

**CHARTER OF THE
LOUISIANA CHAPTER
OF THE
ENERGY BAR ASSOCIATION**

Pursuant to Article XII of the By-Laws of the Energy Bar Association (“Association”), there is hereby chartered the Louisiana Chapter (successor to the existing New Orleans Chapter and predecessors thereto) of the Energy Bar Association (“Chapter”). This Charter of the Louisiana Chapter of the Energy Bar Association (“Charter”) provides for the governance of the Chapter and its relationship to the Association. This Charter replaces in its entirety the Amended and Restated Charter of the New Orleans Chapter and predecessors thereto.

ARTICLE I

Chapter-Association Relations

Section 1. The Association has hereby chartered the Chapter in recognition of the Association members who live and work in the state of Louisiana in order to better permit those members to fully participate in the activities and enjoy the benefits of membership in the Association, to further the purposes of the Association pursuant to its Articles of Incorporation and to promote the mission of the Association.

Section 2. In order to achieve the purposes of the Association and the purposes for which the Chapter is hereby chartered, it is necessary to provide for close coordination of the operations of the Chapter with the operations of the Association. Therefore, the President of the Chapter shall receive advance notice of all meetings of the Board of Directors of the Association, and in such capacity shall be entitled to attend all such

meetings and to participate in the deliberations at such meetings, but shall not in such capacity be a member of the Board of Directors of the Association. The President of the Chapter or his/her designee shall be an ex-officio member of the Association's program committee and shall be entitled to participate fully in the affairs of such committee of the Association. The President of the Association may appoint an officer or director of the Association to serve as "Chapter Liaison," in which role such liaison shall be a non-voting, ex-officio member of the Chapter.

ARTICLE II

Officers

Section 1. The initial officers of the Chapter appointed by the issuance of this Charter and authorized to serve until May 31, 2019, are:

Daniel T. Pancamo – President

Dana M. Shelton – Vice President

Elizabeth L. Adams – Secretary-Treasurer

Section 2. Subject to the other provisions of this Article regarding succession to the office of the President, the Vice President and Secretary-Treasurer office positions of the Chapter shall be elected by the membership of the Chapter for two-year terms commencing on June 1 of each odd numbered year. The officers shall comprise a President, Vice-President, and Secretary-Treasurer.

Section 3. The person serving as the Vice President shall succeed to the office of the President upon the vacancy of the term of the person serving as the President without further action by the Chapter membership. In the event that the Vice President becomes

the President due to that office becoming vacant during an existing term, that person shall serve as the President for the balance of the existing term and may serve for the succeeding term in accordance with the provisions of Article VI below.

Section 4. The person serving as President shall not be eligible for immediate re-election to the office of Vice President.

ARTICLE III

Board of Directors

Section 1. The affairs of the Chapter shall be governed by a Board of Directors consisting of no less than seven (7) and no more than eleven (11) members as determined by the Board of Directors of the Chapter. Directors will serve two-year terms. Three (3) of the Directors may also be officers of the Chapter. The Chapter shall endeavor to achieve geographic diversity in the membership of the Board, reflecting the areas served across Louisiana, to the extent practicable and consistent with the best interests of the Chapter.

Section 2. The Directors appointed by issuance of this Charter, and authorized to serve at until May 31, 2019, are:

Daniel T. Pancamo, Phelps Dunbar, L.L.P.

Dana M. Shelton, Stone Pigman Walther Wittman LLC

Elizabeth L. Adams, Senior Counsel, Entergy

Mark D. Pearce, General Counsel, Cleco Power

David E. Dismukes, Ph.D., Executive Director, Center

for Energy Studies, Louisiana State University

Eric N. Smith, Associate Director, Tulane Energy Institute

Justin Swaim, Stone Pigman Walther Wittman LLC

Nathan G. Huntwork, Phelps Dunbar, L.L.P.

William Mohl, WMM Enterprises, LLC

Section 3. With the approval of the Board of Directors, the President shall appoint a person to fill a vacancy occurring among the Officers and Directors for the remainder of the un-expired term of the position.

Section 4. The Board of Directors shall meet no less than one a quarter. A majority of the Board of Directors shall constitute a quorum, and the business of the Chapter shall be conducted by majority vote of those officers and directors present.

Section 5. The Board of Directors shall receive reports and recommendations from all committees and Officers. The Board of Directors shall consider and act upon reports and recommendations at their meetings. The Board of Directors may conduct their meetings in person and/or by the use of audio-conferencing or video-conferencing media.

