ATLANTIC POWER CORP
Form 10-Q
November 05, 2015

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2015

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
COMMISSION FILE NUMBER 001-34691

ATLANTIC POWER CORPORATION

(Exact name of registrant as specified in its charter)

British Columbia, Canada	**55-0886410**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3 Allied Drive, Suite 220 **Dedham, MA**	**02026**
(Address of principal executive offices)	(Zip code)

(617) 977-2400
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer ý	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

The number of shares outstanding of the registrant's Common Stock as of November 2, 2015 was 122,130,947.

ATLANTIC POWER CORPORATION

FORM 10-Q

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015

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GENERAL

In this Quarterly Report on Form 10-Q, references to "Cdn$" and "Canadian dollars" are to the lawful currency of Canada and references to "$" and "US$" and "U.S. dollars" are to the lawful currency of the United States. All dollar amounts herein are in U.S. dollars, unless otherwise indicated.

Unless otherwise stated, or the context otherwise requires, references in this Quarterly Report on Form 10-Q to "we," "us," "our," "Atlantic Power" and the "Company" refer to Atlantic Power Corporation, those entities owned or controlled by Atlantic Power Corporation and predecessors of Atlantic Power Corporation.

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ATLANTIC POWER CORPORATION

CONSOLIDATED BALANCE SHEETS

(in millions of U.S. dollars)

	September 30, 2015 (unaudited)	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	$ 76.4	$ 106.0
Restricted cash	14.5	22.5
Accounts receivable	41.6	46.2
Inventory	17.6	19.3
Prepayments and other current assets	12.8	13.9
Assets held for sale (Note 3)		792.1
Refundable income taxes		0.2
Total current assets	162.9	1,000.2
Property, plant, and equipment, net of accumulated depreciation of $226.5 million and $195.9 million at September 30, 2015 and December 31, 2014, respectively	875.7	962.9
Equity investments in unconsolidated affiliates (Note 4)	296.5	305.2
Other intangible assets, net of accumulated amortization of $228.3 million and $200.3 million at September 30, 2015 and December 31, 2014, respectively	324.4	377.1
Goodwill	197.2	197.2
Derivative instruments asset (Notes 7 and 8)		1.1
Deferred financing costs	44.8	62.8
Other assets	8.7	10.1
Total assets	$ 1,910.2	$ 2,916.6
Liabilities		
Current liabilities:		
Accounts payable	$ 7.1	$ 9.4
Income taxes payable	0.6	
Accrued interest	6.6	5.3
Other accrued liabilities	35.5	30.7
Current portion of long-term debt (Note 5)	16.8	20.0
Current portion of derivative instruments liability (Notes 7 and 8)	35.1	36.1
Liabilities held for sale (Note 3)		271.8
Other current liabilities	5.5	6.8
Total current liabilities	107.2	380.1
Long-term debt (Note 5)	738.3	1,145.9
Convertible debentures (Note 6)	291.9	340.6
Derivative instruments liability (Notes 7 and 8)	30.9	47.5
Deferred income taxes (Note 9)	112.8	92.4
Power purchase and fuel supply agreement liabilities, net of accumulated amortization of $13.3 million and $11.4 million at September 30, 2015 and December 31, 2014, respectively	28.4	33.4
Other non-current liabilities	56.4	60.2
Commitments and contingencies (Note 15)		
Total liabilities	1,365.9	2,100.1
Equity		
Common shares, no par value, unlimited authorized shares; 122,118,147 and 121,323,614 issued and outstanding at September 30, 2015 and December 31, 2014, respectively (Note 12)	1,290.4	1,288.4

Accumulated other comprehensive loss		(121.1)		(68.3)
Retained deficit		(846.3)		(863.9)
Total Atlantic Power Corporation shareholders' equity		323.0		356.2
Preferred shares issued by a subsidiary company (Note 12)		221.3		221.3
Noncontrolling interests held for sale (Notes 3 and 12)				239.0
Total equity		544.3		816.5
Total liabilities and equity	$	1,910.2	$	2,916.6

See accompanying notes to consolidated financial statements.

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ATLANTIC POWER CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions of U.S. dollars, except per share amounts)

(Unaudited)

	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Project revenue:				
Energy sales	$ 43.4	$ 53.0	$ 144.9	$ 177.6
Energy capacity revenue	45.9	49.1	117.4	124.0
Other	18.2	19.5	59.5	68.4
	107.5	121.6	321.8	370.0
Project expenses:				
Fuel	41.1	49.3	125.3	159.5
Operations and maintenance	24.8	28.9	81.6	85.5
Development		1.0	1.1	2.7
Depreciation and amortization	27.8	30.7	83.8	92.1
	93.7	109.9	291.8	339.8
Project other income (expense):				
Change in fair value of derivative instruments (Notes 7 and 8)	3.6	1.7	8.7	23.3
Equity in earnings of unconsolidated affiliates (Note 4)	8.9	15.6	28.3	27.8
Interest expense, net	(2.1)	(2.3)	(6.2)	(15.7)
Impairment		(91.8)		(106.6)
Other income (expense), net (Note 3)			2.2	
	10.4	(76.8)	33.0	(71.2)
Project income (loss)	24.2	(65.1)	63.0	(41.0)
Administrative and other expenses (income):				
Administration	6.9	9.2	23.0	26.7
Interest, net	41.0	26.7	91.3	120.8
Foreign exchange gain (Note 8)	(21.7)	(19.0)	(49.1)	(20.4)
Other income, net (Note 6)			(3.1)	
	26.2	16.9	62.1	127.1
(Loss) income from continuing operations before income taxes	(2.0)	(82.0)	0.9	(168.1)
Income tax expense (benefit) (Note 9)	1.4	1.4	(0.3)	(20.0)
(Loss) income from continuing operations	(3.4)	(83.4)	1.2	(148.1)
Net (loss) income from discontinued operations, net of tax (Note 13)	(0.5)	(7.7)	20.6	(21.8)
Net (loss) income	(3.9)	(91.1)	21.8	(169.9)
Net loss attributable to noncontrolling interests of discontinued operations		(5.1)	(11.0)	(11.8)
Net income attributable to preferred shares of a subsidiary company	2.1	2.9	6.7	8.8
Net (loss) income attributable to Atlantic Power Corporation	$ (6.0)	$ (88.9)	$ 26.1	$ (166.9)

Basic and diluted earnings per share: (Note 11)								
Loss from continuing operations attributable to Atlantic Power Corporation	$	(0.05)	$	(0.72)	$	(0.05)	$	(1.30)
(Loss) income from discontinued operations, net of tax				(0.02)		0.26		(0.08)
Net (loss) income attributable to Atlantic Power Corporation	$	(0.05)	$	(0.74)	$	0.21	$	(1.38)
Weighted average number of common shares outstanding: (Note 11)								
Basic		122.1		120.7		121.8		120.6
Diluted		122.2		120.7		121.9		120.6
Dividends paid per common share:	$	0.02	$	0.06	$	0.07	$	0.23

See accompanying notes to consolidated financial statements.

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ATLANTIC POWER CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(in millions of U.S. dollars)

(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2015	**2014**	**2015**	**2014**
Net (loss) income	$ (3.9)	$ (91.1)	$ 21.8	$ (169.9)
Other comprehensive income (loss), net of tax:				
Unrealized income (loss) on hedging activities	$ (0.4)	$ 0.1	$ (0.8)	$ (0.6)
Net amount reclassified to earnings	0.2	0.2	0.6	0.6
Net unrealized (loss) gain on derivatives	(0.2)	0.3	(0.2)	
Foreign currency translation adjustments	(22.1)	(23.1)	(52.6)	(24.5)
Other comprehensive loss, net of tax	(22.3)	(22.8)	(52.8)	(24.5)
Comprehensive loss	(26.2)	(113.9)	(31.0)	(194.4)
Less: Comprehensive income (loss) attributable to noncontrolling interests	2.1	(2.2)	(4.3)	(3.0)
Comprehensive loss attributable to Atlantic Power Corporation	$ (28.3)	$ (111.7)	$ (26.7)	$ (191.4)

See accompanying notes to consolidated financial statements.

