

BLUE DOLPHIN ENERGY CO  
Form DEF 14A  
November 15, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material pursuant to §240.14a-12

BLUE DOLPHIN ENERGY COMPANY  
(Name of Registrant as specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required  
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

Notice is hereby given that an Annual Meeting of Stockholders (the “Annual Meeting”) of Blue Dolphin Energy Company, a Delaware corporation (referred to herein as “Blue Dolphin,” “we,” “us” and “our”), will be held on Thursday, December 27, 2018 at 10:00 a.m. Central Time at Blue Dolphin’s principal office located at 801 Travis Street, 21st Floor, Houston, Texas 77002. At the Annual Meeting, stockholders will consider proposals to:

- (1) elect five (5) directors, all of whom shall serve until the next annual meeting of stockholders, or in each case until their successors are duly elected and qualified, or until their earlier resignation or removal;
- (2) ratify the selection of UHY LLP (“UHY”) as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
- (3) transact any other business that may properly come before the Annual Meeting.

Additional information regarding the Annual Meeting is set forth in the accompanying proxy statement. Our Board of Directors (the “Board”) has specified the close of business on November 5, 2018 as the record date (“Record Date”) for the purpose of determining the stockholders who are entitled to receive notice of, and to vote at, the Annual Meeting. Only stockholders of record at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

Regardless of whether you plan to attend the Annual Meeting in person, we request that you vote your shares of Blue Dolphin common stock at your earliest convenience in order to ensure that your shares of Blue Dolphin common stock will be represented at the Annual Meeting. Depending on how you hold your shares of Blue Dolphin common stock, options to cast your ballot include the Internet, telephone, or mail. If you have Internet access, we recommend that you record your vote via the Internet.

### AVAILABILITY OF PROXY MATERIALS – IMPORTANT NOTICE

Proxy materials are available online <https://iproxydirect.com/BDCO>

### MEETING DETAILS

Location	
Blue Dolphin Energy Company	Parking
801 Travis Street, 21st Floor	Parking will be validated for attendees that park in the 801 Travis Street parking garage (entrance off Rusk Street).
Houston, Texas 77002	

Proxy Forms

Registered stockholders may vote in person at the Annual Meeting by completing a ballot or by submitting their pre-printed proxy form. Beneficial stockholders that desire to vote in person at the Annual Meeting must obtain a legal proxy form from the brokerage firm, bank, trust or other nominee and present it to the inspector of election with their ballot. The inspector of election at the Annual Meeting has access to the registered stockholder's list to verify whether a registered stockholder is entitled to vote as of the Record Date. However, the inspector of election does not have access to the control number verification system that brokerage firms, banks, trusts and other nominees use to verify whether a beneficial stockholder is entitled to vote at the Annual Meeting. See "Frequently Asked Questions – 7. How do I vote if I am a beneficial stockholder?" for more information on voting shares held through a brokerage firm, bank, trust or other nominee.

By Order of the Board

/s/ JONATHAN P. CARROLL

Jonathan P. Carroll  
Chairman of the Board

November 15, 2018  
Houston, Texas



BLUE DOLPHIN ENERGY COMPANY

November 15, 2018

Fellow Stockholders:

Although 2018 has been no less challenging than 2016 and 2017, we continue to weather the storm. Significant milestones this year include:

(1)

Positive EBITDA -- For the nine months ended September 30, 2018, EBITDA(1) for refinery operations was positive at \$2.8 million compared to a loss of \$20.9 million for the nine months ended September 30, 2017. EBITDA for tolling and terminaling operations was also positive at \$2.8 million for the nine months ended September 30, 2018. We did not report tolling and terminaling operations as a separate business segment in 2017;

(2)

GEL Settlement Agreement -- In July 2018, GEL Tex Marketing, LLC ("GEL") and the Lazarus Parties(2) entered into a Settlement Agreement whereby all parties agreed to mutually release all claims against each other and to file a stipulation of dismissal with prejudice in connection with the final arbitration award, subject to the terms and conditions set forth in the Settlement Agreement. The most critical condition is a one-time payment to GEL of \$10.0 million in cash; and

(3)

Arbitration Award Balance Reduction -- To date, Lazarus Energy, LLC ("LE") has paid \$9.2 million to GEL towards reducing the outstanding balance of the final arbitration award. After the \$3.7 million initial payment to GEL in September 2017, LE has been making payments to GEL at \$0.5 million per month.

We certainly have a long way to go, but I am encouraged by the progress that we continue to make. As always, I want to thank you, our stockholders, for your continued support. I also want to thank the folks that keep the business running every day -- our people. Together we are making headway, and I remain optimistic about our future.

With regards,

Jonathan P. Carroll  
Chairman of the Board,  
Chief Executive Officer and President

(1)

EBITDA reflects earnings before: (i) interest income (expense), (ii) income taxes, and (iii) depreciation and amortization.

(2)

The Lazarus Parties refers to LE, Blue Dolphin Energy Company, Lazarus Energy Holdings, LLC, Nixon Product Storage, LLC, Carroll & Company Financial Holdings, L.P., and Jonathan Carroll.

801 Travis Street, Suite 2100, Houston, Texas 77002  
Phone (713) 568-4725 Fax (713) 227-7626 [www.blue-dolphin-energy.com](http://www.blue-dolphin-energy.com)



PROXY STATEMENT  
BLUE DOLPHIN ENERGY COMPANY

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## PROCEDURAL MATTERS

### General

This proxy statement and accompanying notice and proxy form are being furnished to the stockholders of Blue Dolphin Energy Company (referred to herein as “Blue Dolphin,” “we,” “us” and “our”) in connection with the solicitation of proxies by Blue Dolphin’s Board of Directors (the “Board”) for use at the Annual Meeting of Stockholders (the “Annual Meeting”) and any adjournment or postponement thereof.

### Date, Time and Place

The Annual Meeting will be held on Thursday, December 27, 2018 at 10:00 a.m. Central Time at Blue Dolphin’s principal office, which is located at 801 Travis Street, 21st Floor, Houston, Texas 77002.

### Purpose

At the Annual Meeting, stockholders are being asked to consider and vote upon proposals to:

- (1) elect five (5) directors, all of whom shall serve until the next annual meeting of stockholders, or in each case until their successors are duly elected and qualified, or until their earlier resignation or removal;
- (2) ratify the selection of UHY LLP (“UHY”) as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
- (3) transact any other business that may properly come before the Annual Meeting.

### Record Date; Who Is Entitled to Vote

The Board has fixed the close of business on November 5, 2018 as the record date (the “Record Date”) for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting. A list of registered stockholders entitled to vote at the Annual Meeting will be open for examination by any stockholder during normal business hours for a period of ten (10) days prior to the Annual Meeting at our principal office, which is located at 801 Travis Street, 21st Floor, Houston, Texas 77002. On the Record Date, there were 10,975,514 shares of our common stock, par value \$0.01 per share (the “Common Stock”), outstanding. Stockholders are entitled to one (1) vote per share of Common Stock held on the Record Date on each matter presented at the Annual Meeting.

### Material Delivery

This proxy statement, along with its accompanying notice and proxy form, are first being mailed to stockholders on or about November 16, 2018. We are also mailing an insert notifying stockholders that our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (the “Annual Report”) is available online.

### Quorum

The holders of a majority of the shares of Common Stock entitled to vote at the Annual Meeting and represented in person or by proxy shall constitute a quorum at the Annual Meeting for the transaction of business.





### Abstentions and Broker Non-Votes

Abstentions – If a stockholder abstains from voting on a proposal, the shares are considered present and entitled to vote at the Annual Meeting. Therefore, abstentions will count toward determining whether or not a quorum is present. Under Delaware law, a proxy marked “abstain” is not considered a vote cast. Accordingly, an abstention will have no effect on the proposal regarding the election of directors, as the nominees are elected by a plurality of the votes cast. Abstentions on proposals that require the affirmative vote of a majority of the shares entitled to vote and represented at the Annual Meeting, in person or by proxy, will, in effect, be a vote against such matter.

Broker Non-Votes – Broker non-votes occur when brokers, banks or other nominees that hold shares on behalf of beneficial (“street name”) stockholders do not receive voting instructions from the beneficial stockholders prior to the Annual Meeting and do not have discretionary voting authority to vote those shares. Broker non-votes are considered present and entitled to vote at the Annual Meeting. Therefore, broker non-votes will count toward determining whether or not a quorum is present. However, under New York Stock Exchange Rule 452, which has been approved by the Securities and Exchange Commission (the “SEC”), brokers are prohibited from voting shares of Common Stock for which they have not received instructions on non-routine matters, including the election of directors.

### Votes Required for Approval

With the exception of the election of directors, our By-Laws, as amended and restated (the “By-Laws”), require an affirmative vote of a majority of the votes cast by the stockholders present, either in person or by proxy, and entitled to vote at the Annual Meeting for the proposal to be approved. The votes required for approval, and the impact of abstentions and broker non-votes for each proposal stockholders are being asked to consider and vote upon are as follows:

Proposal (1) — Election of Directors: You may vote “FOR” any one, or all, of the nominees, or withhold your vote for any one or more of the nominees. As the nominees are elected by a plurality of the votes cast, withheld votes and abstentions will not affect the outcome of this proposal. This proposal is considered a non-routine matter and brokers will not have discretionary authority to vote shares for which they have not received instructions; and

Proposal (2) — Ratification of Independent Registered Public Accounting Firm: You may vote “FOR” or “AGAINST” or abstain from voting. The affirmative vote of the holders of a majority of the shares of Common Stock entitled to vote and represented at the Annual Meeting, in person or by proxy, is required to approve the ratification of UHY as our independent registered public accountants for the fiscal year ending December 31, 2018. Abstentions will have the same effect as a vote “AGAINST” the ratification. Under applicable SEC rules, this proposal is considered a routine matter and brokers will have the discretionary authority to vote shares of Common Stock for which they have not received instructions.

### Voting Your Shares

All shares of Common Stock represented at the Annual Meeting by properly executed proxies will be voted in accordance with the instructions indicated on the proxies. If no instructions are indicated with respect to any shares for which properly executed proxies have been received, such proxies will be voted “FOR” Proposal Nos. (1) and (2).



