

ATLANTIC POWER CORP
Form DEFM14A
October 03, 2011

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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 under §240.14a-12

ATLANTIC POWER CORPORATION

(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):

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 - (4) Proposed maximum aggregate value of transaction:
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PROPOSED BUSINESS COMBINATION YOUR VOTE IS VERY IMPORTANT

On behalf of the boards of directors of Atlantic Power Corporation ("**Atlantic Power**") and of CPI Income Services Ltd., the general partner of Capital Power Income L.P. ("**CPILP**"), we send to you this management proxy circular and joint proxy statement that describes the proposed statutory plan of arrangement ("**Plan of Arrangement**") and related transactions whereby Atlantic Power will acquire, directly and indirectly, all of the outstanding limited partnership units of CPILP (the "**Arrangement**").

CPILP unitholders will be permitted to exchange each of their limited partnership units for, at their election, C\$19.40 in cash or 1.3 Atlantic Power common shares, subject to proration if total cash elections exceed approximately C\$506.5 million or share elections exceed approximately 31.5 million Atlantic Power common shares. Based on the current number of Atlantic Power common shares outstanding (and specifically excluding any common shares of Atlantic Power that may be issued to finance the cash portion of the purchase price), the existing Atlantic Power shareholders will own approximately 70% of the combined company and former CPILP unitholders will own approximately 30%.

Capital Power Corporation ("**Capital Power**") and EPCOR Utilities Inc. ("**EPCOR**"), the direct and indirect holders of all of the issued and outstanding shares of CPI Investments Inc., which directly and indirectly holds an aggregate of approximately 29% of the outstanding limited partnership units of CPILP, have entered into agreements with Atlantic Power pursuant to which they each have agreed to support the Arrangement. In addition, in connection with completion of the Arrangement, CPILP will sell its Roxboro and Southport facilities located in North Carolina to an affiliate of Capital Power and the management agreements between Capital Power and CPILP will be terminated (or assigned to Atlantic Power).

The transactions are subject to, among other things, certain approvals by the shareholders of Atlantic Power and the unitholders of CPILP. Specifically, at special meetings currently scheduled to be held on November 1, 2011, Atlantic Power shareholders will be asked to approve an ordinary resolution that authorizes the issuance of the common shares of Atlantic Power necessary to complete the Arrangement and CPILP unitholders will be asked to approve a special resolution that authorizes the Arrangement, the Plan of Arrangement and certain other steps required to complete the Arrangement. The text of the resolutions are set forth in Annex F and G to this management proxy circular and joint proxy statement, respectively.

The Atlantic Power board of directors unanimously recommends that the Atlantic Power shareholders vote "FOR" the ordinary resolution to issue the common shares necessary to complete the Arrangement.

The board of directors of CPI Income Services Ltd., the general partner of CPILP, unanimously recommends that the CPILP unitholders vote "FOR" the special resolution to approve the Arrangement, the Plan of Arrangement and certain other steps required to complete the Arrangement.

Your vote is very important, regardless of the number of shares or units you own. Whether or not you expect to attend the Atlantic Power or CPILP special meeting in person, please vote your shares or units as promptly as possible so that they may be represented and voted at the applicable special meeting.

If you are unable to attend the Atlantic Power special meeting in person, please complete, date and sign the accompanying form of proxy and return it, in the envelope provided to Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, so that it is received not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for holding the Atlantic Power special meeting or any adjournments or postponements thereof.

If you are unable to attend the CPILP special meeting in person, please complete, date and sign the accompanying form of proxy and return it, in the envelope provided to Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, so that it is received not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for holding the CPILP special meeting or any adjournments or postponements thereof.

We also encourage all registered CPILP unitholders to complete and return the enclosed letter of transmittal and election form ("**Letter of Transmittal and Election Form**"), together with the certificate(s) representing your CPILP units, to Computershare Investor Services Inc. (the "**Depository**") at the address specified in the Letter of Transmittal and Election Form. The Letter of Transmittal and Election Form

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contains procedural information relating to the Plan of Arrangement and should be reviewed carefully. To make a valid election as to the form of consideration that you wish to receive under the Plan of Arrangement (subject to proration), you must sign and return, if applicable, the Letter of Transmittal and Election Form and make a proper election thereunder and return it with accompanying CPILP unit certificate(s) to the Depository prior to 5:00 p.m. (Edmonton time) on October 27, 2011, or, if the CPILP meeting is adjourned or postponed, such time on the third business day immediately prior to the date of such adjourned or postponed meeting (the "**Election Deadline**"). If you fail to make a proper election prior to the Election Deadline you will be deemed to have elected to receive Atlantic Power shares in respect of all of your CPILP units.

If you are a non-registered holder of CPILP units or Atlantic Power shares and have received these materials through your broker, investment dealer or other intermediary, please follow the instructions provided by such broker, investment dealer or other intermediary to ensure that your vote is counted and, in the case of CPILP unitholders, for instructions and assistance in delivering your certificate(s) representing those units and, if applicable, making an election with respect to the form of consideration you wish to receive.

More information about Atlantic Power, CPILP and the transaction, including other conditions, is contained in this management proxy circular and joint proxy statement. You should read this entire management proxy circular and joint proxy statement carefully, including the section entitled "Risk Factors" beginning on page 23.

We look forward to the successful combination of Atlantic Power and CPILP and thank you for your ongoing support as we prepare to take this important step in creating a leading North American contracted power generation platform.