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ATLANTIC POWER CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions of U.S. dollars)

(Unaudited)

	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Cash flows from operating activities:		
Net income (loss)	$ 21.8	$ (169.9)
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization	94.1	122.3
Gain on sale of discontinued operations	(47.2)	(2.1)
Gain on sale of development project and other assets	(2.3)	
Gain on sale of equity investment		(8.6)
Gain on purchase and cancellation of convertible debentures	(3.1)	
Stock-based compensation expense	2.0	1.8
Impairment charges		106.6
Equity in earnings from unconsolidated affiliates	(28.3)	(18.8)
Distributions from unconsolidated affiliates	40.0	52.8
Unrealized foreign exchange gain	(49.3)	(21.0)
Change in fair value of derivative instruments	(8.0)	(12.3)
Change in deferred income taxes	23.6	(11.1)
Change in other operating balances		
Accounts receivable	4.3	(0.3)
Inventory	1.7	(4.3)
Prepayments, refundable income taxes and other assets	20.2	18.2
Accounts payable	(6.0)	(4.8)
Accruals and other liabilities	4.2	(2.6)
Cash provided by operating activities	67.7	45.9
Cash flows provided by investing activities:		
Change in restricted cash	8.0	78.2
Proceeds from sale of assets, net of cash sold	326.3	0.9
Contribution to unconsolidated affiliate	(0.5)	8.6
Capitalized development costs	(0.8)	
Purchase of property, plant and equipment	(9.4)	(11.3)
Cash provided by investing activities	323.6	76.4
Cash flows used in financing activities:		
Proceeds from senior secured term loan facility		600.0
Repayment of corporate and project-level debt	(387.1)	(621.9)
Repayment of convertible debentures	(18.7)	
Deferred financing costs		(39.0)
Dividends paid to common shareholders	(8.5)	(32.0)
Dividends paid to noncontrolling interests	(10.5)	(20.4)
Cash used in financing activities	(424.8)	(113.3)
Net (decrease) increase in cash and cash equivalents	(33.5)	9.0
Cash and cash equivalents at beginning of period at discontinued operations	3.9	

Cash and cash equivalents at beginning of period		106.0		158.6
Cash and cash equivalents at end of period	$	76.4	$	167.6
Supplemental cash flow information				
Interest paid	$	75.5	$	124.4
Income taxes paid, net	$	4.1	$	1.0
Accruals for construction in progress	$	1.2	$	8.2

See accompanying notes to consolidated financial statements.

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

1. Nature of business

General

Atlantic Power owns and operates a diverse fleet of power generation assets in the United States and Canada. Our power generation projects sell electricity to utilities and other large commercial customers largely under long-term power purchase agreements ("PPAs"), which seek to minimize exposure to changes in commodity prices. As of September 30, 2015, our power generation projects in operation had an aggregate gross electric generation capacity of approximately 2,141 megawatts ("MW") in which our aggregate ownership interest is approximately 1,504 MW. Our current portfolio consists of interests in twenty-three operational power generation projects across nine states in the United States and two provinces in Canada. Eighteen of our projects are majority-owned subsidiaries. These totals exclude an aggregate of 521 MWs from our previous 100% ownership interest in Meadow Creek Project Company, LLC ("Meadow Creek"), 99% ownership in Canadian Hills Wind, LLC ("Canadian Hills"), 50% ownership interest in Rockland Wind Farm, LLC ("Rockland"), 27.6% ownership interest in Idaho Wind Partners 1, LLC ("Idaho Wind") and 12.5% ownership interest in Goshen Phase II, LLC ("Goshen") (collectively, the "Wind Projects"), which we sold on June 26, 2015, and which are designated as discontinued operations for the three and nine months ended September 30, 2015 and 2014.

Atlantic Power is a corporation established under the laws of the Province of Ontario, Canada on June 18, 2004 and continued to the Province of British Columbia on July 8, 2005. Our shares trade on the Toronto Stock Exchange under the symbol "ATP" and on the New York Stock Exchange under the symbol "AT." Our registered office is located at 215-10451 Shellbridge Way, Richmond, British Columbia V6X 2W8 Canada and our headquarters is located at 3 Allied Drive, Suite 220, Dedham, Massachusetts 02026, USA. Our telephone number in Dedham is (617) 977-2400 and the address of our website is www.atlanticpower.com. Information contained on Atlantic Power's website or that can be accessed through its website is not incorporated into and does not constitute a part of this Quarterly Report on Form 10-Q. We have included our website address only as an inactive textual reference and do not intend it to be an active link to our website. We make available on our website, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Additionally, we make available on our website our Canadian securities filings, which are not incorporated by reference into our Exchange Act filings.

Basis of presentation

The interim consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared in accordance with the SEC regulations for interim financial information and with the instructions to Form 10-Q. The following notes should be read in conjunction with the accounting policies and other disclosures as set forth in the notes to our financial statements in our Annual Report on Form 10-K for the year ended December 31, 2014. Interim results are not necessarily indicative of results for the full year.

ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

1. Nature of business (Continued)

In our opinion, the accompanying unaudited interim consolidated financial statements present fairly our consolidated financial position as of September 30, 2015, the results of operations and comprehensive income (loss) for the three and nine months ended September 30, 2015 and 2014, and our cash flows for the nine months ended September 30, 2015 and 2014 in accordance with U.S generally accepted accounting policies. In the opinion of management, all adjustments (consisting of normal recurring accruals and other adjustments) considered necessary for a fair presentation have been included.

Use of estimates

The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from those estimates. During the periods presented, we have made a number of estimates and valuation assumptions, including the fair values of acquired assets, the useful lives and recoverability of property, plant and equipment, valuation of goodwill, intangible assets and liabilities related to PPAs and fuel supply agreements, the recoverability of equity investments, the recoverability of deferred tax assets, tax provisions, the fair value of financial instruments and derivatives, pension obligations, asset retirement obligations and equity-based compensation. In addition, estimates are used to test long-lived assets and goodwill for impairment and to determine the fair value of impaired assets. These estimates and valuation assumptions are based on present conditions and our planned course of action, as well as assumptions about future business and economic conditions. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates" in our Annual Report on Form 10-K for the year ended December 31, 2014. As better information becomes available or actual amounts are determinable, the recorded estimates are revised. Should the underlying valuation assumptions and estimates change, the recorded amounts could change by a material amount.

Revision to the presentation of preferred shares issued by a subsidiary company

The classification of preferred shares issued by a subsidiary company has been revised from total Atlantic Power Corporation shareholder's equity on the Consolidated Balance Sheets at December 31, 2014 to a separate line item in the noncontrolling interests section of equity. The revision does not impact total equity in either period presented. The revision was appropriate in order to properly present the preferred shares issued by a subsidiary company in the consolidated balance sheet. The revision is not considered material to any previously issued financial statements.

Recently issued accounting standards

Adopted

In April 2014, the Financial Accounting Standards Board ("FASB") issued changes to reporting discontinued operations and disclosures of disposals of components of an entity. These changes require a disposal of a component to meet a higher threshold in order to be reported as a discontinued

ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

1. Nature of business (Continued)

operation in an entity's financial statements. The threshold is defined as a strategic shift that has, or will have, a major effect on an entity's operations and financial results such as a disposal of a major geographical area or a major line of business. Additionally, the following two criteria have been removed from consideration of whether a component meets the requirements for discontinued operations presentation: (i) the operations and cash flows of a disposal component have been or will be eliminated from the ongoing operations of an entity as a result of the disposal transaction, and (ii) an entity will not have any significant continuing involvement in the operations of the disposal component after the disposal transaction. Furthermore, equity method investments now may qualify for discontinued operations presentation. These changes also require expanded disclosures for all disposals of components of an entity, whether or not the threshold for reporting as a discontinued operation is met, related to profit or loss information and/or asset and liability information of the component. These changes became effective on January 1, 2015 and were implemented when designating the Wind Projects as assets held for sale and discontinued operations on March 31, 2015. See Note 3, *Discontinued operations*.

