

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
OF
ENTERGY ARKANSAS, INC.**

Dated effective as of October 30, 2017

The undersigned, being all of the members of the Board of Directors (the “**Board**”) of Entergy Arkansas, Inc., an Arkansas corporation (“**EAI**”), do hereby unanimously consent, pursuant to the provisions of Ark. Code Ann. §4-27-821, to the adoption of, and do hereby adopt, the following resolutions without a meeting, the necessity of a meeting and any and all notices with respect thereto being hereby expressly waived:

WHEREAS, it is proposed that EAI and its affiliates undertake an internal restructuring (the “**Restructuring**”) pursuant to the following series of actions, the exact order and timing of which may vary from the description below:

- (1) EAI will redeem its outstanding preferred stock;
- (2) Entergy Corporation, a Delaware corporation and parent company of EAI, may contribute certain assets to EAI (the “**ETR Contribution**”);
- (3) EAI will convert to a Texas corporation (“**EAI-TX**”) from an Arkansas corporation;
- (4) Pursuant to the merger provisions of the Texas Business Organizations Code, EAI-TX will allocate substantially all of its assets (excluding, among other select assets, any assets received in the ETR Contribution) and liabilities to a newly formed Texas limited liability company named “Entergy Arkansas Power, LLC” that will be a subsidiary of EAI-TX at the time of the merger (“**EAP LLC**”);
- (5) EAI-TX will contribute 100% of the membership interests of EAP LLC, and any assets received in the ETR Contribution, to Entergy Utility Holding Company, LLC, a Texas limited liability company and an affiliate of EAI-TX at the time of the contribution (“**EUH**”), in exchange for common membership interests in EUH (the “**EUH Contribution**”);
- (6) In connection with the EUH Contribution, EUH will issue a new series of voting preferred membership interests in EUH in exchange for a cash contribution by third party, unaffiliated investors;
- (7) EAI-TX will change its name to “Entergy Utility Property, Inc.”; and
- (8) EAP LLC will change its name to “Entergy Arkansas, LLC”; and

WHEREAS, the Board has determined that it is in the best interests of EAI to undertake the Restructuring.

NOW THEREFORE, be it:

RESOLVED, that the Board hereby determines that it is in the best interests of EAI to approve the transactions involving EAI that are part of the Restructuring (the “**EAI Transactions**”); and further

RESOLVED, that the President or any Vice President or any person designated by the President or any Vice President in writing for such purpose or the Treasurer or any Assistant Treasurer, or any other executive officer of EAI be, and each of them hereby is, authorized, in the name of and on behalf of EAI to execute and deliver such documents, instruments, certificates, consents, affidavits, and agreements as such officers deem necessary or appropriate in connection with the EAI Transactions, in each case upon such terms and conditions as shall be approved by the officer executing same, such execution to be conclusive evidence of such approval, and all acts heretofore done and all documents heretofore executed, filed or delivered by such officers in connection with the Restructuring are hereby approved, ratified, and confirmed.

The Secretary of EAI is hereby directed to file a signed copy of this Written Consent in the minute book of EAI.

[Signature Page Follows]

This Unanimous Written Consent of Directors is effective as of the date first set forth above.

Roderick K. West

Richard C. Riley

Andrew S. Marsh

Paul D. Hinnenkamp



Andrew Marsh



Paul D. Hinnenkamp

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Richard C. Riley



Roderick K. West