Sincerely,

Barry E. Welch
President and Chief Executive Officer
Atlantic Power Corporation

Stuart A. Lee
President
CPI Income Services Ltd.,
as General Partner of CPILP

Neither the Securities and Exchange Commission nor any state securities commission nor any Canadian securities regulator has approved or disapproved of the securities to be issued under this management proxy circular and joint proxy statement or determined that this management proxy circular and joint proxy statement is accurate or complete. Any representation to the contrary is a criminal offense.

This management proxy circular and joint proxy statement is dated September 28, 2011 and is first being mailed to the shareholders of Atlantic Power and the unitholders of CPILP on or about October 11, 2011.

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the holders of common shares of Atlantic Power Corporation will be held at the King Edward Hotel, Hampstead Room, 37 King Street East, Toronto, Ontario, on November 1, 2011, at 9:00 a.m. (Toronto time) for the following purposes:

1. to consider, and if thought advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in Annex F to the accompanying management proxy circular and joint proxy statement, dated September 28, 2011 authorizing Atlantic Power to issue such number of common shares in the capital of Atlantic Power as is necessary to complete the Arrangement, being 1.3 Atlantic Power common shares for each CPILP unit to a maximum of 31,500,221 Atlantic Power common shares pursuant to the terms of the arrangement agreement dated June 20, 2011, as amended effective July 25, 2011, among Capital Power Income L.P., CPI Income Services Ltd., CPI Investments Inc. and Atlantic Power (the "**Arrangement Agreement**"), a copy of which is included as Annex A to the accompanying management proxy circular and joint proxy statement (all as more particularly described in the accompanying management proxy circular and joint proxy statement) (the "**Share Issuance Resolution**");
2. to consider, and if thought advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in Annex F to the accompanying management proxy circular and joint proxy statement, dated September 28, 2011 granting to the proxy holders the authority to vote in their discretion with respect to the approval of any proposal to postpone or adjourn the special meeting to a later date for a reasonable business purpose, including to solicit additional proxies in favor of the approval of the Share Issuance Resolution if there are not sufficient votes for its approval at the special meeting (the "Adjournment Resolution"); and
3. to transact such further or other business as may properly come before the Atlantic Power special meeting or any adjournments or postponements thereof.

An "ordinary resolution" is a resolution passed by at least a majority of the votes cast by the Atlantic Power shareholders who voted in respect of that resolution at the Atlantic Power special meeting.

Only Atlantic Power common shareholders of record at the close of business on October 3, 2011 are entitled to notice of and to attend the Atlantic Power special meeting or any adjournments or postponements thereof and to vote at the Atlantic Power special meeting. No person who becomes an Atlantic Power common shareholder after such date shall be entitled to receive notice of and vote at the Atlantic Power special meeting or any adjournment or postponement thereof.

The accompanying management proxy circular and joint proxy statement provides additional information relating to the matters to be dealt with at the Atlantic Power special meeting and forms part of this notice.

Your vote is important. Whether or not you expect to attend in person, we urge you to authorize a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the Atlantic Power special meeting.

If you are unable to attend the Atlantic Power special meeting in person, please complete, date and sign the accompanying form of proxy and return it, in the envelope provided, to Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, so that it is received by Computershare Trust Company of Canada not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for holding the Atlantic Power special meeting or any adjournments or postponements thereof or by the chairman of the meeting prior to the commencement of the meeting or any adjournments or postponements thereof. The instrument appointing a proxy shall be in writing and shall be executed by the Atlantic Power common shareholder or the Atlantic Power common shareholder's attorney authorized in writing or, if the Atlantic Power common shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

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If you have any questions about the information contained in this document or require assistance in completing your proxy card, please contact Atlantic Power at 617-977-2700 or 855-280-4737 toll free.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE MEETING**

This management proxy circular and joint proxy statement is available at www.atlanticpower.com under "INVESTORS Securities Filings."

DATED at Toronto, Ontario this 28th day of September, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ IRVING GERSTEIN

Irving Gerstein
Chair of the Board of Directors
Atlantic Power Corporation

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NOTICE OF SPECIAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an interim order of the Court of Queen's Bench of Alberta dated September 28, 2011 ("**Interim Order**"), a special meeting of the holders of limited partnership units of Capital Power Income L.P. will be held at Crowne Plaza, 10111 Bellamy Hill, Salon B, Edmonton, Alberta, at 9:00 a.m. (Edmonton time) on November 1, 2011 for the following purposes:

1. to consider, and, if thought advisable, to pass, with or without variation, pursuant to the Interim Order, an extraordinary resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Annex G to the accompanying management proxy circular and joint proxy statement dated September 28, 2011, to approve an arrangement under section 192 of the *Canada Business Corporations Act* (all as more particularly described in the accompanying management proxy circular and joint proxy statement); and
2. to transact such further and other business as may properly come before the CPILP special meeting or any adjournments or postponements thereof.

As an "extraordinary resolution," the Arrangement Resolution must be passed by not less than 66²/₃% of the votes cast by the CPILP unitholders, in person or by proxy, at the CPILP special meeting. The Arrangement Resolution must also be passed by not less than a simple majority of the vote cast by the CPILP unitholders, in person or by proxy, at the CPILP special meeting after excluding those votes required to be excluded by the minority approval provisions of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

Only CPILP unitholders of record at the close of business on September 21, 2011 are entitled to notice of and to attend the CPILP special meeting or any adjournments or postponements thereof and to vote at the CPILP special meeting. No person who becomes a CPILP unitholder after such date shall be entitled to receive notice of and vote at the CPILP special meeting or any adjournment or postponement thereof.

The accompanying management proxy circular and joint proxy statement accompanying this notice provides additional information relating to the matters to be dealt with at the CPILP special meeting and is incorporated into and forms part of this notice.