### Revoking Your Proxy

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked pursuant to the following actions:

- providing written or electronic notice of revocation;
- submitting a proxy of a later date; or
- voting in person at the Annual Meeting.

A written notice of revocation should be sent to Blue Dolphin Energy Company, Attention: Secretary, 801 Travis Street, Suite 2100, Houston, Texas 77002. Depending on how you hold your shares, you can submit a proxy of a later date via the Internet, by telephone, by fax, or by mail.

### Where to Direct Questions

To assist you with casting your vote, we have attempted to answer key questions you may have as a stockholder related to the proposals you are being asked to consider. Please review the frequently asked questions (FAQs) section, which is included as part of this proxy statement. If you have any additional questions, please contact Blue Dolphin, Investor Relations at (713) 568-4725.

### Reimbursement of Solicitation Expenses

Blue Dolphin will bear all costs of this solicitation. Proxies will be solicited primarily by mail, but may also be solicited in person, by telephone or other electronic means by directors, officers and employees of Blue Dolphin in the ordinary course of business, for which they will not receive additional compensation. Blue Dolphin has requested that brokers, nominees, fiduciaries and other custodians send proxy materials to the beneficial owners of Common Stock, for which Blue Dolphin will reimburse them for their reasonable out-of-pocket expenses.

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## FREQUENTLY ASKED QUESTIONS (“FAQs”)

The FAQs presented in this section are to assist you in understanding the proposals you are being asked to vote upon for the Annual Meeting. The items addressed may not answer all questions that may be important to you as a stockholder. For additional information, please refer to the more detailed discussion contained elsewhere in this proxy statement or contact Blue Dolphin, Investor Relations at (713) 568-4725.

### Procedural Matters

1.

Why am I receiving this proxy statement?

You are receiving this proxy statement because you hold shares of Blue Dolphin Common Stock as of the Record Date for the Annual Meeting.

2.

What does it mean if I receive more than one proxy?

If you receive more than one proxy form, it means that you hold shares of Common Stock in more than one account. For example, you may own your shares of Common Stock individually, jointly with your spouse, as trustee of a trust, or as custodian for a minor. To ensure that all of your shares of Common Stock are voted, you will need to sign and return each proxy form received because they are held in a different form of ownership.

3.

Who is entitled to attend and vote at the Annual Meeting?

If you owned shares of Common Stock as of the close of business on November 5, 2018, you are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting. As of the Record Date, there were approximately 10,975,514 shares of Common Stock and outstanding.

4.

When and where will the Annual Meeting be held?

The Annual Meeting will be held on Thursday, December 27, 2018 at 10:00 a.m. Central Time at Blue Dolphin’s principal office, which is located at 801 Travis Street, 21st Floor, Houston, Texas 77002.

5.

What do I need to do now?

After carefully reading and considering the information contained in this proxy statement, please vote your shares of Common Stock as described below. You are entitled to one (1) vote for each share of Common Stock you own as of the Record Date.

6.

How do I vote if I am a registered stockholder?

If your shares of Common Stock are registered directly in your name with our transfer agent, Securities Transfer Corporation, you are considered, with respect to those shares, the stockholder of record or a “registered stockholder.” Registered stockholders may vote as follows: (i) by mail by completing, signing and dating each proxy form received and returning it in the enclosed prepaid envelope, (ii) by fax by completing, signing and dating each proxy form received and faxing to (202) 521-3464, (iii) via the Internet at <https://www.iproxydirect.com/BDCO> by following the instructions, or (iv) in person by attending the Annual Meeting. If voting by mail, fax, or the Internet, your voting instructions must be received by 11:59 p.m. Eastern/10:59 p.m. Central Time on the date prior to the date of the Annual Meeting. Voting by mail, fax, or the Internet will not prevent you from voting in person at the Annual

Meeting. You are encouraged to submit a proxy by mail, fax, or the Internet even if you plan to attend the Annual Meeting in person to ensure that your shares of Common Stock are present in person or represented by proxy at the Annual Meeting.



7.

How do I vote if I am a beneficial stockholder?

If your shares of Common Stock are held by a brokerage firm, bank, trust or other nominee, you are considered the “beneficial stockholder” of the shares of Common Stock being held in “street name.” These proxy materials are being forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares of Common Stock, the stockholder of record. As the beneficial stockholder, you have the right to direct your broker, bank or other holder of record on how to vote your shares of Common Stock and you are invited to attend the Annual Meeting. Your broker, bank, trustee or nominee is obligated to provide you with a voting instruction form for voting purposes.

As a beneficial stockholder, you cannot vote your shares of Common Stock directly and must instead instruct the brokerage firm, bank, trust or other nominee on how to vote your shares of Common Stock. With specific instructions on how to vote, your brokerage firm, bank, trust or other nominee will be permitted to vote shares of Common Stock on your behalf for any matter, including non-routine matters under SEC Rules. Proposal (1), regarding the election of directors, is considered a non-routine matter. Without instructions on how to vote, your brokerage firm, bank, trust or other nominee will only be permitted to vote shares of Common Stock on your behalf for routine matters under applicable SEC rules. Proposal (2), regarding the ratification of UHY as our independent registered public accounting firm for the year ending December 31, 2018, is considered a routine matter. Therefore, it is important that you promptly follow the directions provided by your brokerage firm, bank, trust or other nominee regarding how to instruct them to vote your shares of Common Stock. If you wish to vote in person at the Annual Meeting, you must obtain a legal proxy form from the brokerage firm, bank, trust or other nominee and present it to the inspector of election with your ballot. If you hold some shares of Common Stock as a registered stockholder and some shares of Common Stock as a beneficial stockholder, the shares of Common Stock cannot be combined for voting purposes because the shares of Common Stock held beneficially list the brokerage firm, bank, trust or other nominee as the stockholder of record.

8.

What if I fail to instruct my brokerage firm, bank, trust or other nominee how to vote?

Because your brokerage firm, bank, trust or other nominee does not have discretionary authority to vote on non-routine matters, failure to provide your broker or other nominee with voting instructions on how to vote your shares of Common Stock will result in a broker non-vote for Proposal (1).

9.

What are the proposals that will be voted on at the Annual Meeting?

You are being asked to consider and vote upon proposals to: (1) elect five (5) directors, (2) ratify the selection of UHY as our independent registered public accounting firm for the year ending December 31, 2018, and (3) transact any other business that may properly come before the Annual Meeting and any adjournment or postponement thereof.

10.

How does Blue Dolphin’s Board recommend that I vote on the proposals?

The Board has determined that each of the proposals presented in the proxy statement are in the best interests of you -- our stockholder -- and unanimously recommends that you vote “FOR” each proposal presented in the proxy statement.

11.

How many votes are required to approve an adjournment or postponement of the Annual Meeting to a later time, if necessary or appropriate, to obtain a quorum or solicit additional proxies in favor of the proposals?

If a quorum is not met, the Board may submit a proposal to adjourn or postpone the Annual Meeting to a later date or dates until a quorum is met. If a quorum is met but there are insufficient votes to adopt the proposals, our By-Laws require the affirmative vote of a majority of the votes cast in order to adjourn or postpone the Annual Meeting to a

later time. Withheld votes, abstentions and broker non-votes will have no effect on this matter.

12.

How are votes counted?

The inspector of election that is appointed for the Annual Meeting will count the votes. Such person will separately count "FOR," "WITHHELD" and "AGAINST" votes, as well as abstentions and broker non-votes.

6



13.

What constitutes a quorum for the Annual Meeting?

The presence, in person or by proxy, of stockholders representing a majority of the shares of Common Stock entitled to vote at the Annual Meeting will constitute a quorum for the Annual Meeting. Shares of Common Stock held by registered stockholders that submit a properly executed proxy form will be counted as part of the quorum. Shares of Common Stock held by beneficial stockholders that either provide their brokerage firm, bank, trust or other nominee with voting instructions or obtain a legal proxy form for voting in person at the Annual Meeting will be counted as part of the quorum.

14.

Am I entitled to appraisal rights?

Under Delaware law, stockholders are not entitled to appraisal rights with respect to any of the proposals presented at the Annual Meeting.

15.

What happens if I sell my shares of Blue Dolphin Common Stock before the Annual Meeting?

The date of record to determine whether stockholders are entitled to vote at the Annual Meeting is earlier than the date of the Annual Meeting. If you transfer or sell your shares of Common Stock after the Record Date but before the Annual Meeting, you will, unless special arrangements are made, retain your right to vote at the Annual Meeting.

16.

Who can answer further questions?

For additional questions, please contact Blue Dolphin, Investor Relations at (713) 568-4725. For assistance in submitting proxies or voting shares of Common Stock, registered stockholders should contact Securities Transfer Corporation by phone at (469) 633-0101 or visit their website at <http://www.stctransfer.com>. Beneficial stockholders should contact their brokerage firm, bank, trust or other nominee for additional information.

Selection of UHY as Independent Registered Public Accounting Firm

17.

How long has UHY been our independent registered public accounting firm?

UHY has been engaged as our independent registered public accounting firm since 2002. Although ratification of UHY as our independent registered public accounting firm by our stockholders is not required by our By-Laws, the Board believes that submitting this matter to a vote reflects good corporate practice.

18.

What happens if UHY's selection is not ratified?

In the event of a negative vote on such ratification, the Audit Committee of the Board (the "Audit Committee") will consider whether it is appropriate to select another independent registered public accounting firm. Even if this appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in our best interest and that of our stockholders.

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PROPOSALS

(1) ELECTION OF DIRECTORS

Director Nominees

The Board has affirmatively determined that each of Ryan A. Bailey, Amitav Misra, and Christopher T. Morris, each an outside director, is considered an “Independent Director” as such term is defined by OTCQX and SEC rules. Jonathan P. Carroll, our Chief Executive Officer and President, and Herbert N. Whitney, are not considered independent directors. The independent members of the Board have nominated Messrs. Bailey, Misra, Morris, Carroll and Whitney to serve as directors until the next annual meeting of stockholders. Each director that has been nominated (each a “Director Nominee”) shall serve as a director until the next annual meeting of stockholders, or in each case until their successors have been duly elected and qualified, or until their earlier resignation or removal.