Issued

In May 2014, the FASB issued new recognition and disclosure requirements for revenue from contracts with customers, which supersedes the existing revenue recognition guidance. The new recognition requirements focus on when the customer obtains control of the goods or services, rather than the current risks and rewards model of recognition. The core principle of the new standard is that an entity will recognize revenue when it transfers goods or services to its customers in an amount that reflects the consideration an entity expects to be entitled to for those goods or services. The new disclosure requirements will include information intended to communicate the nature, amount, timing and any uncertainty of revenue and cash flows from applicable contracts, including any significant judgments and changes in judgments and assets recognized from the costs to obtain or fulfill a contract. Entities will generally be required to make more estimates and use more judgment under the new standard. The new requirements will be effective for us beginning January 1, 2018, and may be implemented either retrospectively for all periods presented, or as a cumulative-effect adjustment as of January 1, 2018. Early adoption is permitted, but not before January 1, 2017. Management is currently evaluating the potential impact of this new guidance on our consolidated financial statements and which implementation approach to select.

In January 2015, the FASB issued changes to the presentation of extraordinary items. Such items are defined as transactions or events that are both unusual in nature and infrequent in occurrence, and, currently, are required to be presented separately in an entity's income statement, net of income tax, after income from continuing operations. The changes eliminate the concept of an extraordinary item and, therefore, the presentation of such items will no longer be required. Notwithstanding this change, an entity will still be required to present and disclose a transaction or event that is both unusual in nature and infrequent in occurrence in the notes to the financial statements. These changes become effective for us on January 1, 2016. We have determined that the adoption of these changes will not have an impact on the consolidated financial statements.

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

1. Nature of business (Continued)

In February 2015, the FASB issued changes to the analysis that an entity must perform to determine whether it should consolidate certain types of legal entities. These changes (i) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, (ii) eliminate the presumption that a general partner should consolidate a limited partnership, (iii) affect the consolidation analysis of reporting entities that are involved with variable interest entities, particularly those that have fee arrangements and related party relationships, and (iv) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. These changes become effective for us on January 1, 2016. We are currently evaluating the potential impact of these changes on the consolidated financial statements.

In April 2015, the FASB issued changes to the presentation of debt issuance costs. Currently, such costs are required to be presented as a noncurrent asset in an entity's balance sheet and amortized into interest expense over the term of the related debt instrument. The changes require that debt issuance costs be presented in an entity's balance sheet as a direct deduction from the carrying value of the related debt liability. The amortization of debt issuance costs remains unchanged. These changes become effective for us on January 1, 2016. Management has determined that the adoption of these changes will result in a decrease of approximately $44.8 million based on the outstanding amount at September 30, 2015 to both deferred financing costs located in noncurrent assets and long-term debt on the accompanying consolidated balance sheets.

In July 2015, the FASB issued changes to the subsequent measurement of inventory. Currently, an entity is required to measure its inventory at the lower of cost or market, whereby market can be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. The changes require that inventory be measured at the lower of cost and net realizable value, thereby eliminating the use of the other two market methodologies. Net realizable value is defined as the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal, and transportation. These changes become effective for us on January 1, 2017. Management has determined that the adoption of these changes will not have an impact on the consolidated financial statements.

In September 2015, the FASB issued new guidance on adjustments to provisional amounts recognized in a business combination, which are currently recognized on a retrospective basis. Under the new requirements, adjustments will be recognized in the reporting period in which the adjustments are determined. The effects of changes in depreciation, amortization, or other income arising from changes to the provisional amounts, if any, are included in earnings of the reporting period in which the adjustments to the provisional amounts are determined. An entity is also required to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The new requirements will be effective for us beginning January 1, 2016, and are required to be implemented on a prospective basis. Early adoption is permitted. We will apply this new guidance to any future business combinations.

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

2. Changes in accumulated other comprehensive loss by component

The changes in accumulated other comprehensive loss by component were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Foreign currency translation				
Balance at beginning of period	$ (96.9)	$ (23.6)	$ (66.3)	$ (22.2)
Other comprehensive income (loss):				
Foreign currency translation adjustments[1]	(22.1)	(23.1)	(52.6)	(24.5)
Balance at end of period	$ (119.0)	$ (46.7)	$ (118.9)	$ (46.7)
Pension				
Balance at beginning of period	$ (2.0)	$ (0.4)	$ (2.1)	$ (0.4)
Other comprehensive loss:				
Amortization of net actuarial gain				
Balance at end of period	$ (2.0)	$ (0.4)	$ (2.1)	$ (0.4)
Cash flow hedges				
Balance at beginning of period	$ 0.1	$ (0.1)	$ 0.1	$ 0.2
Other comprehensive (loss) income:				
Net change from periodic revaluations	(0.7)	0.2	(1.3)	(1.0)
Tax expense (benefit)	0.3	(0.1)	0.5	0.4
Total Other comprehensive income (loss) before reclassifications, net of tax	(0.4)	0.1	(0.8)	(0.6)
Net amount reclassified to earnings (loss):				
Interest rate swaps[2]	0.3	0.3	1.0	1.0
Tax expense	(0.1)	(0.1)	(0.4)	(0.4)
Total amount reclassified from Accumulated other comprehensive loss, net of tax	0.2	0.2	0.6	0.6
Total Other comprehensive income	(0.2)	0.3	(0.2)	
Balance at end of period	$ (0.1)	$ 0.2	$ (0.1)	$ 0.2

(1) In all periods presented, there were no tax impacts related to rate changes and no amounts were reclassified to earnings (loss).

(2) This amount was included in Interest expense, net on the accompanying consolidated statements of operations.

3. Discontinued operations and other divestitures

Wind Projects

On March 31, 2015, Atlantic Power Transmission, Inc. ("APT"), our wholly-owned, direct subsidiary, entered into a definitive agreement (the "Purchase Agreement") with TerraForm AP Acquisition Holdings, LLC ("TerraForm"), an affiliate of SunEdison, Inc. (an affiliate of TerraForm Power, Inc.), to sell our Wind Projects. On June 26, 2015, the sale was completed for aggregate cash proceeds of approximately $335 million after transaction fees, exclusive of transaction-related taxes. We

ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

3. Discontinued operations and other divestitures (Continued)

recorded a $47.2 million gain on sale, which is included as a component of income from discontinued operations in the consolidated statements of operations for the nine months ended September 30, 2015.

Terraform acquired from APT, 100% of APT's direct membership interests in a holding company formed to facilitate the sale, thereby acquiring our indirect interests in our portfolio of Wind Projects consisting of five operating wind projects in Idaho and Oklahoma and representing 521 MW net ownership: Goshen (12.5% economic interest), Idaho Wind (27.6% economic interest), Meadow Creek (100% economic interest); Rockland Wind Farm (50% economic interest, but consolidated on a 100% basis); and Canadian Hills (99% economic interest). As a result of the sale, we deconsolidated approximately $249 million of project debt (or approximately $274 million as adjusted for our proportional ownership of Rockland, Goshen North and Idaho Wind) and approximately $224 million of non-controlling interest related to tax equity interests at Canadian Hills and the minority ownership interests at Rockland and Canadian Hills.

The Wind Projects were designated as assets held for sale and discontinued operations on March 31, 2015, the date we established a firm commitment to a plan to sell the wind assets. Our determination to designate the Wind Projects as discontinued operations was based on the impact the sale will have on our operations and financial results and because the Wind Projects made up the entirety of our Wind reportable Segment. We stopped depreciating the property, plant and equipment of the Wind Projects on the designation date.

