At the effective time of the 2016 Merger, each outstanding share of Cleco Corporation common stock, par value \$1.00 per share (other than shares that were owned by Cleco Corporation, Cleco Partners, Merger Sub, or any other direct or indirect wholly owned subsidiary of Cleco Partners or Cleco Corporation), were cancelled and converted into the right to receive \$55.37 per share in cash, without interest, with all dividends payable before the effective time of the 2016 Merger. For more information regarding the 2016 Merger, see Part II, Item 8, "Financial Statements and Supplementary Data — Notes to the Financial Statements — Note 4 — Business Combinations."

Note

3 —

Debt

At December 31, 2018, and 2017, Cleco Holdings had no short-term debt outstanding.

At December 31, 2018, Cleco Holding's long-term debt outstanding was \$1.34 billion, of which none was due within one year.

On July 31, 2018, Cleco Holdings amended its \$300.0 million bank term loan agreement and its \$100.0 million revolving credit facility agreement to release any and all collateral from all of its debt obligations under those agreements. As a result of the release of collateral, Moody's and Fitch replaced Cleco Holdings' senior secured debt rating with a senior unsecured debt rating. For more information on Cleco's credit ratings and their impacts, see Part II, Item 8, "Financial Statements and Supplementary Data — Notes to the Financial Statements — Note 16 — "Litigation, Other

Commitment and Contingencies, and Disclosures about Guarantees — Risks and Uncertainties."

In connection with the Cleco Cajun Transaction on February 4, 2019, Cleco Holdings issued \$300.0 million under a new bridge loan agreement and \$100.0 million under a new term loan agreement. Both loan agreements are variable rate debt and have a three-year term. Both loan agreements contain certain financial covenants, including requiring Cleco Holdings to maintain (i) a debt to capital ratio (as defined in the applicable agreement) below 65% and (ii) a rating applicable to the company's senior debt rating (as defined in the applicable agreement). Cleco Holdings anticipates that some or all of the variable rate debt may be replaced or repaid with long-term financing, markets permitting, within 12 months of the closing of the Cleco Cajun Transaction.

In connection with the Cleco Cajun Transaction, Cleco Holdings increased its credit facility capacity by \$75.0 million, for a total credit facility of \$175.0 million. All other terms remained the same. Also in connection with the Cleco Cajun Transaction on February 4, 2019, Cleco Holdings made a \$75.0 million draw on its credit facility, which was repaid on February 5, 2019.

The principal amounts payable under long-term debt agreements for each year through 2023 and thereafter are as follows:

AMOUNTS PAYABLE UNDER LONG-TERM DEBT ARRANGEMENTS (THOUSANDS)

For the year ending Dec. 31,

2019	\$ —
2020	\$ —
2021	\$ 300,000
2022	\$ —
2023	\$ 165,000
Thereafter	\$ 885,000

Note 4 — Cash

Distributions

and Equity

Contributions

Some provisions in Cleco Power's debt instruments restrict the amount of equity available for distribution to Cleco Holdings by Cleco Power by requiring Cleco Power's total indebtedness to be less than or equal to 65% of total capitalization. In addition, the 2016 Merger Commitments provide for limitations on the amount of distributions that may be paid from Cleco Power to Cleco Holdings, depending on Cleco Power's common equity ratio and its corporate credit ratings.

The following table summarizes the cash distributions Cleco Holdings received from affiliates during 2018, 2017, and 2016:

	SUCCESSOR			PREDECESSOR	
	FOR THE YEAR ENDED DEC. 31, 2018	FOR THE YEAR ENDED DEC. 31, 2017	APR. 13, 2016 - DEC. 31, 2016	JAN. 1, 2016 - APR. 12, 2016	
(THOUSANDS)					
Cleco Power	\$121,400	\$135,000	\$85,000	\$ 25,000	
Perryville	225	6,850	150	200	
Attala	217	7,160	100	\$ 125	
Total	\$121,842	\$149,010	\$85,250	\$ 25,325	

During the year ended December 31, 2018, Cleco Holdings made \$1.8 million and \$2.1 million in non-cash equity contributions to Perryville and Attala, respectively. During the year ended December 31, 2017, Cleco Holdings made no non-cash equity contributions to affiliates. During the

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successor period April 13, 2016, through December 31, 2016, Cleco Holdings made no non-cash equity contributions to affiliates.