Each Director Nominee has consented to being nominated and has expressed a willingness to serve if elected. The Board has no reason to believe that any of the Director Nominees will be unable or unwilling to serve if elected. However, should any Director Nominee become unable or unwilling to serve as a director at the time of the Annual Meeting, the person or persons exercising the proxies will vote for the election of a substitute Director Nominee designated by the Board.

This table shows, as of the Record Date, each Director Nominee’s name, age, principal occupation and directorships during the past five (5) years, as well as their relevant knowledge and experience that led to their nomination to the Board:

Name, Age Principal Occupation and Directorships During Past 5 Years	Knowledge and Experience
<p>Jonathan P. Carroll, 57</p> <p>Blue Dolphin Energy Company Chairman of the Board (since 2014) Chief Executive Officer, President, Assistant Treasurer and Secretary (since 2012)</p> <p>Lazarus Energy Holdings, LLC (“LEH”) President and majority owner (since 2006) Together, LEH and Jonathan Carroll owned 79.8% of our outstanding Common Stock as of the Record Date.</p>	<p>Mr. Carroll earned a Bachelor of Arts degree in Human Biology and a Bachelor of Arts degree in Economics from Stanford University, and he completed a Directed Reading in Economics at Oxford University. Based on his educational and professional experiences, Mr. Carroll possesses particular knowledge and experience in business management, finance and business development that strengthen the Board’s collective qualifications, skills and experience.</p>

Mr. Carroll has served on Blue Dolphin’s Board since 2014. He is currently Chairman of the Board. Since 2004, he has served on the Board of Trustees of the Salient Fund Group, and has served on the compliance, audit and nominating committees of several of Salient’s private and public closed-end and mutual funds. Mr. Carroll previously served on the

Board of Directors of the General Partner of LRR Energy, L.P. (NYSE: LRE) from January 2014 until its merger with Vanguard Natural Resources, LLC in October 2015.

Ryan A. Bailey, 43

Children's Health System of Texas  
Head of Investments (since 2014)

The Meadows Foundation  
Investment Officer/Interim Chief Investment Officer  
(2006 to 2014)

Mr. Bailey was appointed to Blue Dolphin's Board in November 2015. He is currently a member of the Audit and Compensation Committees. He also serves as an advisor and mentor to Texas Wall Street Women, a non-profit member organization; is a member of the advisory board of Solovis, Inc., an investment software company; and serves as a Board member for the Texas Hedge Fund Association.

Mr. Bailey earned a Bachelor of Arts in Economics from Yale University and completed a graduate course in tax planning from the Yale School of Management. He holds professional credentialing as a Chartered Financial Analyst (CFA), Financial Risk Manager (FRM), Chartered Alternative Investment Analyst (CAIA) and Chartered Market Technician (CMT). Based on his educational and professional experiences, Mr. Bailey possesses particular knowledge and experience in finance, financial analysis and modeling, investment management, risk assessment and strategic planning that strengthen the Board's collective qualifications, skills and experience.



Name, Age

Principal Occupation and Directorships  
During Past 5 Years

Knowledge and Experience

Amitav Misra, 41

Arundo Analytics, Inc.  
General Manager Americas (since November  
2018)  
Vice President of Marketing (since 2017)

Cardinal Advisors  
Founder and Partner (2014 to 2017)

Taxa, Inc.  
President, Director and Chief Operating  
Officer (2012 to 2014)

EnerNOC, Inc.  
Channel Manager (2011 to 2012)

Mr. Misra earned a Bachelor of Arts in Economics from Stanford University and holds FINRA Series 79 and Series 63 licenses. Mr. Misra possesses particular knowledge and experience in economics, business development, private equity, and strategic planning that strengthen the Board's collective qualifications, skills and experience.

Mr. Misra has served on Blue Dolphin's Board since 2014. He is currently a member of the Audit and Compensation Committees. Mr. Misra serves as an advisor to several energy, technology and private investment companies. He is also a director of the Houston Center for Literacy, a non-profit organization.

Christopher T. Morris, 57

Impact Partners LLC  
President (since 2017)

Tatum (a Randstad Company)  
New York Managing Partner (2013 to 2017)

MPact Partners LLC  
President (2011 to 2013)

Mr. Morris earned a Bachelor of Arts in Economics from Stanford University and a Masters in Business Administration from the Harvard Business School. Based on his educational and professional experiences, Mr. Morris possesses particular knowledge and experience in business management, finance, strategic planning and business development that strengthen the Board's collective qualifications, skills and experience.

Mr. Morris has served on Blue Dolphin's Board since 2012; he is currently Chairman of the Audit and Compensation Committees.

Herbert N. Whitney, 78

Mr. Whitney has more than 40 years of experience in pipeline operations, crude oil supply, product supply, distribution and trading,

Wildcat Consulting, LLC  
Founder and President (since 2006)

Mr. Whitney has served on Blue Dolphin's Board since 2012. He previously served on the Board of Directors of Blackwater Midstream Corporation, the Advisory Board of Sheetz, Inc., as Chairman of the Board of Directors of Colonial Pipeline Company, and as Chairman of the Executive Committee of the Association of Oil Pipelines.

as well as marine operations and logistics having served as the President of CITGO Pipeline Company and in various general manager positions at CITGO Petroleum Corporation. He earned his Bachelor of Science in Civil Engineering from Kansas State University. Based on his educational and professional experiences, he possesses extensive knowledge in the supply and distribution of crude oil and petroleum products, which strengthens the Board's collective qualifications, skills and expertise.

#### Recommendation

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR"  
THE ELECTION OF ALL OF THE DIRECTOR NOMINEES.



(2) RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

For additional information related to this matter, refer to the FAQs provided as part of this proxy statement.

For purposes of determining whether to select UHY as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the year ending December 31, 2018, the Audit Committee conducted a thorough review of UHY's performance. The Audit Committee considered:

- UHY's performance on previous audits, including the quality of the engagement team and the firm's experience, client service, responsiveness and technical expertise;
- the firm's leadership, management structure and client and employee retention;
- the firm's financial strength and performance; and
- the appropriateness of fees charged.

UHY has acted as our principal independent registered public accounting firm since 2002. We are asking our stockholders to ratify the selection of UHY as our independent registered public accounting firm for the fiscal year ended December 31, 2018. Although ratification is not required by our By-Laws or otherwise, the Board is submitting the selection of UHY to our stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another independent registered public accounting firm. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of Blue Dolphin and our stockholders.

A representative of UHY is expected to be available during the Annual Meeting, with the opportunity to make a statement if he or she decides to do so, and will respond to appropriate questions.

Recommendation

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

(3) TRANSACTION OF OTHER MATTERS

At the date of this proxy statement, the Board was not aware of any matter to be acted upon at the Annual Meeting other than those matters set forth in Proposal Nos. (1) and (2) as described herein. If other business comes before the Annual Meeting, the persons named on the proxy will vote the proxy in accordance with their best judgment.

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## EXECUTIVE OFFICERS

This table shows, as of the Record Date, the name and age of each executive officer, as well as their principal occupation during the past five (5) years:

Name	Position	Since	Age
Jonathan P. Carroll	Chief Executive Officer, President, Assistant Treasurer, and Secretary (Principal Executive Officer)	2012	57
Tommy L. Byrd	Chief Financial Officer (Principal Financial Officer) Treasurer, and Assistant Secretary	2015 2012	61

Jonathan P. Carroll was appointed Chairman of the Board of Blue Dolphin in 2014, and he was appointed Chief Executive Officer, President, Assistant Treasurer and Secretary of Blue Dolphin in 2012. He has also served as President of LEH since 2006 and is its majority owner. Together, LEH and Jonathan Carroll owned 79.8% of Blue Dolphin's Common Stock as of the Record Date. Before founding LEH, Mr. Carroll was a private investor focused on direct debt and equity investments, primarily in distressed assets. Since 2004, he has served on the Board of Trustees of Salient Fund Group, and has served on the compliance, audit and nominating committees of several of Salient's private and public closed-end and mutual funds. Mr. Carroll previously served on the Board of Directors of the General Partner of LRR Energy, L.P. (NYSE: LRE) from January 2014 until its merger with Vanguard Natural Resources, LLC in October 2015. He earned a Bachelor of Arts degree in Human Biology and a Bachelor of Arts degree in Economics from Stanford University, and he completed a Directed Reading in Economics at Oxford University.

Tommy L. Byrd was appointed Chief Financial Officer of Blue Dolphin in 2015, having previously served as Interim Chief Financial Officer from 2012 through 2015 and as Controller from 2011 to 2012. Mr. Byrd also serves as Treasurer and Assistant Secretary of Blue Dolphin, positions for which he was appointed in 2012. He is also an employee of LEH, where he has served as Chief Financial Officer since 2006. He earned a Bachelor of Business Administration in Accounting from Stephen F. Austin State University. Mr. Byrd has extensive financial management, accounting and internal audit experience in the energy industry.

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## CORPORATE GOVERNANCE AND BOARD MATTERS

### Board

The Board consists of Messrs. Carroll, Bailey, Misra, Morris and Whitney, with Mr. Carroll serving as Chairman. During 2017, the Board met five (5) times and acted by written consent once. All directors participated in the meetings and acted by written consent. The Board has two standing committees, the Audit Committee and the Compensation Committee.

### Audit Committee

The Audit Committee consists of Messrs. Morris, Bailey, and Misra, with Mr. Morris serving as Chairman. During 2017, the Audit Committee met five (5) times. The Board has affirmatively determined that all members of the Audit Committee are independent under OTCQX and SEC rules and that each of Messrs. Morris and Bailey qualifies as an Audit Committee Financial Expert. The Audit Committee's duties include overseeing financial reporting and internal control functions. The Audit Committee's written charter is available on our corporate website (<http://www.blue-dolphin-energy.com>). The Audit Committee charter is also included in this proxy statement as Appendix A.