Greeley

In March 2014, we closed a transaction with Initium Power Partners, LLC. ("Initium"), whereby Initium agreed to purchase all of the issued and outstanding membership interests in Greeley for approximately $1.0 million. We recorded a $2.1 million non-cash gain on the sale resulting from the write-off of asset retirement obligations in the consolidated statement of operations as of March 31, 2014. Greeley is accounted for as a component of discontinued operations in the consolidated statements of operations for the nine months ended September 30, 2014.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

3. Discontinued operations and other divestitures (Continued)

The following table summarizes the revenue and income (loss) from operations of the Wind Projects and Greeley for the three and nine months ended September 30, 2015 and 2014:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Revenue	$	$ 16.7	$ 34.8	$ 56.8
Project expenses:				
Operations and maintenance		5.1	10.8	15.7
Depreciation and amortization		10.1	10.3	30.2
		15.2	21.1	45.9
Project other income (expense):				
Change in fair value of derivatives		(1.3)	(0.7)	(11.0)
Equity in earnings of unconsolidated affiliates		(0.2)	(37.8)	(0.5)
Interest expense, net		(3.5)	(6.7)	(10.7)
Gain (loss) on sale of asset	(0.2)		84.7	2.1
	(0.2)	(5.0)	39.5	(20.1)
(Loss) income from operations of discontinued businesses	(0.2)	(3.5)	53.2	(9.2)
Income tax expense	0.3	4.2	32.6	12.6
(Loss) income from operations of discontinued businesses, net of tax	(0.5)	(7.7)	20.6	(21.8)
Net loss attributable to noncontrolling interests of discontinued businesses		(5.1)	(11.0)	(11.8)
(Loss) income from operations of discontinued businesses, net of noncontrolling interests	$ (0.5)	$ (2.6)	$ 31.6	$ (10.0)

Basic and diluted earnings (loss) per share related to income (loss) from discontinued operations for the Wind Projects and Greeley was $0.00 and $(0.02) for the three months ended September 30, 2015 and 2014, respectively and $0.26 and $(0.08) for the nine months ended September 30, 2015 and 2014, respectively.

The following table summarizes the operating and investing cash flows of the Wind Projects for the nine months ended September 30, 2015 and 2014:

	Nine months ended September 30,	
	2015	2014
Cash provided by operating activities	$ 21.9	$ 36.9

Cash (used in) provided by investing activities	(12.8)	6.9

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

3. Discontinued operations and other divestitures (Continued)

The following table summarizes the December 31, 2014 financial position of the Wind Projects that were classified as assets held for sale:

	December 31, 2014
Current assets:	
Cash and cash equivalents	$ 3.9
Accounts receivable	11.2
Other current assets	2.4
	17.5
Non-current assets:	
Property, Plant & Equipment	710.5
Equity investments in unconsolidated affiliates	38.7
Other intangible assets, net	4.3
Restricted cash	19.1
Other assets	2.0
Assets held for sale	792.1
Current liabilities:	
Accounts payable and other accrued liabilities	$ 5.9
Current portion of long-term debt	6.4
Current portion of derivative instruments liability	3.1
	15.4
Long term liabilities	
Long-term debt	242.4
Derivative instruments liability	10.0
Other long-term liabilities	4.0
Liabilities held for sale	271.8
Noncontrolling interests held for sale	239.0

Frontier

On April 22, 2015, our indirect wholly-owned subsidiary, Ridgeline Energy LLC ("Ridgeline"), closed a transaction with CRE-Frontier Solar California LLC ("CRE"), a subsidiary of Centaurus Renewable Energy LLC, whereby CRE agreed to purchase 100% of Ridgeline's equity interests in Frontier Solar, LLC ("Frontier"), which is developing an approximately 20 MW solar electric generating facility in California, for net cash proceeds of $4.3 million. If Frontier achieves commercial operations and meets certain operating performance metrics, we could receive additional cash proceeds. We recorded a $2.3 million gain on sale related to the transaction in other income in the consolidated statements of operations for the nine months ended September 30, 2015. Frontier is not accounted for as a component of discontinued operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

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3. Discontinued operations and other divestitures (Continued)

Delta-Person

In December 2012, we and the other owners of Delta-Person, entered into a purchase and sale agreement with BHB Power, LLC and Public Service Company of New Mexico to sell the project for approximately $37.2 million including working capital adjustments. The sale of Delta-Person closed in July 2014, resulting in a gain on sale of approximately $8.6 million that was recorded as a component of equity in earnings of unconsolidated affiliates in the consolidated statement of operations for the three and nine months ended September 30, 2014. We received net cash proceeds in July 2014 for our ownership interest of approximately $7.2 million in the aggregate. We received an additional $1.4 million of cash proceeds that were held in escrow in October 2015. Delta-Person is not accounted for as a component of discontinued operations.

4. Equity method investments in unconsolidated affiliates

The following summarizes the operating results for the three and nine months ended September 30, 2015 and 2014, respectively, for earnings in our equity method investments:

	Three months ended September 30,		Nine months ended September 30,	
Operating results	**2015**	**2014**	**2015**	**2014**
Revenue				
Chambers	$ 11.0	$ 12.0	$ 37.3	$ 42.6
Orlando	13.9	13.4	40.9	$ 37.5
Other[(1)]	9.1	16.1	26.7	57.7
	34.0	41.5	104.9	137.8
Project expenses				
Chambers	9.2	9.9	30.2	35.0
Orlando	7.3	8.1	20.6	24.3
Other[(1)]	8.1	16.1	24.4	56.5
	24.6	34.1	75.2	115.8
Project other expense				
Chambers	(0.5)	(0.4)	(1.4)	(2.6)
Orlando				
Other[(1)]		8.6		8.4
	(0.5)	8.2	(1.4)	5.8
Project income				
Chambers	$ 1.3	$ 1.7	$ 5.7	$ 5.0
Orlando	6.6	5.3	20.3	13.2
Other[(1)(2)]	1.0	8.6	2.3	9.6
	8.9	15.6	28.3	27.8

(1) Includes equity method investments that individually do not exceed 10% of consolidated total assets or income (loss) before income taxes.

(2) Includes an $8.6 million gain on the sale of Delta-Person in the third quarter of 2014.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

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5. Long-term debt

Long-term debt consists of the following:

	September 30, 2015	December 31, 2014	Interest Rate
Recourse Debt:			
Senior secured term loan facility, due 2021	$ 484.9	$ 541.5	LIBOR[1] plus 3.8%
Senior unsecured notes, due 2018		319.9	9.0%
Senior unsecured notes, due June 2036 (Cdn$210.0)	157.6	181.0	6.0%
Non-Recourse Debt:[2]			
Epsilon Power Partners term facility, due 2019	21.0	25.5	LIBOR plus 3.1%
Cadillac term loan, due 2025	30.1	33.4	6.2%
Piedmont term loan, due 2018	61.2	64.0	5.2%
Other long-term debt	0.3	0.6	5.5% 6.7%
Less: current maturities	(16.8)	(20.0)	
Total long-term debt	$ 738.3	$ 1,145.9	

Current maturities consist of the following:

	September 30, 2015	December 31, 2014	Interest Rate
Current Maturities:			
Senior secured term loan facility, due 2021	$ 4.9	$ 5.4	LIBOR[1] plus 3.8%
Epsilon Power Partners term facility, due 2019	6.0	6.1	LIBOR plus 3.1%
Cadillac term loan, due 2025	2.5	3.9	6.2%
Piedmont term loan, due 2018	3.2	4.5	5.2%
Other short-term debt	0.2	0.1	5.5 6.7%
Total current maturities	$ 16.8	$ 20.0	

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(1) LIBOR cannot be less than 1.00%. On May 5, 2014, we entered into interest rate swap agreements to mitigate the exposure to changes in LIBOR for $157.7 million amount of the $484.9 million outstanding aggregate borrowings under our senior secured term loan facility. See Note 8, *Accounting for derivative instruments and hedging activities* for further details.

(2) The table does not include non-recourse debt at the Wind Projects, which have been sold and are classified as discontinued operations at December 31, 2014.

Notes of Atlantic Power Corporation

On July 26, 2015, we redeemed all of our outstanding $310.9 million aggregate principal amount of 9.0% Senior Unsecured Notes due November 2018 (the "Notes") with the cash proceeds received from the sale of the Wind Projects. The Notes were redeemed at a price equal to 104.5 percent of the principal amount of the 9.0% notes, plus accrued and unpaid interest to the redemption date. We paid $330.4 million to fund the full redemption of the Notes, which includes $14.0 million in make-whole premiums and $5.5 million in accrued interest. The make-whole premiums, accrued interest and the

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

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5. Long-term debt (Continued)

$9.0 million of deferred financing costs related to the Notes are included in interest expense for the three and nine months ended September 30, 2015.