ARTICLE IV

Duties of Officers

Section 1. The President shall be the chief executive officer of the Chapter. It shall be his or her duty to preside at all meetings of the Chapter, to appoint all committees of the Chapter and their officers, unless otherwise provided for, and he or she shall be a member, ex-officio, of all committees. The President, or such other person as the President may delegate this responsibility to for a particular meeting, shall ensure that the minutes, notes, and/or results of all Chapter meetings, votes, or other Chapter business shall be summarized

in a writing and promptly communicated to the EBA Administrative Office and the Chapter Liaison.

Section 2. In the absence or disability of the President, the Vice President shall discharge his or her duties.

Section 3. The Secretary-Treasurer shall be responsible for the preparation and maintenance of the records of the meetings of the Chapter and of the Board of Directors; shall be responsible for giving all notices on behalf of the Chapter provided for in this Charter or as otherwise directed by the Board of Directors; and shall be the custodian of all the official books, records, and documents of the Chapter. He or she shall make the books, records, and documents committed to his or her custody available to the Board of Directors of the Chapter and the Board of Directors of the Association as those Boards of Directors may require. The Secretary-Treasurer shall render reports to the Board of Directors of the Chapter as required.

ARTICLE V

Chapter Meetings

Section 1. The Chapter shall meet at least once per year at such time and place as the President may designate to elect officers, as provided in Article VI below, or to undertake other Chapter business (“Annual Meeting”). The Annual Meeting shall take place prior to May 31st of each year; email notice of the time and place of the meeting shall be sent to all Chapter members at least two months in advance of the meeting. In addition, the Chapter may meet at such other times and places as may be determined by the President.

Except for the election of officers, business shall be conducted by majority vote of those present and a quorum shall consist of those present. Meetings may be conducted in whole or part by video or teleconference.

ARTICLE VI

Election of Officers

Section 1. Officer positions shall be elected by the membership in attendance at the Annual Meeting every two years.

Section 2. The Board shall nominate persons to stand for election as officers at the Annual Meeting on odd-numbered years. Unless he or she declines the nomination, the Vice President shall be the nominee for the position of President. Unless he or she declines the nomination, the Secretary-Treasurer shall be the nominee for the position of Vice-President. Notices shall be transmitted, by mail, fax, or email, to the membership of the Chapter no later than 30 days before the Annual Meeting, shall set forth the time and place for the meeting, a general summary of the matters to occur at the meeting, and information concerning the manner of voting at the meeting.

ARTICLE VII

Committees

Section 1. The Chapter shall have such general committees as the Board of Directors may establish. With the approval of the Board of Directors, the President shall appoint a chairman and members of each general committee (with the number of members of each general committee to be determined in the discretion of the President). Officers, Directors, and chapter members are all eligible to serve on general committees.

Section 2. In addition to the general committees established by the Board of Directors, the President may appoint special committees to consist of two or more members as may be required to conduct the affairs of the Chapter. The President shall announce the creation of and appointments to such special committees to the Board of Directors at its next meeting.

Section 3. The majority of the members of any general or special committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

Section 4. Meetings of any committee shall be held at such times and places as the chairman thereof may determine. Reasonable notice shall be given by him or her to each member.

ARTICLE VIII

Custody of Papers, Addresses, and Reports

Custody of all papers, addresses and reports submitted to the Chapter shall be lodged with the Secretary-Treasurer, and copies furnished to the Secretary of the Association upon request. All reports to the Chapter shall become the property of the Association and shall not be made public without the consent of the Board of Directors of the Association.

ARTICLE IX

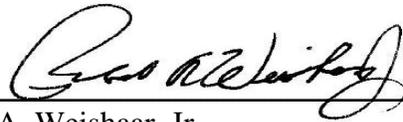
Amendments to the Charter

This Charter may be amended upon: (1) notice of the change being provided by the President of the chapter to the membership of the chapter at least 60 days prior to the proposed effective date of the amendment; (2) written notice of the proposed amendment

being provided by the President of the Chapter to the Secretary of the Association at least thirty days before the proposed effective date of such proposed amendment and (3) approval by the Board of Directors of the Association of the proposed amendment. This Charter may be revoked by the Board of Directors of the Association. All reasonable efforts shall be made to resolve disputes which may arise between the Board of Directors of the Association and the Chapter.

ISSUED BY THE ENERGY BAR ASSOCIATION

Dated this 20th day of June, 2017

A handwritten signature in black ink, appearing to read "Robert A. Weishaar, Jr.", written over a horizontal line.

Robert A. Weishaar, Jr.
President