### Compensation Committee

The Compensation Committee consists of Messrs. Morris, Bailey, and Misra, with Mr. Morris serving as Chairman. During 2017, the Compensation Committee did not meet. The Board has affirmatively determined that all members of the Compensation Committee are independent under OTCQX rules. The Compensation Committee's duties include setting and overseeing our compensation policies, as well as reviewing and recommending to the Board for its approval all compensation for the Chief Executive Officer, other senior executives, and directors. The Compensation Committee's written charter is available on our corporate website (<http://www.blue-dolphin-energy.com>). The Compensation Committee charter is also included in this proxy statement as Appendix B.

### Master Limited Partnership ("MLP") Conversion Special Committee

The MLP Conversion Special Committee was formed by the Board in 2013 to determine the feasibility of optimizing stockholder value by potentially converting Blue Dolphin from a publicly traded "C" corporation to a publicly traded MLP. Due to a shift in market conditions, the MLP Conversion Special Committee was dissolved in March 2018. The MLP Conversion Special Committee did not meet during 2017.

### Nominating Committee

Given the small size of the Board, the Board adopted a "Board Nomination Procedures" policy in lieu of appointing a standing nominating committee. Using the "Board Nomination Procedures" policy, the Audit Committee, which is comprised of independent directors, uses the policy to perform in a similar function as a standing nominating committee. The policy is used by the independent directors when choosing nominees to stand for election. The Board will consider for possible nomination qualified nominees recommended by stockholders in accordance with Blue Dolphin's Certificate of Incorporation. As addressed in the "Board Nomination Procedures" policy, the manner in which independent directors evaluate nominees for director as recommended by a stockholder is the same as that for nominees received from other sources. (See "Director Nomination and Stockholder Proposals by Stockholders for Annual Meeting of Stockholders" in this proxy statement for more information).





The Board endeavors to nominate qualified directors that will make important contributions to the Board and to Blue Dolphin. The Board generally requires that nominees be persons of sound ethical character, be able to represent all stockholders fairly, have demonstrated professional achievements, have meaningful experience, and have a general appreciation of the major business issues facing Blue Dolphin. The Board also considers issues of diversity and background in its selection process, recognizing that it is desirable for its membership to have differences in viewpoints, professional experiences, educational backgrounds, skills, race, gender, age and national origin.

#### Director Attendance at Annual Meeting

Given the small size of the Board, director attendance at our annual meeting of stockholders is encouraged but not required. Only Mr. Carroll was present at the 2017 annual meeting of stockholders.

#### Leadership Structure

Blue Dolphin is led by Mr. Carroll, who has served as Chairman of the Board since 2014 and as our Chief Executive Officer and President since 2012. Having a single leader for the Company is commonly utilized by other public companies in the United States, and we believe it is effective for Blue Dolphin as well. This leadership structure demonstrates to our personnel, customers and stockholders that we are under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations, and eliminates the potential for confusion or duplication of efforts. We do not believe that appointing an independent Board chairman, or a permanent lead director, would improve upon the performance of the Board.

#### Risk Oversight

Our Board is involved in overseeing Blue Dolphin's risk management. The two standing Board committees provide appropriate risk oversight. The Audit Committee oversees the accounting and financial reporting processes, as well as compliance, internal control, legal and risk matters. The Compensation Committee oversees compensation policies, including the approval of compensation for directors and management. We believe that the processes established to report and monitor systems for material risks applicable to us are appropriate and effective.

#### Code of Ethics and Code of Conduct

In compliance with the Sarbanes-Oxley Act of 2002, the Board adopted a code of ethics policy and a code of conduct policy. The Audit Committee established procedures to enable anyone who has a concern about our conduct, policies, accounting, internal control over financial reporting, and/or auditing matters to communicate that concern directly to the Chairman of the Audit Committee. The code of ethics and code of conduct policies are available to any stockholder, without charge, upon written request to Blue Dolphin Energy Company, Attention: Audit Committee Chairman, 801 Travis Street, Suite 2100, Houston, Texas 77002 or such other contact information for the Audit Committee Chairman that we may post on our website from time to time. Our code of ethics and code of conduct policies are also available on our website (<http://www.blue-dolphin-energy.com>). Any amendments or waivers to provisions of our code of ethics or code of conduct will be disclosed on Form 8-K as filed with the SEC and/or posted on our website.



## Communicating with Directors

As the Board does not receive a large volume of correspondence from stockholders, at this time, there is no formal process by which stockholders can communicate with the Board. Instead, any stockholder who desires to contact the Board or specific members of the Board may do so by writing to: Blue Dolphin Energy Company, Attention: Secretary for the Board, 801 Travis Street, Suite 2100, Houston, Texas 77002. Currently, all communications addressed in such manner are sent directly to the indicated directors. In the future, if the Board adopts a formal process for determining how communications are to be relayed to directors, that process will be disclosed on Form 8-K as filed with the SEC and/or posted on our website (<http://www.blue-dolphin-energy.com>).

## AUDIT COMMITTEE REPORT

The duties and responsibilities of the Audit Committee are set forth in a written charter adopted by the Board. The Audit Committee is comprised solely of independent directors who have the requisite financial experience and expertise and meet the requirements of OTCQX rules and SEC Rule 10A-3. The Audit Committee reviews and reassesses its written charter annually and recommends any changes to the Board for approval. In addition, the Audit Committee periodically reviews relevant requirements of the Sarbanes-Oxley Act of 2002, as well as proposed and adopted rules of the SEC regarding Audit Committee procedures and responsibilities to ensure compliance. The Audit Committee charter is available on our website (<http://www.blue-dolphin-energy.com>). The Audit Committee charter is also included in this proxy statement as Appendix A.

The Audit Committee's primary duties and responsibilities are to:

- assess the integrity of our financial reporting process and systems of internal control regarding accounting;
- assess the independence and performance of our independent registered public accounting firm; and
- provide an avenue of communication between our independent registered public accounting firm, management, and the Board.

For the fiscal year ended December 31, 2017, management represented to the Audit Committee that: (i) our consolidated financial statements were prepared in accordance with accounting principles generally accepted by the United States of America and (ii) our internal control over financial reporting were effective. UHY, our independent registered public accounting firm, performed an audit as of December 31, 2017, that determined that our consolidated financial statements were free of material misstatement. As a smaller reporting company, we are not required to have an audit of our internal control over financial reporting. However, UHY's audit as of December 31, 2017, included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances. The Audit Committee reviewed and discussed with management and UHY our audited consolidated financial statements and our internal control over financial reporting for the fiscal year ended December 31, 2017.

Pursuant to Public Company Accounting Oversight Board guidance, UHY:

-

communicates to the Audit Committee its responsibilities in relation to the audit and establishes an understanding of the terms of the audit engagement with the audit committee;

-

obtains information from the Audit Committee relevant to the audit;

-

communicates to the Audit Committee an overview of the overall audit strategy and timing of the audit; and

-

provides the Audit Committee with timely observations arising from the audit that are significant to the financial reporting process.



With regard to determining UHY's performance and independence for the fiscal year ended December 31, 2017, the Audit Committee reviewed:

Performance

- UHY's performance on previous audits, including the quality of the engagement team and the firm's experience, client service, responsiveness and technical expertise;
- UHY's leadership, management structure, and client and employee retention;
- UHY's financial strength and performance; and
- the appropriateness of fees charged by UHY.

Independence

- the relationships between UHY and Blue Dolphin, as well as any relationships between UHY and our management and directors;
- whether any relationship with or service provided by UHY: (i) creates a mutual or conflicting interest with us, (ii) places UHY in the position of auditing its own work, (iii) results in UHY acting as management or an employee of us, or (iv) places UHY in a position of being an advocate for us; and
- whether UHY provides any prohibited non-audit services to us.

The Audit Committee discussed with UHY its performance and independence for the fiscal year ended December 31, 2017. Based on its findings, the Audit Committee determined that the services provided by UHY are satisfactory and UHY is independent.

The Audit Committee holds a meeting at least quarterly in which management and UHY participate. Following the Audit Committee meeting, independent members of the Board meet separately in an executive session with representatives from UHY. As a result, an avenue of communication between UHY, management, and the Board is accomplished on a regular basis.

This table shows fees paid to UHY for the periods indicated:

	December 31,	
	2017	2016
Audit fees	\$229,568	\$196,971
Audit-related fees	-	
Tax fees	-	
All other fees	-	
	\$229,568	\$196,971

Audit fees for 2017 and 2016 related to the audit of our consolidated financial statements and the review of our quarterly reports that are filed with the SEC. The Audit Committee must pre-approve all audit and non-audit services provided to us by our independent registered public accounting firm.

Based on discussions with management and UHY, as well as review of UHY's report to the Audit Committee, the Audit Committee recommended to the Board that our audited consolidated financial statements for the fiscal year ended December 31, 2017, be included in the Annual Report, as filed with the SEC.

The Audit Committee:

Christopher T. Morris, Chairman

Ryan A. Bailey

Amitav Misra



## COMPENSATION DISCUSSION AND ANALYSIS

### Executive Compensation Policy and Procedures

LEH operates and manages all of our properties pursuant to an Amended and Restated Operating Agreement (the “Operating Agreement”). Under the Operating Agreement, LEH provides us with personnel, among other services, in capacities equivalent to Chief Executive Officer and Chief Financial Officer. All Blue Dolphin personnel work for and are paid directly by LEH.

### Compensation for Named Executives

This table shows compensation paid to our principal executive officer, principal financial officer, and the most highly compensated executive officers other than the principal executive officer and principal financial officer whose annual salary exceeded \$100,000 (collectively, the “Named Executive Officers”) pursuant to the Operating Agreement for services rendered to Blue Dolphin for the fiscal year ended December 31, 2017:

#### SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary	Total
Jonathan P. Carroll Chief Executive Officer and President	2017	\$-	\$-
	2016	\$-	\$-
Tommy L. Byrd(1) Chief Financial Officer	2017	\$100,000	\$100,000
	2016	\$100,000	\$100,000

(1)

Mr. Byrd works for and is paid directly by LEH. However, a portion of his compensation is billed to Blue Dolphin at cost pursuant to the Operating Agreement.