Non-Recourse Debt

Project-level debt of our consolidated projects is secured by the respective project and its contracts with no other recourse to us. Project-level debt generally amortizes during the term of the respective revenue generating contracts of the projects. The loans have certain financial covenants that must be met in order to distribute available cash to Atlantic Power. At September 30, 2015, all of our projects with the exception of Piedmont and Selkirk were in compliance with the covenants contained in project-level debt. Projects that do not meet their debt service coverage ratios are limited from making distributions, but are not callable or subject to acceleration under the terms of their debt agreements. We do not expect our Piedmont project to meet its debt service coverage ratio covenants before 2017 at the earliest, due to continued operational issues that have resulted in higher forecasted maintenance and fuel expenses than initially expected. We expect Selkirk to meet its debt service coverage ratio in the next twelve months.

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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6. Convertible debentures

The following table provides details related to outstanding convertible debentures:

	6.25% Debentures due March 2017	5.6% Debentures due June 2017	5.75% Debentures due June 2019	6.00% Debentures due December 2019	Total
Balance at December 31, 2014	$ 58.0	$ 68.6	$ 128.4	$ 85.6	$ 340.6
Repayment of convertible debentures		(0.1)	(3.6)	(2.0)	(5.7)
Foreign exchange gain	(4.9)	(5.8)		(7.2)	(17.9)
Gain on repurchase of convertible debentures			(0.8)	(0.5)	(1.3)
Balance at March 31, 2015	$ 53.1	$ 62.7	$ 124.0	$ 75.9	$ 315.7
Repayment of convertible debentures	$	$ (2.0)	$ (6.0)	$ (4.5)	$ (12.5)
Foreign exchange gain	0.8	1.1		1.2	3.1
Gain on repurchase of convertible debentures		(0.1)	(1.0)	(0.6)	(1.7)
Balance at June 30, 2015	$ 53.9	$ 61.7	$ 117.0	$ 72.0	$ 304.6
Repayment of convertible debentures	$	$ (0.7)	$	$	$ (0.7)
Foreign exchange gain	(3.5)	(3.9)		(4.6)	(12.0)
Gain on repurchase of convertible debentures					
Balance at September 30, 2015	$ 50.4	$ 57.1	$ 117.0	$ 67.4	$ 291.9

During the fourth quarter of 2014, we announced a Normal Course Issuer Bid ("NCIB") for our convertible debentures. Under the NCIB, we entered into a pre-defined automatic securities purchase plan with our broker in order to facilitate purchases of our convertible debentures. The NCIB commenced on November 11, 2014 and will expire on November 10, 2015 or such earlier date as we complete our purchases pursuant to the NCIB. The actual amount of convertible debentures that may be purchased under the NCIB cannot exceed approximately $31.0 million and is further limited based on the outstanding principal of the individual outstanding tranches. Since inception of the NCIB in the fourth quarter of 2014 and through September 30, 2015, we have repurchased and cancelled $24.6 million aggregate principal amount of convertible debentures. We have recorded a gain of $3.0 million in the consolidated statement of operations for the nine months ended September 30, 2015 representing the difference between the aggregate principal amount cancelled and the cash paid adjusted for the impact of foreign exchange rates.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

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7. Fair value of financial instruments

The following represents the recurring measurements of fair value hierarchy of our financial assets and liabilities that were recognized at fair value as of September 30, 2015 and December 31, 2014. Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement.

	September 30, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 76.4	$	$	$ 76.4
Restricted cash	14.5			14.5
Derivative instruments asset				
Total	$ 90.9	$	$	$ 90.9
Liabilities:				
Derivative instruments liability	$	$ 66.0	$	$ 66.0
Total	$	$ 66.0	$	$ 66.0

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 106.0	$	$	$ 106.0
Restricted cash	22.5			22.5
Derivative instruments asset		1.1		1.1
Total	$ 128.5	$ 1.1	$	$ 129.6
Liabilities:				
Derivative instruments liability	$	$ 83.6	$	$ 83.6
Total	$	$ 83.6	$	$ 83.6

The fair values of our derivative instruments are based upon trades in liquid markets. Valuation model inputs can generally be verified and valuation techniques do not involve significant judgment. The fair values of such financial instruments are classified within Level 2 of the fair value hierarchy. We use our best estimates to determine the fair value of commodity and derivative contracts we hold. These estimates consider various factors including closing exchange prices, time value, volatility factors and credit exposure. The fair value of each contract is discounted using a risk free interest rate.

We also adjust the fair value of financial assets and liabilities to reflect credit risk, which is calculated based on our credit rating and the credit rating of our counterparties. As of September 30, 2015, the credit valuation adjustments resulted in a $4.4 million net increase in fair value, which consists of a $0.4 million pre-tax gain in other comprehensive income and a $4.0 million gain in change in fair value of derivative instruments. As of December 31, 2014, the credit valuation adjustments

ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

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7. Fair value of financial instruments (Continued)

resulted in an $8.3 million net increase in fair value, which consists of a $0.7 million pre-tax gain in other comprehensive income and a $7.6 million gain in change in fair value of derivative instruments.

The carrying amounts for cash and cash equivalents and restricted cash approximate fair value due to their short-term nature.

8. Accounting for derivative instruments and hedging activities

We recognize all derivative instruments on the balance sheet as either assets or liabilities and measure them at fair value in each reporting period. We have one contract designated as a cash flow hedge, and we defer the effective portion of the change in fair value of the derivatives in accumulated other comprehensive income (loss), until the hedged transactions occur and are recognized in earnings (loss). The ineffective portion of a cash flow hedge is immediately recognized in earnings (loss). For our other derivatives that are not designated as cash flow hedges, the changes in the fair value are immediately recognized in earnings (loss). These guidelines apply to our natural gas swaps, interest rate swaps, and foreign exchange contracts.

Gas purchase agreements

Gas purchase agreements to purchase gas forward at our North Bay, Kapuskasing and Nipigon projects do not qualify for the normal purchase normal sales ("NPNS") exemption and are accounted for as derivative financial instruments. The gas purchase agreements at North Bay and Kapuskasing satisfy all of the forecasted fuel requirements for these projects through their expiration in the fourth quarter of 2016. The gas purchase agreement for Nipigon satisfies the majority of forecasted fuel requirements through December 31, 2022. These derivative financial instruments are recorded in the consolidated balance sheets at fair value and the changes in their fair market value are recorded in the consolidated statements of operations.

In June 2014, Atlantic Power Limited Partnership (the "Partnership") entered into contracts for the purchase of 2.9 million Gigajoules ("Gj") of future natural gas purchases beginning on November 1, 2014 and expiring on December 31, 2017 for our projects in Ontario. These contracts effectively fix the price of approximately 100% of our expected uncontracted gas requirements for 2015 and 35% and 30% of our expected uncontracted gas requirements for 2016 and 2017, respectively. These contracts are accounted for as derivative financial instruments and are recorded in the consolidated balance sheet at fair value. Changes in the fair market value of these contracts are recorded in the consolidated statement of operations.

Natural gas swaps

Our strategy to mitigate future exposure to changes in natural gas prices at our projects consists of periodically entering into financial swaps that effectively fix the price of natural gas expected to be purchased at these projects. These natural gas swaps are derivative financial instruments and are recorded in the consolidated balance sheets at fair value and the changes in their fair market value are recorded in the consolidated statements of operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

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8. Accounting for derivative instruments and hedging activities (Continued)

We have entered into various natural gas swaps to effectively fix the price of 6.3 million MMbtu of future natural gas purchases at Orlando, which is approximately 100% of our share of the expected on-peak natural gas purchases at the project through 2016 or approximately 96% and 64% of our share of the expected base load natural gas purchases for the remainder of 2015 and 2016, respectively. These contracts are accounted for as derivative financial instruments and are recorded in the consolidated balance sheet at fair value at September 30, 2015. Changes in the fair market value of these contracts are recorded in the consolidated statement of operations. On February 20, 2014, we paid $4.0 million to terminate certain of the natural gas contracts for our Orlando project in connection with the termination of our prior revolving credit facility. We recorded fuel expense related to the settlement of these contracts in the consolidated statement of operations for the nine months ended September 30, 2014.

