

ATLANTIC POWER CORPORATION

BOARD OF DIRECTORS

Responsibilities of the Chair of the Operations and Commercial Oversight Committee

The role and responsibilities of the Chair of the Operations and Commercial Oversight Committee are as follows:

(a) the Chair will provide leadership to the Operations and Commercial Oversight Committee in discharging its mandate as set out in the written charter of the Operations and Commercial Oversight Committee (the "OCO Charter"), including by:

(i) promoting a thorough understanding by members of the Operations and Commercial Oversight Committee and management of the Corporation of the duties and responsibilities of the Operations and Commercial Oversight Committee;

(ii) promoting cohesiveness among members of the Operations and Commercial Oversight Committee;

(iii) acting as the liaison between the Operations and Commercial Oversight Committee, the Board of Directors and the Corporation's management, promoting open and constructive discussions between members of the Operations and Commercial Oversight Committee and each of these parties;

(b) in connection with meetings of the Operations and Commercial Oversight Committee, the Chair shall be responsible for:

(i) taking the principal initiative in scheduling meetings of the Operations and Commercial Oversight Committee;

(ii) organizing and presenting the agenda for Operations and Commercial Oversight Committee meetings such that all of the responsibilities assigned to the Committee under the terms of the OCO Charter are discharged on a timely and diligent basis and all members of the Operations and Commercial Oversight Committee have input into the agendas;

(iii) monitoring the adequacy of materials provided to the Operations and Commercial Oversight Committee by management or other sources in connection with the Operations and Commercial Oversight Committee's deliberations, and ensuring that members of the Operations and Commercial Oversight Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Operations and Commercial Oversight Committee during deliberations;

(iv) recommending procedures to enhance the work of the Operations and Commercial Oversight Committee;

(v) ensuring that the members of the Operations and Commercial Oversight Committee have adequate opportunities to meet without management present; and

(vi) presiding over meetings of the Operations and Commercial Oversight Committee, including in camera meetings;

(c) the Chair shall report to the Board of Directors on the activities of the Operations and Commercial Oversight Committee as contemplated in the OCO Charter;

(d) on an annual basis, the Chair shall lead the Operations and Commercial Oversight Committee members and facilitate the annual performance review and evaluation of the Operations and Commercial Oversight Committee and its members in accordance with the OCO Charter, including an assessment of the adequacy of the OCO Charter;

(e) the Chair shall promote the proper flow of information to the Operations and Commercial Oversight Committee to keep the Operations and Commercial Oversight Committee fully apprised of all matters that are material to the Corporation at all times, including coordinating with the Chief Executive Officer of the Corporation to ensure that information requested by any member of the Operations and Commercial Oversight Committee is provided and meets the needs of that Operations and Commercial Oversight Committee member; and

(f) the Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Operations and Commercial Oversight Committee or the Board of Directors from time to time.