The Compensation Committee reviews and recommends to the Board for its approval all compensation for the Chief Executive Officer and other senior executives.

### Compensation Risk Assessment

LEH’s approach to compensation practices and policies applicable to our non-executive personnel is consistent with the base pay market median for each position. LEH believes its practices and policies in this regard are not reasonably likely to have a material adverse effect on us.

### Outstanding Equity Awards

None.

Director Compensation Policy and Procedures

Under the Operating Agreement, LEH provides us with personnel, among other services, in capacities equivalent to Chief Executive Officer and Chief Financial Officer. Mr. Carroll, our Chief Executive Officer and President, does not receive any compensation for his service as a director. The Compensation Committee reviews and recommends to the Board for its approval all compensation for the directors.



## Compensation for Non-Employee Directors

The annual retainer payable to non-employee directors serving on the Board is \$40,000 per year. Payments are made in Common Stock and cash on a quarterly rotating basis.

Cash Fees. Cash fees reflect the amount of cash compensation earned for Board and committee service. For service on the Board, non-employee directors are entitled to receive cash payments in the amount of \$10,000 for services rendered in the second and fourth quarters of each year.

Additional compensation is paid to non-employee directors for serving on the Audit Committee. The chairman of the Audit Committee receives an additional annual retainer of \$5,000 in cash in the second and fourth quarters of each year. Members of the Audit Committee receive an additional annual retainer of \$2,500 in cash in the second and fourth quarters of each year. During 2017, no additional compensation was paid to non-employee directors for serving on the MLP Conversion Special Committee. Non-employee directors serving on the Compensation Committee do not receive additional compensation. Non-employee directors are reimbursed for reasonable out-of-pocket expenses related to in-person meeting attendance.

Stock Awards. For service on the Board, non-employee directors are entitled to receive Blue Dolphin Common Stock with a fair market value of \$10,000 for services rendered in the first and third quarters of each year. The number of shares of Common Stock issued is determined by the closing price of Blue Dolphin's Common Stock on the last trading day in the respective quarterly period in which services were rendered. The shares of Common Stock are subject to resale restrictions applicable to restricted securities and securities held by affiliates under federal securities laws.

This table shows the compensation that each director earned for his Board and committee service for the year ended December 31, 2017:

Name	Cash Fees	Stock Awards(1)(2)	Total
Christopher T. Morris	\$25,000	\$20,000	\$45,000
Ryan A. Bailey	22,500	20,000	42,500
Amitav Misra	22,500	20,000	42,500
Herbert N. Whitney	-	-	-
	\$70,000	\$60,000	\$130,000

(1) At December 31, 2017, Messrs. Morris, Bailey, Misra and Whitney had total restricted awards of Common Stock outstanding of 58,359, 44,009, 50,100 and 9,683, respectively.

In accordance with SEC rules, the grant date fair value of non-employee director stock awards is calculated by multiplying the number of shares of Common Stock awarded by the closing price of Blue Dolphin's Common

(2) Stock on the grant date, which was \$3.50 at March 31, 2017 and \$0.28 at September 30, 2017. Based on the calculation, the aggregate grant date fair value of non-employee director stock awards for services rendered for the first and third quarters of 2017 was \$20,000 and \$20,000, respectively.





### Compensation Committee Interlocks and Insider Participation

Only one of our directors, Jonathan P. Carroll, also serves as an executive officer. Mr. Carroll does not serve on any of our standing committees.

None of our executive officers serve on the board of directors of another entity whose executive officers serve on our Board. None of our officers or LEH's personnel, other than Mr. Carroll, participated in the deliberations of our Board or our Compensation Committee concerning executive officer or director compensation.

### Family Relationships between Directors and Executive Officers

As of the Record Date, there were no relationships between any of our directors or executive officers and any other director or executive officer of Blue Dolphin.

### COMPENSATION COMMITTEE REPORT

Based on discussions with management and review of the Compensation Discussion and Analysis, the Compensation Committee consisting of Messrs. Morris, Bailey, and Misra, recommended to the Board that the Compensation Discussion and Analysis be included in the Annual Report and 2018 proxy statement.

The Compensation Committee:

Christopher T. Morris, Chairman  
 Ryan A. Bailey  
 Amitav Misra

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

#### Security Ownership of Certain Beneficial Owners

This table shows information with respect to persons or groups known to us to be the beneficial owners of more than five percent (5%) of our Common Stock as of the Record Date. Unless otherwise indicated, each named party has sole voting and dispositive power with respect to such shares.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Common Stock	Lazarus Energy Holdings, LLC 801 Travis Street, Suite 2100 Houston, Texas 77002	8,426,456	76.8%

(1)

Based upon 10,975,514 shares of Common Stock issued and outstanding and 0 shares of Common Stock issuable upon exercise of stock options, each as of the Record Date.



## Security Ownership of Management

This table shows information as of the Record Date with respect to: (i) directors, (ii) executive officers and (iii) directors and executive officers as a group beneficially owning our Common Stock. Unless otherwise indicated, each of the following persons has sole voting and dispositive power with respect to such shares.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Common Stock	Jonathan P. Carroll(2)	8,763,300	79.8%
Common Stock	Christopher T. Morris / Mpact Partners, LLC	75,026	*
Common Stock	Amitav Misra	66,767	*
Common Stock	Ryan A. Bailey	60,676	*
Common Stock	Herbert N. Whitney	9,683	---
Common Stock	Tommy L. Byrd	---	---
Directors/Nominees and Executive Officers as a Group (6 Persons)		8,975,452	81.8%

(1)

Based upon 10,975,514 shares of Common Stock issued and outstanding and 0 shares of Common Stock issuable upon exercise of stock options, each as of the Record Date.

(2)

Includes 8,426,456 shares issued to LEH. Mr. Carroll and his affiliates have an approximate 60% ownership interest in LEH.

\*

Less than 1%.

## RELATED PARTY TRANSACTIONS

Blue Dolphin and certain of its subsidiaries are party to several agreements with LEH and its affiliates. Management believes that these related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions.

Related Parties.

LEH. LEH is our controlling shareholder. Jonathan Carroll, Chairman of the Board, Chief Executive Officer, and President of Blue Dolphin, is the majority owner of LEH. Together, LEH and Jonathan Carroll owned 79.8% of Blue Dolphin's Common Stock as of the Record Date. Related party agreements with LEH include: (i) an Amended and Restated Operating Agreement with Blue Dolphin and LE, (ii) a Jet Fuel Sales Agreement with LE, (iii) a Loan Agreement with Blue Dolphin Pipe Line Company ("BDPL"), (iv) an Amended and Restated Promissory Note with Blue Dolphin, and (v) a Debt Assumption Agreement with LE. Additionally, in June 2018, Blue Dolphin obtained 100% of the issued and outstanding membership interest of Nixon Product Storage, LLC ("NPS") from Lazarus Midstream Partners, L.P., an affiliate of LEH, pursuant to an Assignment Agreement.

Ingleside Crude, LLC ("Ingleside"). Ingleside is a related party of LEH and Jonathan Carroll. Blue Dolphin is party to an Amended and Restated Promissory Note with Ingleside.

Lazarus Marine Terminal I, LLC ("LMT"). LMT is a related party of LEH and Jonathan Carroll. LE is party to a Dock Tolling Agreement with LMT.

Jonathan Carroll. Jonathan Carroll is Chairman of the Board, Chief Executive Officer, and President of Blue Dolphin. Related party agreements with Jonathan Carroll include: (i) Amended and Restated Guaranty Fee Agreements with LE and Lazarus Refining & Marketing, LLC and (ii) an Amended and Restated Promissory Note with Blue Dolphin.



Currently, Blue Dolphin depends on LEH and its affiliates (including Jonathan Carroll and Ingleside) for financing when revenue from operations and borrowings under bank facilities are insufficient to meet liquidity needs. Such borrowings are reflected in our consolidated balance sheets in accounts payable, related party, and/or long-term debt, related party.

#### Operations Related Agreements.

**Amended and Restated Operating Agreement.** LEH operates and manages all Blue Dolphin properties pursuant to the Amended and Restated Operating Agreement. The Amended and Restated Operating Agreement, which was restructured in 2017 following cessation of crude supply and marketing activities under a Crude Supply Agreement and a Joint Marketing Agreement with GEL, expires: (i) April 1, 2020, (ii) upon written notice by either party to the Amended and Restated Operating Agreement of a material breach by the other party, or (iii) upon 90 days' notice by the Board if the Board determines that the Amended and Restated Operating Agreement is not in our best interest. LEH receives an operating fee of 5% of Blue Dolphin's direct operating expenses. LEH's operating fee and Blue Dolphin's direct operating expenses are reflected within refinery operating expenses in Blue Dolphin's consolidated statements of operations.

**Jet Fuel Sales Agreement.** LE sells jet fuel to LEH pursuant to a Jet Fuel Sales Agreement. LEH resells the jet fuel purchased from LE to a government agency. LEH bids for jet fuel contracts are evaluated under preferential pricing terms due to its HUBZone certification. The Jet Fuel Sales Agreement terminates on the earliest to occur of: (a) a one-year term expiring March 31, 2019 plus a 30-day carryover or (b) delivery of a maximum quantity of jet fuel as defined therein. Sales to LEH under the Jet Fuel Sales Agreement are reflected within refinery operations revenue in Blue Dolphin's consolidated statements of operations. (LRM previously leased petroleum storage tanks to LEH for the storage of the jet fuel under a Terminal Services Agreement. The Terminal Services Agreement was terminated as described below).

**Terminal Services Agreement.** Pursuant to a Terminal Services Agreement, LEH leased petroleum storage tanks from LRM for the storage of LEH purchased jet fuel under the Jet Fuel Sales Agreement (as described above). The Terminal Services Agreement was terminated in June 2017. Rental fees received from LEH under the Terminal Services Agreement are reflected within tolling and terminaling revenue in our consolidated statements of operations.