Your vote is important. Whether or not you expect to attend in person, we urge you to authorize a proxy to vote your CPILP units as promptly as possible so that your CPILP units may be represented and voted at the CPILP special meeting.

If you are unable to attend the CPILP special meeting in person, please complete, date and sign the accompanying form of proxy and return it, in the envelope provided to Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, so that it is received by Computershare Trust Company of Canada not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for holding the CPILP special meeting or any adjournments or postponements thereof. The instrument appointing a proxy shall be in writing and shall be executed by the CPILP unitholder or the CPILP unitholder's attorney authorized in writing or, if the CPILP unitholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

If you have any questions about the information contained in this document or require assistance in completing your proxy card, please contact CPILP's proxy solicitor, Georgeson Shareholder Communications Canada, Inc., by telephone at 1-888-605-8406 toll free or by e-mail at askus@georgeson.com.

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DATED at Edmonton, Alberta this 28th day of September, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS OF CPI
INCOME SERVICES LTD., AS GENERAL PARTNER OF
CAPITAL POWER INCOME L.P.**

/s/ BRIAN T. VAASJO

Brian T. Vaasjo
Chairman
CPI Income Services Ltd.
as General Partner of CPILP

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ADDITIONAL INFORMATION

This management proxy circular and joint proxy statement incorporates important business and financial information about Atlantic Power from other documents that are not included in this management proxy circular and joint proxy statement. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this management proxy circular and joint proxy statement by requesting them in writing or by telephone from the appropriate entity at the following addresses and telephone numbers:

Atlantic Power Corporation
200 Clarendon Street, Floor 25
Boston, Massachusetts 02116
Attn: Investor Relations
617-977-2700
855-280-4737 (Toll Free)

Investors may also consult Atlantic Power's and CPILP's website for more information about Atlantic Power and CPILP, respectively. Atlantic Power's website is www.atlanticpower.com. CPILP's website is www.capitalpowerincome.ca. Information included on these websites is **not** incorporated by reference into this management proxy circular and joint proxy statement.

If you would like to request any documents, please do so by October 25, 2011 in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in this management circular and joint proxy statement and how you may obtain it, see "Where You Can Find More Information" beginning on page 154.

ABOUT THIS JOINT PROXY STATEMENT

For ease of reference, we refer to this management proxy circular and joint proxy as this "joint proxy statement".

This joint proxy statement constitutes a proxy statement of Atlantic Power under Section 14(a) of the *Securities Exchange Act of 1934*, as amended (the "**Exchange Act**"), and a management proxy circular of both Atlantic Power and CPILP under National Instrument 51-102 Continuous Disclosure Obligations ("**NI 51-102**") of the Canadian Securities Administrators (the "**CSA**"). It also constitutes a notice of meeting with respect to the special meeting of Atlantic Power shareholders and a notice of meeting with respect to the special meeting of CPILP unitholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement. This joint proxy statement is dated September 28, 2011. You should not assume that the information contained in this joint proxy statement is accurate as of any date other than that date. Neither the mailing of this joint proxy statement to Atlantic Power shareholders or CPILP unitholders nor the issuance by Atlantic Power of common shares in connection with the Arrangement will create any implication to the contrary.

This joint proxy statement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement regarding Atlantic Power has been provided by Atlantic Power and information contained in this joint proxy statement regarding CPILP has been provided by CPILP.

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QUESTIONS AND ANSWERS

Set forth below are questions that you, as a shareholder of Atlantic Power or unitholder of CPILP, may have regarding the Plan of Arrangement and the other matters to be considered at the special meetings of shareholders of Atlantic Power and unitholders of CPILP and the answers to those questions. Atlantic Power and CPILP urge you to read carefully the remainder of this joint proxy statement because the information in this section does not provide all the information that might be important to you with respect to the Plan of Arrangement and the other matters to be considered at the special meetings. Atlantic Power, following completion of the Plan of Arrangement, is sometimes referred to in this joint proxy statement as the "Combined Company". All references to US\$ or \$ are to United States dollars, and all references to C\$ are to Canadian dollars.

Q: Why am I receiving this joint proxy statement?

A:

Atlantic Power and CPILP have entered into the Arrangement Agreement pursuant to which Atlantic Power has agreed to acquire, directly and indirectly, all of the outstanding CPILP units pursuant to a Plan of Arrangement under the *Canada Business Corporations Act* (the "CBCA"), all as more fully described in this joint proxy statement. In order to effect the Plan of Arrangement:

Atlantic Power shareholders must approve the Share Issuance Resolution attached hereto as Annex F approving the issuance of Atlantic Power common shares to be issued in consideration for the acquisition of CPILP units as is necessary to complete the Arrangement; and

CPILP unitholders must approve the Arrangement Resolution attached hereto as Annex G approving the Arrangement, the Plan of Arrangement and certain other steps required to complete the Arrangement.

Atlantic Power and CPILP will hold separate special meetings to obtain these approvals. This joint proxy statement contains important information about the Plan of Arrangement and the special meetings of shareholders of Atlantic Power and unitholders of CPILP.

Your vote is important. You do not need to attend the special meetings in person to vote. Atlantic Power and CPILP encourage you to vote as soon as possible.

Q: Is the Arrangement supported by the boards of directors of Atlantic Power and CPI Income Services Ltd. as the general partner of CPILP?

A:

Yes. The board of directors of Atlantic Power has unanimously determined that (i) the Arrangement is in the best interests of Atlantic Power and is fair to Atlantic Power's stakeholders, (ii) Atlantic Power should enter into the Arrangement Agreement, and (iii) Atlantic Power's shareholders should vote FOR the Share Issuance Resolution.