Interest rate swaps

On May 5, 2014, the Partnership entered into interest rate swap agreements to mitigate exposure to changes in the Adjusted Eurodollar Rate for $199.0 million notional amount ($157.7 million at September 30, 2015) of the $600 million aggregate principal amount of borrowings ($484.9 million of borrowings at September 30, 2015) under the Term Loan Facility. Borrowings under the $600 million Term Loan Facility bear interest at a rate equal to the Adjusted Eurodollar Rate plus an applicable margin of 3.75%. Based on the terms of the Credit Agreement, the Adjusted Eurodollar Rate cannot be less than 1.00% resulting in a minimum of a 4.75% all-in rate on the Term Loan Facility. As a result of entering into the swap agreements, the all-in rate for $199.0 million of the Term Loan Facility cannot be less than 4.91% if the Adjusted Eurodollar Rate is equal to or greater than 1.00%. If the Adjusted Eurodollar Rate is below 1.00%, we will pay interest at a rate equivalent to the minimum 4.75% all-in rate plus any difference between the actual Adjusted Eurodollar Rate and 1.16%. The interest rate swap agreements were effective June 30, 2014 and terminate on December 29, 2017. The interest rate swap agreements are not designated as hedges and changes in their fair market value will be recorded in the consolidated statements of operations.

The Piedmont project has interest rate swap agreements to economically fix its exposure to changes in interest rates related to its variable-rate debt. The interest rate swap agreement effectively converts the floating rate debt to a fixed interest rate of 1.7% plus an applicable margin ranging from 3.5% to 3.8% through February 29, 2016. From February 2016 until the maturity of the debt in August 2018, the fixed rate of the swap is 4.47% and the applicable margin is 4.0%, resulting in an all-in rate of 8.5%. The swap continues at the fixed rate of 4.47% until November 2030. Prior to conversion of the Piedmont construction loan facility to a term loan, the notional amounts of the interest rate swap agreements matched the estimated outstanding principal balance of Piedmont's construction loan facility. The interest rate swaps were executed on October 21, 2010 and November 2, 2010 and expire on February 29, 2016 and November 30, 2030, respectively. As a result of the Piedmont term loan conversion on February 14, 2014, these swap agreements were amended to reduce the notional amounts to match the outstanding $68.5 million principal of the term loan. The interest rate swap agreements are not designated as hedges, and changes in their fair market value are recorded in the consolidated statements of operations.

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8. Accounting for derivative instruments and hedging activities (Continued)

The Cadillac project has an interest rate swap agreement that effectively fixes the interest rate at 6.0% through February 15, 2015, 6.1% from February 16, 2015 to February 15, 2019, 6.3% from February 16, 2019 to February 15, 2023, and 6.4% thereafter. The notional amount of the interest rate swap agreement matches the outstanding principal balance over the remaining life of Cadillac's debt. This swap agreement, which qualifies for and is designated as a cash flow hedge, is effective through June 2025 and the effective portion of the changes in the fair market value is recorded in accumulated other comprehensive loss.

Epsilon Power Partners, our wholly owned subsidiary, previously had an interest rate swap to economically fix the exposure to changes in interest rates related to the variable-rate non-recourse debt. The interest rate swap agreement effectively converted the floating rate debt to a fixed interest rate of 7.37% and had a maturity date of July 2019. The notional amount of the swap matched the outstanding principal balance over the remaining life of Epsilon Power Partners' debt. On February 20, 2014, we paid $2.6 million to terminate this contract in connection with the termination of our prior revolving credit facility. We recorded interest expense related to its settlement in the consolidated statement of operations for the nine months ended September 30, 2014.

Foreign currency forward contracts

From time to time, we use foreign currency forward contracts to manage our exposure to changes in foreign exchange rates, as many of our projects generate cash flow in U.S. dollars and Canadian dollars. On February 20, 2014, we paid $0.4 million to terminate all of our remaining foreign currency forward contracts in connection with the termination of our prior revolving credit facility and recorded their settlement in foreign exchange gain in the consolidated statement of operations for the nine months ended September 30, 2014.

Volume of forecasted transactions

We have entered into derivative instruments in order to economically hedge the following notional volumes of forecasted transactions as summarized below, by type, excluding those derivatives that qualified for the NPNS exemption at September 30, 2015 and December 31, 2014:

	Notional Units	September 30, 2015	December 31, 2014
Natural gas swaps	Natural Gas (Mmbtu)	3.6	6.3
Gas purchase agreements	Natural Gas (Gj)	27.2	33.9
Interest rate swaps	Aggregate Principal (US$)	256.2	277.4

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8. Accounting for derivative instruments and hedging activities (Continued)

Fair value of derivative instruments

We have elected to disclose derivative instrument assets and liabilities on a trade-by-trade basis and do not offset amounts at the counterparty master agreement level. The following table summarizes the fair value of our derivative assets and liabilities:

	September 30, 2015	
	Derivative Assets	Derivative Liabilities
Derivative instruments designated as cash flow hedges:		
Interest rate swaps current	$	$ 1.1
Interest rate swaps long-term		3.1
Total derivative instruments designated as cash flow hedges		4.2
Derivative instruments not designated as cash flow hedges:		
Interest rate swaps current		2.4
Interest rate swaps long-term		9.0
Natural gas swaps current		4.4
Natural gas swaps long-term		1.1
Gas purchase agreements current		27.2
Gas purchase agreements long-term		17.7
Total derivative instruments not designated as cash flow hedges		61.8
Total derivative instruments	$	$ 66.0

	December 31, 2014	
	Derivative Assets	Derivative Liabilities
Derivative instruments designated as cash flow hedges:		
Interest rate swaps current	$	$ 1.1
Interest rate swaps long-term		2.9
Total derivative instruments designated as cash flow hedges		4.0
Derivative instruments not designated as cash flow hedges:		
Interest rate swaps current		2.0
Interest rate swaps long-term	1.1	6.9
Natural gas swaps current		4.4
Natural gas swaps long-term		2.2
Gas purchase agreements current		28.6

Gas purchase agreements long-term				35.5
Total derivative instruments not designated as cash flow hedges		1.1		79.6
Total derivative instruments	$	1.1	$	83.6

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8. Accounting for derivative instruments and hedging activities (Continued)

Accumulated other comprehensive income

The following table summarizes the changes in the accumulated other comprehensive income (loss) ("OCI") balance attributable to derivative financial instruments designated as a hedge, net of tax:

For the three months ended September 30, 2015	Interest Rate Swaps
Accumulated OCI balance at June 30, 2015	$ 0.1
Change in fair value of cash flow hedges	(0.4)
Realized from OCI during the period	0.2
Accumulated OCI balance at September 30, 2015	$ (0.1)

For the three months ended September 30, 2014	Interest Rate Swaps
Accumulated OCI balance at June 30, 2014	$ (0.1)
Change in fair value of cash flow hedges	0.1
Realized from OCI during the period	0.2
Accumulated OCI balance at September 30, 2014	$ 0.2

For the nine months ended September 30, 2015	Interest Rate Swaps
Accumulated OCI balance at January 1, 2015	$ 0.1
Change in fair value of cash flow hedges	(0.8)
Realized from OCI during the period	0.6
Accumulated OCI balance at September 30, 2015	$ (0.1)

For the nine months ended September 30, 2014	Interest Rate Swaps
Accumulated OCI balance at January 1, 2014	$ 0.2
Change in fair value of cash flow hedges	(0.6)

Realized from OCI during the period		0.6
Accumulated OCI balance at September 30, 2014	$	0.2

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(in millions U.S. dollars, except per-share amounts)

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8. Accounting for derivative instruments and hedging activities (Continued)

Impact of derivative instruments on the consolidated statements of operations

The following table summarizes realized loss (gain) for derivative instruments not designated as cash flow hedges:

	Classification of (gain) loss recognized in income	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Natural gas swaps	Fuel	$ 1.5	$ 0.3	$ 4.3	$ 4.0
Gas purchase agreements	Fuel	11.8	13.3	36.1	42.6
Interest rate swaps	Interest, net	0.5	(0.2)	1.7	4.4
Foreign currency forwards	Foreign exchange loss		0.6		0.5

The following table summarizes the unrealized loss (gain) resulting from changes in the fair value of derivative financial instruments that are not designated as cash flow hedges:

	Classification of (gain) loss recognized in income	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Natural gas swaps	Change in fair value of derivatives	$ 0.1	$ 1.5	$ (0.7)	$ (2.0)
Gas purchase agreements	Change in fair value of derivatives	(6.1)	(2.1)	(11.6)	(20.7)
Interest rate swaps	Change in fair value of derivatives	2.4	(1.1)	3.6	(0.6)
Total change in fair value of derivative instruments		$ (3.6)	$ (1.7)	$ (8.7)	$ (23.3)
Foreign currency forwards	Foreign exchange loss	$	$ 1.4	$	$ 1.1

9. Income taxes

	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Current income tax (benefit) expense	$ (1.6)	$ 1.1	$ 5.7	$ 3.7
Deferred tax expense (benefit)	3.0	0.3	(6.0)	(23.7)
Total income tax expense (benefit), net	$ 1.4	$ 1.4	$ (0.3)	$ (20.0)

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

9. Income taxes (Continued)

For the three months ended September 30, 2015 and 2014

Income tax expense for the three months ended September 30, 2015 was $1.4 million. The expected income tax benefit for the same period, based on the Canadian enacted statutory rate of 26%, was $0.5 million. The primary items impacting the tax rate for the three months ended September 30, 2015 were $4.0 million relating to a change in valuation allowance, and $2.8 million related to a capital gain on repatriation of wind sale proceeds. These items were partially offset by $2.6 million of dividend withholding and other taxes, $2.2 million related to foreign exchange and $0.1 million of other permanent differences.