**Amended and Restated Tank Lease Agreement.** Pursuant to an Amended and Restated Tank Lease Agreement with Ingleside, LE leased petroleum storage tanks to meet periodic, additional storage needs. The Amended and Restated Tank Lease Agreement was terminated in July 2017. Rental fees owed to Ingleside under the tank lease agreement are reflected within long-term debt, related party, net of current portion in our consolidated balance sheets. Amounts expensed as rental fees to Ingleside under the Amended and Restated Tank Lease Agreement are reflected within refinery operating expenses in our consolidated statements of operations.

**Dock Tolling Agreement.** In May 2016, LE entered a Dock Tolling Agreement with LMT to facilitate loading and unloading of petroleum products by barge at LMT's dock facility in Ingleside, Texas. The Dock Tolling Agreement has a five-year term and may be terminated at any time by the agreement of both parties. LE pays LMT a flat reservation fee monthly. The reservation fee includes tolling volumes up to 84,000 gallons per day. Excess tolling volumes are subject to an increased per gallon rate. Amounts expensed as tolling fees under the Dock Tolling Agreement are reflected in the cost of sales in Blue Dolphin's consolidated statements of operations.

#### Financial Agreements.

**BDPL Loan Agreement (In Default).** In August 2016, BDPL entered a loan and security agreement with LEH as evidenced by a promissory note in the original principal amount of \$4.0 million (the "BDPL Loan Agreement"). The

BDPL Loan Agreement matured on August 15, 2018. Interest is still accruing at a rate of 16.00%. The BDPL Loan Agreement is currently in default due to non-payment.



The proceeds of the BDPL Loan Agreement were used for working capital. There are no financial maintenance covenants associated with the BDPL Loan Agreement. The BDPL Loan Agreement is secured by certain property owned by BDPL. Outstanding principal owed to LEH under the BDPL Loan Agreement is reflected in long-term debt, related party, current portion in Blue Dolphin's consolidated balance sheets. Accrued interest under the BDPL Loan Agreement is reflected in interest payable, related party, current portion in Blue Dolphin's consolidated balance sheets.

**Promissory Notes.** We currently rely on LEH and its affiliates (including Jonathan Carroll) to fund our working capital requirements. During 2017, LEH and its affiliates (Ingleside and Jonathan Carroll) provided working capital to Blue Dolphin in the form of non-cash advances, such as conversions of accounts payable to debt. These non-cash advances are reflected in the below promissory notes. There can be no assurance that LEH and its affiliates will continue to fund our working capital requirements. Outstanding principal and accrued interest owed under these promissory notes are reflected in long-term debt, related party, current portion in our consolidated balance sheets.

**June LEH Note** – In March 2017, Blue Dolphin entered a promissory note with LEH (the “March LEH Note”). In June 2017, the March LEH Note was amended and restated to increase the principal amount (the “June LEH Note”). The June LEH Note accrues interest at a rate of 8.00% and has a maturity date of January 2019. Interest under the June LEH Note, which is compounded annually and accrued at a rate of 8.00%, was paid in kind and added to the outstanding balance.

**March Ingleside Note** – In March 2017, a promissory note between Blue Dolphin and Ingleside was amended and restated (the “March Ingleside Note”) to increase the principal and extend the maturity date to January 2019. Interest under the March Ingleside Note, which is compounded annually and accrued at a rate of 8.00%, was paid in kind and added to the outstanding balance.

**March Carroll Note** – In March 2017, a promissory note between Blue Dolphin and Jonathan Carroll was amended and restated (the “March Carroll Note”) to increase the principal amount, revise the payment terms to reflect payment in cash and shares of Blue Dolphin Common Stock, and extend the maturity date to January 2019. Interest under the March Carroll Note, which is compounded annually and accrued at a rate of 8.00%, was paid in kind and added to the outstanding balance.

**Debt Assumption Agreement.** On September 18, 2017, LEH paid, on LE's behalf, certain obligations totaling \$3.6 million to GEL relating to arbitration proceedings with GEL and a September 2017 letter agreement with GEL. In exchange for such payments, LE agreed to assume \$3.7 million of LEH's existing indebtedness pursuant to the Debt Assumption Agreement, entered on November 14, 2017 and made effective September 18, 2017, by and among LE, LEH and John Kissick. Debt held by John Kissick, including the debt associated with the Debt Assumption Agreement, is reported in Blue Dolphin's Quarterly Report on Form 10-Q for the period ended September 30, 2018 as the Notre Dame Debt (defined below) and is reflected in long-term debt less unamortized debt issue costs, current portion in Blue Dolphin's consolidated balance sheets, as it is currently in default.

**Amended and Restated Guaranty Fee Agreements.** Pursuant to Amended and Restated Guaranty Fee Agreements, Jonathan Carroll earns fees for providing his personal guarantee on certain LE and LRM long-term debt. Jonathan Carroll was required to guarantee repayment of funds borrowed and interest accrued under certain LE and LRM loan agreements. Amounts owed to Jonathan Carroll under Amended and Restated Guaranty Fee Agreements are reflected within long-term debt, related party, net of current portion in Blue Dolphin's consolidated balance sheets. Amounts expensed related to Amended and Restated Guarantee Fee Agreements are reflected within interest and other expense in Blue Dolphin's consolidated statements of operations.





Financial Statements Impact.

Consolidated Balance Sheets. Accounts receivable, related party from LEH associated with the Jet Fuel Sales Agreement were \$0 and \$0.7 million at September 30, 2018 and December 31, 2017, respectively. Accounts payable, related party to LMT associated with the Dock Tolling Agreement were \$1.4 million and \$1.0 million at September 30, 2018 and December 31, 2017, respectively.

Long-term debt, related party associated with the BDPL Loan Agreement, March Ingleside Note, and the March Carroll Note as of the dates indicated was as follows:

	September 30,	December 31,
	2018	2017
	(in thousands)	
LEH	\$4,303	\$4,000
Ingleside	1,263	1,169
Jonathan Carroll	966	439
	6,532	5,608
Less: Long-term debt, related party, current portion	(6,532)	(4,000)
	\$-	\$1,608

Accrued interest associated with the BDPL Loan Agreement was \$1.4 million and \$0.9 million at September 30, 2018 and December 31, 2017, respectively.

Consolidated Statements of Operations. Revenue from related parties was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Refinery operations	(in thousands, except percent amounts)			
LEH	\$27,299	28.7%	\$20,803	31.1%
	\$73,415	28.6%	\$59,786	33.8%

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Other customers	67,169	70.4%	45,330	67.8%	180,830	70.4%	114,882	65.0%
Tolling and terminaling								
LEH	-	0.0%	56	0.1%	-	0.0%	675	0.4%
Other customers	1,075	0.9%	710	1.0%	2,659	1.0%	1,499	0.8%
	\$95,543	100.0%	\$66,899	100.0%	\$256,904	100.0%	\$176,842	100.0%

Fees associated with the Dock Tolling Agreement with LMT totaled \$0.2 million for both the three months ended September 30, 2018 and 2017. Fees associated with the Dock Tolling Agreement with LMT totaled \$0.6 million for both the nine months ended September 30, 2018 and 2017.



Expenses and fees associated with the Amended and Restated Operating Agreement with LEH for the periods indicated were as follows:

		Three Months Ended September 30,		Nine Months Ended September 30	
		2018	2017	2018	2017
		Amount	per bbl	Amount	per bbl

(in thousands, except per bbl amounts)

Blue Dolphin's direct operating

expenses	\$1,033	\$0.85	\$1,674	\$1.46	\$4,175	\$1.22	\$5,927	\$1.84
LEH operating fee	52	0.04	84	0.07	209	0.06	296	0.09
Total refinery operating expenses	\$1,085	\$0.89	\$1,758	\$1.53	\$4,384	\$1.28	\$6,223	\$1.93

For the three months ended September 30, 2018, refinery operating expenses decreased approximately \$0.7 million, or \$0.64 per bbl, compared to the same period a year earlier. For the nine months ended September 30, 2018, refinery operating expenses decreased approximately \$1.8 million, or \$0.65 per bbl, compared to the same nine-month period a year earlier. The decrease in refinery operating expenses was due to the revised cost-plus expense reimbursement structure under the Amended and Restated Operating Agreement, as well as management's efforts to reduce spending.

Interest expense associated with the BDPL Loan Agreement, the Restated Guaranty Fee Agreements, and the related-party promissory notes (the June LEH Note, the March Ingleside Note, and March Carroll Note) for the periods indicated was as follows:

		Three	Nine Months		
		Months	Ended September		
		Ended	30,		
		September	30,		
		30,			
		2018	2017	2018	2017

(in thousands)

Jonathan Carroll	\$180	\$171	\$519	\$521
LEH	166	164	489	542
Ingleside	25	23	96	69
	\$371	\$358	\$1,104	\$1,132

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers, and stockholders who own more than ten percent (10%) of the Common Stock, to file reports of stock ownership and changes in ownership with the SEC and to furnish us with copies of all such reports as filed. Based solely on a review of the copies of the Section 16(a) reports furnished to us, we are unaware of any late filings made during 2017.



## DIRECTOR NOMINATION AND STOCKHOLDER PROPOSALS BY STOCKHOLDERS FOR ANNUAL MEETING OF STOCKHOLDERS

### Director Nominations and Proposals Process

We have tentatively set the 2019 Annual Meeting of Stockholders for December 18, 2019. Accordingly, stockholders should submit nominations and proposals in accordance with the guidance set forth below.

### Director Nominations Deadline

Our Amended and Restated Certificate of Incorporation provides that no person shall be eligible for nomination and election as a director unless written notice of such nomination is received from a stockholder of record by the Secretary of Blue Dolphin at least ninety (90) calendar days before the anniversary date of the previous year's annual meeting. Further, such written notice is to be accompanied by the written consent of the nominee to serve, the name, age, business and residence addresses, and principal occupation of the nominee, the number of shares beneficially owned by the nominee, and any other information which would be required to be furnished by law with respect to any nominee for election to the Board. In order to avoid controversy as to the date on which a director nomination is received, stockholders of record must make submissions to us at our principal executive office by certified mail, return receipt requested. Blue Dolphin's mailing address is located at our principal office: 801 Travis Street, Suite 2100, Houston, Texas 77002. (See "Corporate Governance and Board Matters – Nominating Committee" in this proxy statement for more information.)