In making its recommendation, the Atlantic Power board of directors considered a number of factors as described in this joint proxy statement under the heading "The Arrangement Agreement and Plan of Arrangement Atlantic Power's Reasons for the Arrangement Agreement; Recommendations of Atlantic Power's Board of Directors."

The members of the board of directors of CPI Income Services Ltd., the general partner of CPILP, entitled to vote, being the independent directors of CPI Income Services Ltd., the general partner of CPILP, determined unanimously that the Arrangement is in the best interests of CPILP and is fair to the CPILP unitholders and resolved unanimously to recommend to the CPILP unitholders that they vote FOR the Arrangement Resolution. The members of the board of directors of CPI Income Services Ltd., the general partner of CPILP, entitled to vote also unanimously approved the Arrangement and the execution and performance of the Arrangement Agreement.

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In making its recommendation, the board of directors of CPI Income Services Ltd., the general partner of CPILP, considered a number of factors as described in this joint proxy statement under the heading "The Arrangement Agreement and Plan of Arrangement CPILP's Reasons for the Plan of Arrangement; Recommendations of the Board of Directors of CPILP's General Partner."

Q: What are Atlantic Power's and CPILP's reasons for the entering into the Arrangement Agreement?

A:

The boards of directors of Atlantic Power and of CPI Income Services Ltd., the general partner of CPILP, each concluded that the potential benefits they expect from combining Atlantic Power and CPILP, including, among other things, strengthening Atlantic Power's dividend sustainability for the foreseeable future as a result of immediate accretion to cash available for distribution, creation of a combined company with a larger and more diversified portfolio and anticipated enhanced access to capital, outweighed the uncertainties, risks and potentially negative factors relevant to the Plan of Arrangement. For a more detailed discussion of the reasoning of Atlantic Power's board of directors and the board of directors of CPI Income Services Ltd., the general partner of CPILP, see "The Arrangement Agreement and Plan of Arrangement Atlantic Power's Reasons for the Arrangement Agreement; Recommendations of Atlantic Power's Board of Directors" and " CPILP's Reasons for the Plan of Arrangement; Recommendations of the Board of Directors of CPILP's General Partner" in this joint proxy statement, beginning on pages 58 and 81, respectively.

Q: What is a plan of arrangement?

A:

A plan of arrangement is a statutory procedure under Canadian corporate law that allows companies to carry out transactions with securityholders and court approval. The Plan of Arrangement you are being asked to consider will allow Atlantic Power to acquire, directly and indirectly, all of the outstanding CPILP units.

Q: If I am a CPILP unitholder, how do I elect to receive my consideration under the Plan of Arrangement?

A:

Each registered holder of CPILP units prior to the deadline for making consideration elections, being 5:00 p.m. (Edmonton time) on October 27, 2011, or, if the CPILP special meeting is adjourned or postponed, 5:00 p.m. (Edmonton time) on the date that is three business days prior to the date of the adjourned or postponed meeting, will have the right to elect in the Letter of Transmittal and Election Form to be sent by CPILP to the CPILP unitholders in connection with the Plan of Arrangement to receive the consideration set out above, subject to proration.

CDS Clearing and Depository Services Inc. is the only registered holder of CPILP units. All other holders of CPILP units should contact the broker, investment dealer or other intermediary through which they hold CPILP units for instructions and assistance in making an election with respect to the form of consideration they wish to receive.

If you fail to make a proper election by the election deadline, you will be deemed to have elected to receive share consideration for all of your CPILP units, subject to proration.

Q: If I am a CPILP unitholder, am I assured of receiving the exact form of consideration I elect to receive?

A:

No. Both the aggregate number of Atlantic Power common shares and the aggregate amount of cash to be paid to CPILP unitholders under the Plan of Arrangement are fixed. All cash elections will be subject to proration if total cash elections exceed approximately C\$506.5 million and all share elections will be subject to proration if total share elections exceed approximately 31.5 million Atlantic Power common shares. Accordingly, there is no assurance that you will

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receive the form of consideration you elect with respect to all of your CPILP units. If the elections of all CPILP unitholders result in an oversubscription for Atlantic Power common shares or cash, Atlantic Power will allocate the consideration you will receive between cash and Atlantic Power common shares.

Q: What is the value of the consideration to be received under the Plan of Arrangement?

A:

If the Plan of Arrangement is completed, holders of CPILP units will receive, at their election, C\$19.40 per unit in cash or 1.3 Atlantic Power common shares per unit, subject to proration if total cash elections exceed approximately C\$506.5 million or share elections exceed approximately 31.5 million Atlantic Power common shares. Because Atlantic Power will issue a fixed number of Atlantic Power common shares in exchange for each CPILP unit, the market value of the consideration that CPILP unitholders will receive will depend on the price per Atlantic Power common share at the time the transaction is completed. That price will not be known at the time of the special meetings and may be less or more than the current price or the price at the time of the special meetings.

Q: How does Atlantic Power intend to finance the cash portion of the consideration to be received under the Plan of Arrangement?

A:

Atlantic Power intends to finance the cash portion of the purchase price to complete the Plan of Arrangement by issuing approximately C\$200.0 million of equity and approximately C\$425.0 million of debt through public and private offerings. However, in the event that such financing is not available on terms satisfactory to Atlantic Power, Atlantic Power has received an executed commitment letter (the "**TLB Commitment Letter**"), evidencing the commitment of a Canadian chartered bank and another financial institution to structure, arrange, underwrite and syndicate a senior secured credit facility consisting of a term B loan facility (the "**Tranche B Facility**") in the amount of \$625 million, subject to the terms and conditions set forth therein.