Income tax expense for the three months ended September 30, 2014 was $1.4 million. The expected income tax benefit for the same period, based on the Canadian enacted statutory rate of 26%, was $21.4 million. The primary items impacting the tax rate for the three months ended September 30, 2014 were $33.7 million relating to goodwill impairment, $5.1 million relating to a change in the valuation allowance and $0.6 million of other permanent differences. These items were partially offset by $8.3 million relating to operating in higher tax rate jurisdictions, $4.8 million of intra-period allocations from the wind projects, $3.5 million relating to foreign exchange and $2.6 million of minority interest adjustments.

For the nine months ended September 30, 2015 and 2014

Income tax benefit for the nine months ended September 30, 2015 was $0.3 million. The expected income tax expense for the same period, based on the Canadian enacted statutory rate of 26%, was $0.3 million. The primary items impacting the tax rate for the nine months ended September 30, 2015 were $6.3 million relating to foreign exchange, $4.0 million relating to operating in higher tax rate jurisdictions, $3.6 million related to tax credits and $0.6 million of other permanent differences. These items were partially offset by $10.1 million relating to a change in the valuation allowance, $2.8 million related to a capital gain on repatriation of wind sale proceeds and $1.0 million relating to dividend withholding and other taxes.

Income tax benefit for the nine months ended September 30, 2014 was $20.0 million. The expected income tax benefit for the same period, based on the Canadian enacted statutory rate of 26%, was $43.2 million. The primary items impacting the tax rate for the nine months ended September 30, 2014 were $34.4 million relating to a change in the valuation allowance, $33.7 million relating to goodwill impairment, and $0.2 million of other permanent differences. These items were partially offset by $17.9 million relating to operating in higher tax rate jurisdictions, $11.9 million of intraperiod allocations from the wind projects, $10.6 million of capital losses recognized on tax restructuring and $4.7 million relating to foreign exchange.

Valuation allowance

As of September 30, 2015, we have recorded a valuation allowance of $178.7 million. The amount is comprised primarily of provisions against Canadian and U.S. net operating loss carryforwards. In assessing the recoverability of our deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred

ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

9. Income taxes (Continued)

tax assets is dependent upon projected future taxable income in the United States and in Canada and available tax planning strategies.

10. Equity compensation plans

Long-term incentive plan ("LTIP")

The following table summarizes the changes in outstanding LTIP notional units during the nine months ended September 30, 2015:

	Units	Grant Date Weighted-Average Price per Unit
Outstanding at December 31, 2014	1,443,254	$ 3.28
Granted	1,007,726	2.75
Reinvested	43,440	2.86
Forfeited	(131,934)	3.70
Vested	(1,022,181)	3.23
Outstanding at September 30, 2015	1,340,305	$ 2.88

Certain awards have a market condition based on our total shareholder return during the performance period as compared to a group of peer companies and, in some cases, Project Adjusted EBITDA per common share compared to budget. Compensation expense for notional units granted is recorded net of estimated forfeitures. See Note 16 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2014 for further details. Cash payments made for vested notional units for the nine months ended September 30, 2015 and 2014 were $1.0 million and $0.2 million, respectively. Compensation expense for LTIP was $1.0 million and $2.0 million for the three and nine months ended September 30, 2015, respectively, and $0.9 million and $1.8 million for the three and nine months ended September 30, 2014, respectively.

Transition Equity Participation Agreement

We also have 542,606 transition notional shares outstanding at September 30, 2015 under the Transition Equity Participation Agreement with James J. Moore, Jr. Fifty percent of the transition notional shares granted with respect to fiscal year 2015 will vest upon the four-year anniversary of the date of grant and the remaining portion will vest on or any time after the two-year anniversary of the grant if the weighted average Canadian dollar closing price of our common shares on the TSX for at least three consecutive calendar months has exceeded the market price per common share determined as of January 22, 2015 ($2.58) by at least 50%.

11. Basic and diluted earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average common shares outstanding during their respective period. Diluted earnings (loss) per share is computed including dilutive potential shares as if they were outstanding shares during the year. Dilutive

ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

11. Basic and diluted earnings (loss) per share (Continued)

potential shares include the weighted average number of shares, as of the date such notional units were granted, that would be issued if the unvested notional units outstanding under the LTIP were vested and redeemed for shares under the terms of the LTIP.

Because we reported a loss for the three months ended September 30, 2015 and the three and nine months ended September 30, 2014, diluted earnings per share are equal to basic earnings per share as the inclusion of potentially dilutive shares in the computation is anti-dilutive.

The following table sets forth the diluted net income and potentially dilutive shares utilized in the per share calculation for the three and nine months ended September 30, 2015 and 2014:

	Three months ended September 30,		Nine months ended September 30,	
	2015	**2014**	**2015**	**2014**
Numerator:				
Loss from continuing operations attributable to Atlantic Power Corporation	$ (5.5)	$ (86.3)	$ (5.5)	$ (156.9)
(Loss) income from discontinued operations, net of tax	(0.5)	(2.6)	31.6	(10.0)
Net income (loss) attributable to Atlantic Power Corporation	$ (6.0)	$ (88.9)	$ 26.1	$ (166.9)
Denominator:				
Weighted average basic shares outstanding	122.1	120.7	121.8	120.6
Dilutive potential shares:				
Convertible debentures	22.4	27.7	22.8	27.7
LTIP notional units	0.1	0.6	0.1	0.2
Potentially dilutive shares	144.6	149.0	144.7	148.5
Diluted loss per share from continuing operations attributable to Atlantic Power Corporation	$ (0.05)	$ (0.72)	$ (0.05)	$ (1.30)
Diluted (loss) income per share from discontinued operations		(0.02)	0.26	(0.08)
Diluted (loss) income per share attributable to Atlantic Power Corporation	$ (0.05)	$ (0.74)	$ 0.21	$ (1.38)

Potentially dilutive shares from convertible debentures of 22.4 million and 22.8 million have been excluded from fully diluted shares in the three and nine months ended September 30, 2015, respectively, because their impact would be anti-dilutive. Potentially dilutive shares from convertible debentures of 27.7 million and 27.7 million have been excluded from fully diluted shares in the three and nine months ended September 30, 2014, respectively, because their impact would be anti-dilutive.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

12. Equity

The following table provides a reconciliation of the beginning and ending equity attributable to shareholders of Atlantic Power Corporation, preferred shares issued by a subsidiary company, noncontrolling interests and total equity for the nine months ended September 30, 2015 and 2014:

	Nine months ended September 30, 2015			
	Total Atlantic Power Corporation Shareholders' Equity	Preferred shares issued by a subsidiary company	Noncontrolling Interests	Total Equity
Balance at January 1	$ 356.2	$ 221.3	$ 239.0	$ 816.5
Net income (loss)	26.1	6.7	(11.0)	21.8
Realized an unrealized loss on hedging activities, net of tax	(0.2)			(0.2)
Foreign currency translation adjustment	(52.6)			(52.6)
Stock-based compensation	2.0			2.0
Dividends paid to noncontrolling interests			(3.7)	(3.7)
Dividends declared on common shares	(8.5)			(8.5)
Dividends declared on preferred shares of a subsidiary company		(6.7)		(6.7)
Derecognition of noncontrolling interests upon sale of subsidiaries			(224.3)	(224.3)
Balance at September 30	$ 323.0	$ 221.3	$	$ 544.3