We did not receive any director nominee submissions by September 7, 2017, the deadline for the 2018 Annual Meeting.

### Stockholder Proposals Deadline

Pursuant to SEC requirements, stockholders of record must submit stockholder proposals for inclusion in the printed proxy materials to us at least one hundred and twenty (120) calendar days before the date we released the previous year's proxy statement for our annual meeting of stockholders. However, if the date of the annual meeting has been changed by more than thirty (30) days from the date of the previous year's meeting, then stockholders must submit their proposals a reasonable time before Blue Dolphin begins to print and send its proxy materials. We did not receive any stockholder proposal submissions.

As noted above we expect our 2019 annual meeting to be held on December 18, 2019, and we therefore will print and send proxy materials on or around November 11, 2019. Accordingly, stockholder proposals must be submitted a reasonable time before November 11, 2019. In order to avoid controversy as to the date on which a stockholder proposal is received, stockholders of record must make submissions to us at our principal executive office by certified mail, return receipt requested.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Exchange Act. We file financial and other information with the SEC as required, including but not limited to, proxy statements on Schedule 14A, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Investors may obtain any document that we file with the SEC through the SEC’s conventional and electronic reading rooms. These reading rooms are managed by the SEC’s Office of Freedom of Information and Privacy Act Operations.

Office of Freedom of Information and Privacy Act Operations	Conventional Reading Rooms	Electronic Reading Rooms
100 F Street, N.E. Mail Stop 2736 Washington, D.C. 20549 (202) 551-8300	Headquarters Office 100 F Street, N.E. Room 1580 Washington, D.C. 20549 (202) 551-8090	Public Company Information / SEC Comment and Response Letters <a href="https://www.sec.gov/edgar/searchedgar/companysearch.html">https://www.sec.gov/edgar/searchedgar/companysearch.html</a>  SEC Opinion, Policy Statements, and Staff Manuals <a href="https://www.sec.gov/foia/efoiapg.htm">https://www.sec.gov/foia/efoiapg.htm</a>

We also make our SEC filings available on our website (<http://www.blue-dolphin-energy.com>).

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements included in this proxy statement and the accompanying notice and letter to stockholders are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements represent management’s beliefs and assumptions based on currently available information. Forward-looking statements relate to matters such as our industry, business strategy, goals, and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity and capital resources, commitments and contingencies, and other financial and operating information. We have used the words “anticipate,” “assume,” “believe,” “budget,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “will,” “future” and similar terms and phrases to identify forward-looking statements.

Forward-looking statements reflect our current expectations regarding future events, results, or outcomes. These expectations may or may not be realized. Some of these expectations may be based upon assumptions or judgments that prove to be incorrect. In addition, our business and operations involve numerous risks and uncertainties, many of which are beyond our control, which could result in our expectations not being realized, or materially affect our financial condition, results of operations, and cash flows. Actual events, results and outcomes may differ materially from our expectations due to a variety of factors. Although it is not possible to identify all of these factors, they include those described under the heading “Risk Factors” in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q as filed with the SEC.



DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS

Brokers, banks or other nominees may deliver only one (1) copy of this proxy statement to multiple beneficial stockholders who share the same address, unless that broker, bank or other nominee has received contrary instructions from one or more of the beneficial stockholders. Upon written or oral request, we will promptly deliver a separate copy of this proxy statement to a beneficial stockholder at a shared address to which a single copy of the documents was delivered. Beneficial stockholders sharing an address who are receiving multiple copies of proxy materials and annual reports that wish to receive a single copy of such materials in the future will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all beneficial stockholders at the shared address in the future.

Registered and beneficial stockholders who wish to receive a separate copy of this proxy statement, now or in the future, should submit their request to Blue Dolphin, Investor Relations at (713) 568-4725, or submit a written request to Blue Dolphin Energy Company, Attention: Investor Relations, 801 Travis Street, Suite 2100, Houston, Texas 77002.

By Order of the Board

/s/ JONATHAN P. CARROLL  
Jonathan P. Carroll  
Chairman of the Board

Houston, Texas  
November 15, 2018

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Blue Dolphin Energy Company  
Amended and Restated Audit Committee Charter

PURPOSE

The Audit Committee is appointed by the Board of Directors (the “Board”) of Blue Dolphin Energy Company (“Blue Dolphin”) to assist the Board in its general oversight of accounting and financial reporting processes, audits of the financial statements, the internal control and audit functions, compliance with legal and regulatory requirements and ethical standards. The Audit Committee members are not professional accountants or auditors and their functions are not intended to duplicate or certify the activities of management and the independent registered public accounting firm.

Management is responsible for: (a) the preparation, presentation and integrity of Blue Dolphin’s financial statements, (b) accounting and financial reporting principles, and (c) Blue Dolphin’s internal controls and procedures designed to promote compliance with accounting standards, applicable laws and regulations and Blue Dolphin’s ethical standards. Blue Dolphin’s independent registered public accounting firm is responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards.

The Audit Committee shall have the authority to retain, at Blue Dolphin’s expense, special legal, accounting or other consultants or experts to advise the Audit Committee. The Audit Committee may request any officer or employee of Blue Dolphin or Blue Dolphin’s outside counsel or independent registered public accounting firm to attend a meeting of the Audit Committee or to meet with any member of, or consultants to, the Audit Committee.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall meet at least four times each year and hold such other meetings from time to time as may be called by its Chairman or any two members of the Audit Committee. At least quarterly, the Audit Committee will meet separately in an executive session with representatives from the independent registered public accounting firm.

COMMITTEE MEMBERSHIP

The Audit Committee shall be comprised of at least three directors who shall be appointed by the Board. The Audit Committee shall only include directors who satisfy the independence requirements of the Securities and Exchange Commission (the “SEC”) and the NASDAQ Stock Market, Inc. (“NASDAQ”) applicable to Blue Dolphin and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as an Audit Committee member. No member of the Audit Committee may receive any payment from Blue Dolphin other than payment for services as a director or member of a committee of the Board.

Audit Committee members must be able to read and understand fundamental financial statements, including Blue Dolphin’s balance sheet, income statement and cash flow statement. As required by NASDAQ, one member of the Audit Committee shall have accounting or related financial management expertise and qualify as a “financial expert” in accordance with the requirements of the SEC and the NASDAQ (as may be modified or supplemented). The role of the financial expert will be that of assisting the Audit Committee in overseeing the audit process, not auditing Blue Dolphin.

## COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Audit Committee shall:

1.  
Review and reassess the adequacy of the Audit Committee Charter annually and recommend any proposed changes to the Board for approval.
2.  
Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect Blue Dolphin's financial statements.
3.  
Review with management and representative(s) from the independent registered public accounting firm: (a) significant financial reporting issues, critical accounting principles and practices and judgments made in connection with the preparation of Blue Dolphin's financial statements, including an analysis of the effect of alternative generally accepted accounting principles ("GAAP") methods on Blue Dolphin's financial statements and a description of any transactions as to which management obtained Statement on Auditing Standards ("SAS") No. 50, Reports on the Application of Accounting Principles letters, and (b) any material reports or estimates prepared by outside consultants, reserve engineers, or other experts or specialists.
4.  
Review with management and representative(s) from the independent registered public accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on Blue Dolphin's financial statements, if any.
5.  
Review with management and representative(s) from the independent registered public accounting firm Blue Dolphin's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent registered public accounting firm's reviews of the quarterly financial statements. The Chair of the Audit Committee may perform this task and convene the Audit Committee when appropriate.
6.  
Meet periodically with management to review Blue Dolphin's major financial risk exposures and the steps management has taken to monitor and control such exposures.
7.  
Review major changes to Blue Dolphin's auditing and accounting principles and practices as suggested by the independent registered public accounting firm or management.
8.  
Review the experience and qualifications of the senior members of the independent registered public accounting firm and the quality control procedures of the independent registered public accounting firm.
9.  
Retain, review performance of, and, where warranted in the Audit Committee's judgment, terminate the independent registered public accounting firm selected to audit the financial statements of Blue Dolphin.

10.  
Approve all permissible non-audit services to be performed by the independent registered public accounting firm.

11.  
Approve the fees to be paid to the independent registered public accounting firm.

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12.

Receive periodic reports from the independent registered public accounting firm regarding the registered public accounting firm's independence consistent with Independence Standards Board Standard 1, Independence Discussions with Audit Committees, and discuss with the registered public accounting firm any disclosed relationships or services that may impact the objectivity of the auditor, and if so determined by the Audit Committee, take or recommend that the Board to take appropriate action to oversee the independence of the registered public accounting firm.

13.

Obtain and review annually: (a) a report by the independent registered public accounting firm describing the firm's internal quality-control procedures, and (b) any material issues raised by the most recent internal quality-control review, peer review, Public Company Accounting Oversight Board ("PCAOB") inspection, or by an inquiry or investigation by government or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues.

14.

Establish procedures for the receipt, retention, and treatment of complaints received by Blue Dolphin regarding accounting, internal accounting controls, or auditing matters.

15.

Review and discuss with management and the independent registered public accounting firm various topics and events that may have significant financial impact on Blue Dolphin or that are the subject of discussions between management and the independent registered public accounting firm.

16.

Approve all related-party transactions.

17.

Review and discuss with management and the independent registered public accounting firm: (a) the adequacy and effectiveness of Blue Dolphin's internal controls (including any significant deficiencies or material weaknesses) and significant changes in internal controls reported to the Audit Committee by the independent registered public accounting firm or management, (b) Blue Dolphin's internal audit procedures, and (c) the adequacy of Blue Dolphin's disclosure controls and procedures, and management reports thereon.

18.

Review and discuss with management and the independent registered public accounting firm significant risk exposures and control issues.

19.

Meet with the independent registered public accounting firm prior to the audit to review: (a) its audit plan and audit procedures, including the scope, staffing and timing of the audit, (b) the results of the annual audit examination and accompanying management letters, and (c) the result of the independent registered public accounting firm's procedures with respect to interim periods.

20.