Q: Will the Atlantic Power common shares be traded on an exchange?

A:

It is a condition of the completion of the Plan of Arrangement that the common shares of Atlantic Power received under the Plan of Arrangement be approved for listing on the NYSE and on the TSX.

Q: Why are the North Carolina facilities being sold to Capital Power rather than being included in the transaction?

A:

The North Carolina facilities are not of strategic interest to Atlantic Power. At the time of, and leading up to, the signing of the Arrangement Agreement, there was uncertainty surrounding the negotiations and finalized terms of the power purchase agreements for these facilities. Capital Power agreed to purchase the North Carolina facilities to facilitate the consummation of the transaction. The price of approximately C\$121.4 million was negotiated in good faith between the independent directors of CPI Income Services Ltd., as general partner of CPILP, and Capital Power. CIBC World Markets Inc. ("**CIBC**") provided a written opinion to the special committee of the board of directors of CPI Income Services Ltd., as general partner of CPILP, and to the independent director of CPI Preferred Equity Ltd. that the consideration to be received by CPI Preferred Equity Ltd. pursuant to the membership interest purchase agreement in respect of the North Carolina assets is fair, from a financial point of view, to CPI Preferred Equity Ltd.

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Q: How is the Plan of Arrangement expected to impact the payment of dividends on Atlantic Power common shares?

A:

The transactions contemplated by the Plan of Arrangement are expected to be immediately accretive to cash available for distribution following the effective date of the Plan of Arrangement (the "**Effective Date**"). As a result, Atlantic Power intends to increase its dividend by 5% from C\$1.094 per share to C\$1.15 per share on an annual basis following the Effective Date. Atlantic Power's dividend will continue to be paid monthly. CPILP unitholders that become holders of Atlantic Power common shares pursuant to the Arrangement will experience a reduction in per share dividends relative to per unit distributions of CPILP, however, the dividends of the Combined Company are expected to have increased sustainability over time.

Q: If I hold CPILP units will I still be paid distributions prior to the Effective Date?

A:

CPILP expects to continue to pay monthly distributions to CPILP unitholders up to and including the month immediately preceding the month in which the Effective Date occurs. However, no distribution shall be paid unless and until the board of directors of CPI Income Services Ltd., the general partner of CPILP, in its sole discretion, makes a declaration that such distribution is payable.

Q: When and where will the special meetings be held?

A:

The Atlantic Power special meeting will be held at the King Edward Hotel, Hampstead Room, 37 King Street East, Toronto, Ontario, on November 1, 2011, at 9:00 a.m., Toronto time.

The CPILP special meeting will be held at Crowne Plaza, 10111 Bellamy Hill, Salon B, Edmonton, Alberta, on November 1, 2011 at 9:00 a.m., Edmonton time.

Q: Who is entitled to vote at the Atlantic Power and CPILP special meetings?

A:

Atlantic Power has fixed October 3, 2011 as the record date for the Atlantic Power special meeting. If you were an Atlantic Power shareholder as of the close of business on such date, you are entitled to vote on matters that come before the Atlantic Power special meeting.

CPILP has fixed September 21, 2011 as the record date for the CPILP special meeting. If you were a CPILP unitholder as of the close of business on such date, you are entitled to vote on matters that come before the CPILP special meeting.

Q: What vote is required to approve each of the Share Issuance Resolution and the Arrangement Resolution?

A:

Atlantic Power: The Share Issuance Resolution must be approved by a majority of the votes cast by Atlantic Power shareholders, either in person or by proxy, at the Atlantic Power special meeting. Notwithstanding the foregoing, the Share Issuance Resolution provides that the board of directors of Atlantic Power may, without further notice to, or approval of, the shareholders of Atlantic Power, subject to the terms of the Arrangement Agreement or the Plan of Arrangement, amend or terminate the Arrangement Agreement or the Plan of Arrangement, not proceed with the Arrangement, or revoke or abandon all or any part of the Share Issuance Resolution at any time prior to effective time of the Plan of Arrangement.

CPILP: Pursuant to the Interim Order, the Arrangement Resolution must be approved by not less than 66²/₃% of the votes cast by CPILP unitholders, either in person or by proxy, at the CPILP special meeting. In addition, the Arrangement Resolution must be approved by a simple majority of the votes cast by CPILP unitholders present in person or by proxy at the CPILP special meeting, after excluding those votes required to be excluded by the minority approval provisions of

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MI 61-101, such as the votes cast by CPI Income Services Ltd., as general partner of CPILP, and CPI Investments, Inc. ("**CPI Investments**"). Notwithstanding the foregoing, the Arrangement Resolution authorizes the board of directors of CPI Income Services Ltd., the general partner of CPILP, without further notice to, or approval of, the CPILP unitholders, subject to the terms of the Plan of Arrangement and the Arrangement Agreement, to amend or terminate the Plan of Arrangement or the Arrangement Agreement or, subject to the terms of the Arrangement Agreement, to decide not to proceed with the Arrangement at any time prior to the Plan of Arrangement becoming effective pursuant to the provisions of the CBCA. Capital Power and EPCOR, the direct and indirect holders of all of the issued and outstanding shares of CPI Investments, which directly and indirectly holds an aggregate of approximately 29% of the outstanding limited partnership units of CPILP, have entered into agreements with Atlantic Power pursuant to which they each have agreed to support the Arrangement.

Q: How many votes do I have?

A:

Atlantic Power: You are entitled to one vote for each Atlantic Power common share that you owned as of the close of business on the Atlantic Power record date. On the date of this joint proxy statement, there were 68,986,977 outstanding Atlantic Power common shares.