	Nine months ended September 30, 2014			
	Total Atlantic Power Corporation Shareholders' Equity	Preferred shares issued by a subsidiary company	Noncontrolling Interests	Total Equity
Balance at January 1	$ 608.3	$ 221.3	$ 266.4	$ 1,096.0
Net income (loss)	(166.9)	8.8	(11.8)	(169.9)
Realized and unrealized gain on hedging activities, net of tax	0.1			0.1
Foreign currency translation adjustment	(24.5)			(24.5)
Stock-based compensation	0.8			0.8
Dividends paid to noncontrolling interest			(8.8)	(8.8)
Dividends declared on common shares	(28.1)			(28.1)
Dividends declared on preferred shares of a subsidiary company		(8.8)		(8.8)
Balance at September 30	$ 389.7	$ 221.3	$ 245.8	$ 856.8

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

13. Segment and geographic information

We have four reportable segments: East U.S., West U.S., Canada and Un-Allocated Corporate. We revised our reportable business segments in the second quarter of 2015 as the result of recent significant asset sales and in order to align with changes in management's structure, resource allocation and performance assessment in making decisions regarding our operations. The Wind Projects, which made up the entirety of the former Wind segment, were sold in June 2015 and are designated as discontinued operations for the three and nine months ended September 30, 2014 and 2015. Our financial results for the three and nine months ended September 30, 2014 have been revised to reflect these changes in operating segments. We analyze the performance of our operating segments based on Project Adjusted EBITDA which is defined as project income (loss) plus interest, taxes, depreciation and amortization (including non-cash impairment charges) and changes in fair value of derivative instruments. Project Adjusted EBITDA is not a measure recognized under GAAP and does not have a standardized meaning prescribed by GAAP and is therefore unlikely to be comparable to similar measures presented by other companies. We use Project Adjusted EBITDA to provide comparative information about project performance without considering how projects are capitalized or whether they contain derivative contracts that are required to be recorded at fair value. Our equity investments in unconsolidated affiliates are presented as proportionately consolidated based on our ownership percentage in the reconciliation of Project Adjusted EBITDA to project income (loss).

A reconciliation of Project Adjusted EBITDA to project income (loss) for the three and nine months ended September 30, 2014 and 2015 reflecting our revised reportable business segments is included in the table below:

	East U.S.	West U.S.	Canada	Un-allocated Corporate	Consolidated
Three months ended September 30, 2015					
Project revenues	$ 38.4	$ 34.5	$ 34.4	$ 0.2	$ 107.5
Segment assets	849.7	368.2	569.5	122.8	1,910.2
Project Adjusted EBITDA	$ 27.4	$ 21.4	$ 7.6	$ (0.4)	$ 56.0
Change in fair value of derivative instruments	1.9		(6.1)	0.6	(3.6)
Depreciation and amortization	10.7	9.9	11.7	0.5	32.8
Interest, net	2.4		0.1		2.5
Other project expense (income)				0.1	0.1
Project income (loss)	12.4	11.5	1.9	(1.6)	24.2
Administration				6.9	6.9
Interest, net				41.0	41.0
Foreign exchange gain				(21.7)	(21.7)
Income (loss) from continuing operations before income taxes	12.4	11.5	1.9	(27.8)	(2.0)
Income tax expense				1.4	1.4
Net income (loss) from continuing operations	$ 12.4	$ 11.5	$ 1.9	$ (29.2)	$ (3.4)

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ATLANTIC POWER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

13. Segment and geographic information (Continued)

	East U.S.	West U.S.	Canada	Un-allocated Corporate	Consolidated
Three months ended September 30, 2014					
Project revenues	$ 39.5	$ 39.0	$ 42.9	$ 0.2	$ 121.6
Segment assets	963.9	418.2	714.9	81.1	2,178.1
Project Adjusted EBITDA	$ 27.3	$ 21.3	$ 12.3	$ (2.8)	$ 58.1
Change in fair value of derivative instruments	1.1		(2.1)	(0.8)	(1.8)
Depreciation and amortization	13.8	9.8	15.1	0.2	38.9
Interest, net	2.7			0.3	3.0
Other project expense (income)	17.9	41.4	23.8		83.1
Project loss	(8.2)	(29.9)	(24.5)	(2.5)	(65.1)
Administration				9.2	9.2
Interest, net				26.7	26.7
Foreign exchange gain				(19.0)	(19.0)
Loss from continuing operations before income taxes	(8.2)	(29.9)	(24.5)	(19.4)	(82.0)
Income tax expense				1.4	1.4
Net loss from continuing operations	$ (8.2)	$ (29.9)	$ (24.5)	$ (20.8)	$ (83.4)

	East U.S.	West U.S.	Canada	Un-allocated Corporate	Consolidated
Nine months ended September 30, 2015					
Project revenues	$ 114.8	$ 83.9	$ 122.6	$ 0.5	$ 321.8
Segment assets	849.7	368.2	569.5	122.8	1,910.2
Project Adjusted EBITDA	$ 81.0	$ 37.1	$ 43.0	$ (2.6)	$ 158.5
Change in fair value of derivative instruments	1.6		(11.6)	1.3	(8.7)
Depreciation and amortization	31.8	29.7	36.5	0.9	98.9
Interest, net	7.6		0.1		7.7
Other project expense (income)		0.1	0.1	(2.6)	(2.4)
Project income (loss)	40.0	7.3	17.9	(2.2)	63.0
Administration				23.0	23.0
Interest, net				91.3	91.3
Foreign exchange gain				(49.1)	(49.1)
Other income, net				(3.1)	(3.1)
Income (loss) from continuing operations before income taxes	40.0	7.3	17.9	(64.3)	0.9
Income tax benefit				(0.3)	(0.3)

Net income (loss) from continuing operations	$ 40.0	$ 7.3	$ 17.9	$ (64.0)	$ 1.2

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in millions U.S. dollars, except per-share amounts)

(Unaudited)

13. Segment and geographic information (Continued)

	East U.S.	West U.S.	Canada	Un-allocated Corporate	Consolidated
Nine months ended September 30, 2014					
Project revenues	$ 130.1	$ 99.1	$ 140.2	$ 0.6	$ 370.0
Segment assets	963.9	418.2	714.9	81.1	2,178.1
Project Adjusted EBITDA	$ 82.4	$ 44.8	$ 51.6	$ (6.2)	$ 172.6
Change in fair value of derivative instruments	(2.8)		(20.7)	0.4	(23.1)
Depreciation and amortization	44.3	30.3	45.5	0.5	120.6
Interest, net	18.1				18.1
Other project expense (income)	18.0	41.6	38.6	(0.2)	98.0
Project income (loss)	4.8	(27.1)	(11.8)	(6.9)	(41.0)
Administration				26.7	26.7
Interest, net				120.8	120.8
Foreign exchange gain				(20.4)	(20.4)
Income (loss) from continuing operations before income taxes	4.8	(27.1)	(11.8)	(134.0)	(168.1)
Income tax benefit				(20.0)	(20.0)
Net income (loss) from continuing operations	$ 4.8	$ (27.1)	$ (11.8)	$ (114.0)	$ (148.1)

The table below provides information, by country, about our consolidated operations for each of the three and nine months ended September 30, 2015 and 2014 and Property, Plant & Equipment as of September 30, 2015 and December 31, 2014, respectively. Revenue is recorded in the country in which it is earned and assets are recorded in the country in which they are located.

	Project Revenue Three months ended September 30,		Project Revenue Nine months ended September 30,		Property, Plant and Equipment, net of accumulated depreciation	
	2015	2014	2015	2014	September 30, 2015	December 31, 2014
United States	$ 73.1	$ 78.7	$ 199.2	$ 229.8	$ 537.2	$ 553.5
Canada	34.4	42.9	122.6	140.2	338.5	409.4
Total	$ 107.5	$ 121.6	$ 321.8	$ 370.0	$ 875.7	$ 962.9&nb