Obtain from the independent registered public accounting firm assurance that Section 10A of the Securities Exchange Act of 1934 (added by the Private Securities Litigation Reform Act of 1995) has not been implicated.

21.

Review with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding Blue Dolphin's financial statements or accounting policies.

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22.

Discuss with the independent auditor the matters required to be discussed by SAS No. 16, Communications with Audit Committees, and related amendments, relating to the conduct of the audit.

23.

Review with the independent registered public accounting firm any problems or difficulties the registered public accounting firm may have encountered and any management letter provided by the registered public accounting firm and Blue Dolphin's response to that letter. Such review should include:

a.

any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information; and

b.

any changes required in the planned scope of the audit.

24.

Prepare the Audit Committee report required by the rules of the SEC to be included in Blue Dolphin's annual proxy statement.

25.

Advise the Board with respect to Blue Dolphin's policies and procedures regarding compliance with applicable laws and regulations.

26.

Review with the outside legal counsel matters that may have a material impact on the financial statements, Blue Dolphin's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

#### LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Audit Committee has the responsibilities and powers set forth in the Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that Blue Dolphin's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the independent registered public accounting firm. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent registered public accounting firm or to assure compliance with laws and regulations.



Blue Dolphin Energy Company  
Compensation Committee Charter

PURPOSE

The Compensation Committee is appointed by the Board of Directors (the “Board”) of Blue Dolphin Energy Company (“Blue Dolphin”) to discharge the Board’s responsibilities relating to compensation of the directors, the Chief Executive Officer and President (collectively, the “CEO”), and senior executives of Blue Dolphin. The Compensation Committee has overall responsibility for evaluating and either approving or recommending to the Board, as set forth below, the director, CEO, and senior executive compensation plans, policies and programs of Blue Dolphin. If applicable, the Compensation Committee is also responsible for producing a report on executive compensation for inclusion in Blue Dolphin’s Annual Report on Form 10-K and/or annual proxy statement. The Compensation Committee is also responsible for making recommendations to the Board regarding succession planning and development for the CEO and other senior executives of Blue Dolphin. All references herein to “the senior executives of Blue Dolphin” shall be deemed to exclude the CEO of Blue Dolphin unless otherwise stated.

COMMITTEE MEMBERSHIP

The Compensation Committee shall consist of at least two members. Each member of the Compensation Committee shall be an independent member of the Board. One of the members shall serve as the chairperson of the Compensation Committee (the “Chairperson”). The Board shall appoint the members of the Compensation Committee. The Chairperson shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Compensation Committee. The Board may remove or replace the Chairperson and any other member of the Compensation Committee at any time.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Compensation Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Compensation Committee. The Compensation Committee may form and delegate some or all of its authority to subcommittees comprised of Committee members when it deems appropriate.

Without limiting the generality of the preceding statements and subject to any contractual arrangements in place that may limit its actions, the Compensation Committee shall have authority, and is entrusted with the responsibility, to do the following actions:

1. Each year, the Compensation Committee, or a subcommittee thereof, shall:

–  
review and recommend to the Board for its approval corporate goals and objectives relevant to the compensation of the CEO;

—  
evaluate (which evaluation need not be in written form) the performance of the CEO in light of those goals and objectives; and

—  
based on this evaluation, review and recommend to the Board for its approval all annual salary and other compensation arrangements and components, and the level thereof, for the CEO, which may include the following:

—  
the annual base salary level,

—  
any equity compensation amounts pursuant to an incentive or successor plan,

—  
any incentives and awards pursuant to cash bonus or incentive compensation plans or programs, and

—  
any special or supplemental benefits.

In determining its recommendations for any forms of compensation other than the base salary component of the CEO's compensation, the Compensation Committee should consider Blue Dolphin's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during voting or deliberations on his or her compensation.

2.

Except as set forth below, each year, the Compensation Committee shall review and approve, for the senior executives of Blue Dolphin, all annual salary and other compensation arrangements and components, and the level thereof, which may include the following:

—  
the annual base salary level,

—  
any equity compensation amounts pursuant to an incentive or successor plan,

—  
any incentives and awards pursuant to cash bonus or incentive compensation plans or programs, and

—  
any special or supplemental benefits.

In determining any forms of compensation other than the base salary component of compensation, the Compensation Committee should consider Blue Dolphin's performance and relative shareholder return, the value of similar incentive awards to senior executives at comparable companies and the awards given to senior executives in past years.

3.

Each year, the Compensation Committee shall review and make a recommendation to the Board for its approval regarding the compensation of all directors.

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4.

Each year, the Compensation Committee shall review and make recommendations to the Board for its approval with respect to any of Blue Dolphin's equity compensation-based plans or any cash bonus or incentive compensation plans or programs. Such review and recommendations shall include the appropriate terms and operations of such plans or programs, as well as the particular thresholds at which awards should be granted. Each year, the Compensation Committee shall determine and approve grants and awards or any cash bonus or incentive compensation plans or programs, make determinations with respect to achievement of performance goals and take action on other matters provided in such plans or programs. If required by law, applicable listing standards, shareholders shall be given the opportunity to vote on the adoption of, or modification to, any of Blue Dolphin's equity-based plans.

5.

The Compensation Committee shall review and recommend to the Board for its approval, for each of the CEO and the senior executives of Blue Dolphin, any new employment agreements, severance arrangements and change-in-control agreements and provisions, or amendments to those in existence.

6.

The Compensation Committee shall review and recommend to the Board for its approval any transaction in equity securities of Blue Dolphin, or derivatives of those equity securities, between Blue Dolphin and any officer or director of Blue Dolphin who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended.

7.

Each year, the Compensation Committee shall review succession planning and development strategies for the CEO and senior executives of Blue Dolphin and report its findings to the Board.

8.

The Compensation Committee shall have the authority to retain, amend the engagement with and terminate any compensation consultant to be used to assist it in the evaluation of director, CEO and senior executive compensation. The Compensation Committee shall have authority to approve the consultant's fees and other retention terms and shall have authority to cause Blue Dolphin to pay the fees and expenses of such consultants. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause Blue Dolphin to pay the fees and expenses of such outside advisors.

## PROCEDURES

1.

Meetings. The Compensation Committee shall meet at the call of the Chairperson, two or more members of the Compensation Committee or the Chairman of the Board. Meetings may, at the discretion of the Compensation Committee, include members of Blue Dolphin's management, independent consultants and such other persons as the Compensation Committee or the Chairperson may determine. The Compensation Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or Blue Dolphin's by-laws, as amended and restated.

2.

Quorum and Approval. A majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Compensation Committee may also act by unanimous written consent in lieu of a meeting.

3.  
Rules. The Compensation Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.

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4.  
Reports. The Compensation Committee shall make regular reports to the Board, directly or through the Chairperson.

5.  
Review of Charter. Each year the Compensation Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

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BLUE DOLPHIN ENERGY COMPANY  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF  
DIRECTORS  
ANNUAL MEETING OF STOCKHOLDERS – DECEMBER 27, 2018  
AT 10:00 AM CT  
CONTROL ID:  
REQUEST ID:

This Proxy is Solicited on Behalf of the Board of Directors Blue  
Dolphin Energy Company.

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO  
DIRECTION IS INDICATED, WILL BE VOTED “FOR” THE  
PROPOSALS WHEN APPLICABLE. THIS PROXY IS SOLICITED  
ON BEHALF OF THE BOARD OF DIRECTORS.

THIS PROXY FORM IS VALID ONLY WHEN SIGNED AND  
DATED ON THE REVERSE. THE SIGNER ACKNOWLEDGES  
RECEIPT OF THE NOTICE OF THE ANNUAL MEETING OF  
STOCKHOLDERS AND THE PROXY STATEMENT, REVOKES  
ALL PREVIOUS PROXIES AND APPOINTS JONATHAN P.  
CARROLL AND TOMMY L. BYRD, AND EACH OF THEM, AS  
PROXIES, EACH WITH THE POWER TO APPOINT HIS  
SUBSTITUTE, AND AUTHORIZES EACH OF THEM TO  
REPRESENT AND TO VOTE, AS DESIGNATED ON THE  
REVERSE, ALL OF THE SHARES OF COMMON STOCK OF BLUE  
DOLPHIN ENERGY COMPANY HELD OF RECORD BY THE  
SIGNER AT THE CLOSE OF BUSINESS ON NOVEMBER 5, 2018,  
AT THE ANNUAL MEETING AND AT ANY ADJOURNMENT  
OR POSTPONEMENTTHEREOF.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE.)

#### VOTING INSTRUCTIONS

If you vote by phone, fax or internet, please DO NOT mail your proxy  
card.

MAIL:	Please mark, sign, date, and return this Proxy Card promptly using the enclosed envelope.
FAX:	Complete the reverse portion of this Proxy Card and Fax to (202) 521-3464.
INTERNET: PHONE:	<a href="https://www.iproxydirect.com/BDCO">https://www.iproxydirect.com/BDCO</a> (866) 752-VOTE(8683)



ANNUAL MEETING OF THE STOCKHOLDERS OF BLUE DOLPHIN ENERGY COMPANY

PLEASE COMPLETE, DATE, SIGN AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE:

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Proposal	FOR	WITHHOLD	FOR ALL
1	ALL	ALL	EXCEPT

Election of Directors:  
Jonathan P. Carroll  
Ryan A. Bailey  
Amitav Misra  
Christopher T. Morris  
Herbert N. Whitney

CONTROL ID:  
REQUEST ID:

Proposal	FOR	AGAINST	ABSTAIN
2			

Ratify the selection of UHY LLP ("UHY") as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Proposal	FOR	AGAINST	ABSTAIN
3			

Transact any other business that may properly come before the Annual Meeting.

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING:  
MARK HERE FOR ADDRESS CHANGE New Address (if applicable):

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL OF THE DIRECTOR NOMINEES AND "FOR" THE RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

IMPORTANT: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Dated: \_\_\_\_\_, 2018

Edgar Filing: BLUE DOLPHIN ENERGY CO - Form DEF 14A

(Print Name of Stockholder and/or Joint Tenant)

(Signature of Stockholder)

(Second Signature if held jointly)