CPILP: You are entitled to one vote for each CPILP unit that you owned as of the close of business on the CPILP record date. As of the close of business on the CPILP record date, there were 56,597,899 outstanding CPILP units.

Q: How do I vote?

A:

If you are a registered shareholder of Atlantic Power as of the close of business on the record date for the Atlantic Power special meeting or a registered unitholder of CPILP as of the close of business on the record date for the CPILP special meeting, you may vote in person by attending your respective special meeting or, to ensure your shares or units are represented at the meeting, you may authorize a proxy to vote by:

accessing the Internet website specified on your form of proxy;

calling the toll-free number specified on your form of proxy; or

signing and returning your form of proxy in the postage-paid envelope provided.

If you hold Atlantic Power common shares or CPILP units in "street name" through a stock brokerage account or through a bank or other nominee, please follow the voting instructions provided by your broker, investment dealer or other intermediary to ensure that your shares or units are represented at the applicable special meeting. CDS Clearing and Depository Services Inc. is the only registered holder of CPILP units. All other holders of CPILP units beneficially hold those units in "street name" and should follow the voting instructions provided by their broker, investment dealer or other intermediary.

Q: My shares or units are held in "street name" by my broker or I am a non-registered shareholder or unitholder. Will my broker automatically vote my shares or units for me?

A:

No. If your shares or units are held in the name of a broker, investment dealer or other intermediary, you are considered the "beneficial owner" of the shares or units held for you in what is known as "street name." You are **not** the "record holder" or "registered holder" of such shares or units. If this is the case, this joint proxy statement has been forwarded to you by your broker, investment dealer or other intermediary. As the beneficial owner, unless your broker, investment dealer or other intermediary has discretionary authority over your shares or units, you generally have the right to direct your broker, investment dealer or other intermediary as to how to vote

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your shares or units. If you do not provide voting instructions, your shares or units will not be voted on any resolutions on which your broker, investment dealer or other intermediary does not have discretionary authority.

Please follow the voting instructions provided by your broker, investment dealer or other intermediary so that it may vote your shares or units on your behalf. Please note that you may not vote shares or units held in street name by returning a form of proxy directly to Atlantic Power or CPILP or by voting in person at the applicable special meeting unless you first provide a proxy from your broker, investment dealer or other intermediary.

If you do not instruct your broker, investment dealer or other intermediary on how to vote your shares or units, your broker, investment dealer or other intermediary will not vote your shares or units on any matter to be voted on at the applicable special meeting.

Q: What will happen if I return my form of proxy without indicating how to vote?

A:

If you are a registered holder of Atlantic Power common shares or a registered holder of CPILP units and you sign and return your form of proxy without indicating how to vote on the Share Issuance Resolution (and/or Adjournment Resolution) or Arrangement Resolution, as applicable, the Atlantic Power common shares or CPILP units represented by your proxy will be voted "FOR" the Share Issuance Resolution (and/or Adjournment Resolution) and "FOR" the Arrangement Resolution, as applicable.

Q: What constitutes a quorum?

A:

Atlantic Power: A quorum must be present at the special meeting for any business to be conducted. Pursuant to Atlantic Power's articles, the presence of two persons, present in person, each being a shareholder entitled to vote or a duly appointed proxy for a shareholder so entitled, constitutes a quorum. For purposes of counting votes, abstentions and broker non-votes will not be counted as votes cast at the Atlantic Power special meeting.

CPILP: A quorum must be present at the CPILP special meeting for any business to be conducted. Pursuant to the limited partnership agreement of CPILP, the quorum for the CPILP special meeting is one or more CPILP unitholders present in person or by proxy representing at least 10% of the outstanding units.

Q: Can I change my vote after I have returned a proxy or voting instruction card?

A:

Yes.

If you are a registered holder of Atlantic Power common shares as of the close of business on the record date for the Atlantic Power special meeting: You can change your vote at any time before the start of the Atlantic Power special meeting, unless otherwise noted. In addition to revocation in any other manner permitted by law, you can revoke your proxy in one of the following ways:

you can grant a new, valid proxy bearing a later date (including by telephone or Internet);

you can deposit a signed notice of revocation at Atlantic Power's registered office at any time up to and including the last business day preceding the day of the Atlantic Power special meeting (or any adjournment or postponement thereof) or with the chair of the Atlantic Power special meeting on the day of the Atlantic Power special meeting (or any adjournment or postponement thereof); or

you can attend the special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

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If you choose any of the foregoing methods, your notice of revocation or your new proxy must be received by Atlantic Power no later than the beginning of the Atlantic Power special meeting. If you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by any manner described above. Only your latest dated proxy will count.

If you are a registered holder of CPILP units as of the close of business on the record date for the CPILP special meeting: You can change your vote at any time before the start of the CPILP special meeting. In addition to revocation in any other manner permitted by law, you can revoke your proxy in one of the following ways:

you can grant a new, valid proxy bearing a later date (including by telephone or Internet);

you can send a signed notice of revocation; or

you can attend your special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose any of the foregoing methods, your notice of revocation or your new proxy must be received by CPILP no later than the beginning of the CPILP special meeting. If you have voted your units by telephone or through the Internet, you may revoke your prior telephone or Internet vote by any manner described above. Only your latest-dated proxy will count.

If you hold your Atlantic Power common shares or CPILP units in "street name": You may change your vote by submitting another later-dated voting instruction form to your broker, investment dealer or other intermediary or by voting again by telephone or by Internet. In order to revoke a previous instruction, you must notify your broker, investment dealer or other intermediary in writing of your revocation. In order to ensure that the broker, investment dealer or other intermediary acts upon revocation, the written notice should be received by the broker, investment dealer or other intermediary well in advance of the applicable special meeting.