During the year ended December 31, 2018, Cleco Holdings made \$1.3 million of contributions to Cleco Cajun. During the year ended December 31, 2017, Cleco Holdings made no contributions to affiliates. During the successor period April 13, 2016, through December 31, 2016, Cleco Holdings made a contribution of \$50.0 million to Cleco Power. During the predecessor period January 1, 2016, through April 12, 2016, Cleco Holdings made no contributions to affiliates.

During both years ended December 31, 2018, and 2017, Cleco Holdings received no equity contributions from Cleco Group. During the successor period April 13, 2016, through December 31, 2016, Cleco Holdings received \$100.7 million of equity contributions from Cleco Group.

During the years ended December 31, 2018, and 2017, Cleco Holdings made \$71.4 million and \$84.1 million, respectively, of distribution payments to Cleco Group. During the successor period April 13, 2016, through December 31, 2016, Cleco Holdings made \$88.8 million of distribution payments to Cleco Group.

Note 5 —

Income

Taxes

Cleco Holdings' (Parent Company Only) Condensed Statements of Income reflect income tax expense (benefit) for the following line items:

(THOUSANDS)	SUCCESSOR			PREDECESSOR	
	FOR THE YEAR ENDED DEC. 31, 2018	FOR THE YEAR ENDED DEC. 31, 2017	APR. 13, 2016 - DEC. 31, 2016	JAN. 1, 2016 - APR. 12, 2016	
Federal and state income tax expense (benefit)	\$(22,317)	\$(23,094)	\$(22,937)	\$ (9,690)
Equity income from subsidiaries - Federal and state income tax expense	\$51,699	\$30,173	\$115	\$ 13,158	

For information regarding the TCJA, see Part II, Item 8, "Financial Statements and Supplementary Data — Notes to the Financial Statements — Note 11 — Income Taxes — TCJA."

Note 6 —

Commitments

and

Contingencies

For information regarding commitments and contingencies related to Cleco Holdings, see Part II, Item 8, "Financial Statements and Supplementary Data — Notes to the Financial Statements — Note 16 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees."

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CLECO
VALUATION AND QUALIFYING ACCOUNTS

SCHEDULE II

(THOUSANDS)	BALANCE AT BEGINNING OF PERIOD	ADDITIONS CHARGED TO COSTS AND EXPENSES	UNCOLLECTIBLE ACCOUNT WRITE OFFS LESS RECOVERIES	BALANCE AT END OF PERIOD (1)
Allowance for Uncollectible Accounts				
SUCCESSOR				
Year Ended Dec. 31, 2018	\$ 1,457	\$ 977	\$ 1,620	\$ 814
Year Ended Dec. 31, 2017	\$ 7,199	\$ 4,179	\$ 9,921	\$ 1,457
Period Apr. 13, 2016 to Dec. 31, 2016	\$ 3,336	\$ 4,348	\$ 485	\$ 7,199
PREDECESSOR				
Period Jan. 1, 2016 to Apr. 12, 2016	\$ 2,674	\$ 1,163	\$ 501	\$ 3,336

(1) Deducted in the consolidated balance sheet

(THOUSANDS)	BALANCE AT BEGINNING OF PERIOD	ADDITIONS	DEDUCTIONS	BALANCE AT END OF PERIOD(1)
Unrestricted Storm Reserve				
SUCCESSOR				
Year Ended Dec. 31, 2018	\$ 4,186	\$ —	\$ 514	\$ 3,672
Year Ended Dec. 31, 2017	\$ 2,607	\$ 4,000	\$ 2,421	\$ 4,186
Period Apr. 13, 2016 to Dec. 31, 2016	\$ 2,536	\$ 71	\$ —	\$ 2,607
PREDECESSOR				
Period Jan. 1, 2016 to Apr. 12, 2016	\$ 2,801	\$ —	\$ 265	\$ 2,536
Restricted Storm Reserve				
SUCCESSOR				
Year Ended Dec. 31, 2018	\$ 14,469	\$ 1,016	\$ —	\$ 15,485
Year Ended Dec. 31, 2017	\$ 17,385	\$ 1,084	\$ 4,000	\$ 14,469
Period Apr. 13, 2016 to Dec. 31, 2016	\$ 16,515	\$ 870	\$ —	\$ 17,385
PREDECESSOR				
Period Jan. 1, 2016 to Apr. 12, 2016	\$ 16,177	\$ 338	\$ —	\$ 16,515