Q: What other approvals are required for the Plan of Arrangement?

A:

The Arrangement is subject to certain regulatory approvals, including approval under the *Investment Canada Act*, the *Competition Act* (Canada), the *Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended* (United States) and from the Federal Energy Regulatory Commission under the *United States Federal Power Act*, as more particularly set forth in the Arrangement Agreement. A "no action" letter and waiver from the merger notification provision under the Competition Act was received on August 26, 2011 and early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act was granted on August 26, 2011. On September 13, 2011, the Federal Energy Regulatory Commission issued an authorizing order (Docket No. EC11-98-000) in connection with the Arrangement under Section 203 of the Federal Power Act.

The Arrangement must also be approved by the Court of Queen's Bench of Alberta. The court will be asked to make an order approving the Arrangement and determine that the Arrangement is fair to the CPILP unitholders. CPILP, CPI Income Services Ltd., as general partner of CPILP, and CPI Investments will apply to the court for this order if the regulatory approvals described above have been obtained and the CPILP unitholders approve the Arrangement Resolution at the CPILP special meeting.

In addition, in connection with the Arrangement, certain regulatory approvals of the power generation regulatory authorities that have jurisdiction over CPILP's projects are required.

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Q: What are the material Canadian federal income tax consequences of the Plan of Arrangement to holders of CPILP units?

A:

CPILP unitholders will realize a taxable disposition of their CPILP units under the Plan of Arrangement. Eligible holders that receive Atlantic Power common shares pursuant to the Plan of Arrangement will be entitled to make a joint tax election with Atlantic Power under the *Income Tax Act* (Canada) (the "**Tax Act**") that will, depending on the circumstances of each particular unitholder, allow for a full or partial deferral of taxable gains that would otherwise be realized.

Atlantic Power common shares will be considered "qualified investments" for registered retirement savings plans and other tax-exempt plans.

The primary Canadian federal income tax considerations arising in respect of the Plan of Arrangement, as well as the procedure to be followed by CPILP unitholders intending to make a joint tax election, are described more fully below under the heading "Material Canadian Federal Income Tax Considerations," beginning on page 112.

Q: When do you expect the Plan of Arrangement to be completed?

A:

Atlantic Power and CPILP are working to complete the Plan of Arrangement in the fourth quarter of 2011. However, the Plan of Arrangement is subject to obtaining various regulatory approvals and other conditions, and it is possible that factors outside the control of both entities could result in the Plan of Arrangement being completed at a later date, or not at all. There may be a substantial amount of time between the respective Atlantic Power and CPILP special meetings and the completion of the Plan of Arrangement. Atlantic Power and CPILP hope to complete the Plan of Arrangement as soon as reasonably practicable.

Q: What will happen to CPILP if the Plan of Arrangement is completed?

A:

If the Plan of Arrangement is completed, Atlantic Power will acquire all of the CPILP units and CPILP will become a wholly-owned subsidiary of Atlantic Power. Atlantic Power intends to have the CPILP units de-listed from the TSX.

Q: What do I need to do now?

A:

You should carefully read and consider the information contained in, and/or incorporated by reference into, this joint proxy statement. Registered holders of Atlantic Power shares or CPILP units should then vote by completing the enclosed form of proxy or, alternatively, by telephone, or over the Internet, in each case in accordance with the enclosed instructions.

If you hold your Atlantic Power common shares or CPILP units through a broker, investment dealer or other intermediary, please follow the instructions provided by such broker, investment dealer or other intermediary to ensure that your vote is counted at the meeting and, if you are a CPILP unitholder, making an election with respect to the form of consideration you wish to receive in exchange for your CPILP units.

Q: As a registered holder of CPILP units, should I send in my Letter of Transmittal and Election Form and CPILP unit certificates now?

A:

Yes. It is recommended that all registered holders of CPILP units complete, sign and return the Letter of Transmittal and Election Form with accompanying CPILP unit certificate(s) to Computershare Investor Services Inc. as soon as possible. To make a valid election as to the form of consideration that you wish to receive under the Plan of Arrangement (subject to proration), you must complete, sign and return the Letter of Transmittal and Election Form and make a proper election thereunder and return it with accompanying CPILP unit certificate(s) to

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Computershare Investor Services Inc. prior to the election deadline, being 5:00 p.m. (Edmonton time) on October 27, 2011, or, if the CPILP special meeting is adjourned or postponed, 5:00 p.m. (Edmonton time) on the date that is three business days prior to the date of the adjourned or postponed meeting. **If you fail to make a proper election by the election deadline, you will be deemed to have elected to receive share consideration for all of your CPILP units, subject to proration.**

Q: If my CPILP units are held in street name by my broker, investment dealer or other intermediary, will my broker automatically make an election for me?

A:

No, a broker, investment dealer or other intermediary will make an election on your behalf, *only* if you provide instructions to them on which election to make or if they have discretionary authority over your units. Without instructions, no election will be made on your behalf (unless they have discretionary authority over your units). CPILP unitholders should instruct their brokers, investment dealers or other intermediaries to make an election on their behalf by following the directions provided to them by their brokers. **If you fail to make a proper election in accordance with the instructions provided by your broker, you will be deemed to have elected to receive share consideration for all of your CPILP units, subject to proration.**

Q: Are shareholders or unitholders entitled to appraisal/dissent rights?

A:

Atlantic Power: The shareholders of Atlantic Power are not entitled to dissent rights in connection with the Share Issuance Resolution or the Adjournment Resolution.

CPILP: The unitholders of CPILP are not entitled to dissent rights in connection with the Arrangement Resolution.