(1) Included in the consolidated balance sheet

CLECO POWER
VALUATION AND QUALIFYING ACCOUNTS

SCHEDULE II

(THOUSANDS)	BALANCE AT BEGINNING OF PERIOD	ADDITIONS CHARGED TO COSTS AND EXPENSES	UNCOLLECTIBLE ACCOUNT WRITE-OFFS LESS RECOVERIES	BALANCE AT END OF PERIOD
Allowance for Uncollectible Accounts				
Year Ended Dec. 31, 2018	\$ 1,457	\$ 977	\$ 1,620	\$ 814

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Year Ended Dec. 31, 2017	\$ 7,199	\$ 4,179	\$ 9,921	\$ 1,457
Year Ended Dec. 31, 2016	\$ 2,674	\$ 5,511	\$ 986	\$ 7,199

(1) Deducted in the consolidated balance sheet

(THOUSANDS)	BALANCE AT BEGINNING OF PERIOD	ADDITIONS	DEDUCTIONS	BALANCE AT END OF PERIOD ⁽¹⁾
Unrestricted Storm Reserve				
Year Ended Dec. 31, 2018	\$ 4,186	\$ —	\$ 514	\$ 3,672
Year Ended Dec. 31, 2017	\$ 2,607	\$ 4,000	\$ 2,421	\$ 4,186
Year Ended Dec. 31, 2016	\$ 2,801	\$ 71	\$ 265	\$ 2,607
Restricted Storm Reserve				
Year Ended Dec. 31, 2018	\$ 14,469	\$ 1,016	\$ —	\$ 15,485
Year Ended Dec. 31, 2017	\$ 17,385	\$ 1,084	\$ 4,000	\$ 14,469
Year Ended Dec. 31, 2016	\$ 16,177	\$ 1,208	\$ —	\$ 17,385

(1) Included in the consolidated balance sheet

CLECO
CLECO POWER 2018 FORM 10-K

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLECO CORPORATE HOLDINGS LLC
(Registrant)

By: /s/ William G. Fontenot
(William G. Fontenot)
(President & Chief Executive Officer)

Date: February 26, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ William G. Fontenot (William G. Fontenot)	President & Chief Executive Officer (Principal Executive Officer)	February 26, 2019
/s/ Kazi K. Hasan (Kazi K. Hasan)	Chief Financial Officer (Principal Financial Officer)	February 26, 2019
/s/ Tonita Laprarie (Tonita Laprarie)	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 26, 2019

MANAGERS*

Andrew M. Chapman
Richard W. Dinneny
Richard J. Gallot, Jr.
David R. Gilchrist
Gerald C. Hanrahan, Jr.
Christopher J. Leslie
Jon R. R. Perry
Aaron J. Rubin
Peggy B. Scott
Steven J. Turner
Bruce D. Wainer

*By: /s/ William G. Fontenot
(William G. Fontenot, as Attorney-in-Fact)

February 26, 2019

CLECO
CLECO POWER 2018 FORM 10-K

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLECO POWER LLC
(Registrant)

By: /s/ William G. Fontenot
(William G. Fontenot)
(Chief Executive Officer)

Date: February 26, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ William G. Fontenot (William G. Fontenot)	Chief Executive Officer (Principal Executive Officer)	February 26, 2019
/s/ Kazi K. Hasan (Kazi K. Hasan)	Chief Financial Officer (Principal Financial Officer)	February 26, 2019
/s/ Tonita Laprarie (Tonita Laprarie)	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 26, 2019