Q: What happens if I sell my shares or units before the special meeting?

A:

The record date for the Atlantic Power special meeting is October 3, 2011. The record date for the CPILP special meeting is September 21, 2011. If you transfer your shares or units after the applicable record date but before the applicable special meeting, you will retain your right to vote at the applicable special meeting.

Q: If the Plan of Arrangement is approved, can I sell my CPILP units after the special meeting but before completion of the Plan of Arrangement?

A:

The Letter of Transmittal and Election Form to be completed by registered holders of CPILP units provides that the deposit of CPILP units is irrevocable. Accordingly, a registered holder of CPILP units that has validly deposited units and made an election will not be able to withdraw and sell those units after so doing. Notwithstanding the irrevocable nature of the deposit of units, elections as to the form of consideration may be changed prior to the election deadline, being 5:00 p.m. (Edmonton time) on October 27, 2011, by submitting a new Letter of Transmittal and Election Form.

If you hold your CPILP units in "street name," once you have provided your broker, investment dealer or other intermediary with your election as to the form of consideration to be received, your broker, investment dealer or other intermediary will make an election on your behalf via an online system set up by CDS Clearing and Depository Services Inc. Once your election has been submitted, this effectively "freezes" your CPILP units such that you will not be able to sell your units after making an election unless your broker, investment dealer or other intermediary makes an online withdrawal. An online withdrawal could only be made prior to the election deadline, being October 27, 2011.

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Q: Who is soliciting my proxy?

A:

Atlantic Power: Your proxy is being solicited by or on behalf of management of Atlantic Power for use at the Atlantic Power special meeting and any adjournment or postponement thereof. All associated costs of the proxy solicitation will be borne by Atlantic Power. In addition to the use of the mail, proxies may be solicited by directors, officers and other employees of Atlantic Power, without additional remuneration, by personal interview, telephone, facsimile or otherwise. Atlantic Power will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares and will provide customary reimbursement to such firms for the cost of forwarding these materials.

CPILP: Management of CPI Income Services Ltd., the general partner of CPILP, is soliciting your proxy for use at the CPILP special meeting and any adjournment or postponement thereof. All associated costs of the proxy solicitation will be borne by CPILP. In addition to the use of the mail, proxies may be solicited by directors, officers and other employees of CPILP or its general partner, without additional remuneration, by personal interview, telephone, facsimile or otherwise. CPILP will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of units and will provide customary reimbursement to such firms for the cost of forwarding these materials. CPILP has retained Georgeson Shareholder Communications Canada, Inc. to assist in its solicitation of proxies and has agreed to pay them a fee of approximately C\$40,000, plus reasonable out-of-pocket expenses, for these services.

Q: What if I hold both Atlantic Power common shares and CPILP units?

A:

If you are a shareholder of Atlantic Power and a unitholder of CPILP, you will receive two separate packages of proxy materials. A vote as a CPILP unitholder will not count as a vote as an Atlantic Power shareholder, and a vote as an Atlantic Power shareholder will not count as a vote as a CPILP unitholder. Therefore, please separately vote each of your CPILP units and Atlantic Power common shares.

Q: Who can help answer my questions?

A:

CPILP unitholders or Atlantic Power shareholders who have questions about the Plan of Arrangement or the other matters to be voted on at the special meetings or desire additional copies of this joint proxy statement or additional forms of proxy should contact:

If you are an Atlantic Power shareholder:

Atlantic Power Corporation
200 Clarendon Street, Floor 25
Boston, Massachusetts 02116
Attn: Investor Relations
617-977-2700
855-280-4737 (Toll Free)

If you are a CPILP unitholder:

Capital Power Income L.P.
10065 Jasper Avenue
Edmonton, Alberta T5J 3B1
Attn: Investor Relations
780-392-5105
1-866-896-4636 (Toll Free)
OR
Georgeson Shareholder
Communications Canada, Inc.
100 University Ave.
11th Floor, South Tower
Toronto, ON, M5J 2Y1
1-888-605-8406
askus@georgeson.com

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SUMMARY

This summary highlights information contained elsewhere in this joint proxy statement and may not contain all the information that is important to you. Atlantic Power and CPILP urge you to read carefully the remainder of this joint proxy statement, including the annexes, the exhibits, the documents incorporated by reference and the other documents to which we have referred you because this summary does not provide all the information that might be important to you with respect to the Plan of Arrangement and the other matters being considered at the Atlantic Power and CPILP special meetings. See also the section entitled "Where You Can Find More Information" beginning on page 154.

The Entities

Atlantic Power Corporation (see page 33)

Atlantic Power owns and operates a diverse fleet of power generation and infrastructure assets in the United States. Atlantic Power's generation projects sell electricity to utilities and other large commercial customers under long-term power purchase agreements ("PPA"), which seek to minimize exposure to changes in commodity prices. Atlantic Power's power generation projects in operation have an aggregate gross electric generation capacity of approximately 1,948 MW, in which Atlantic Power's ownership interest is approximately 871 MW. Atlantic Power's current portfolio consists of interests in 12 operational power generation projects across nine states, one 53.5 MW biomass project under construction in Georgia, and an 84-mile, 500 kilovolt electric transmission line located in California. Atlantic Power also owns a majority interest in Rollcast Energy, Inc., a biomass power plant developer with several projects under development. Atlantic Power's common shares trade on the NYSE under the symbol "AT" and on the TSX under the symbol "ATP." Atlantic Power's headquarters are located at 200 Clarendon Street, Floor 25, Boston, Massachusetts, USA 02116, telephone number 617-977-2400. Atlantic Power's registered office is located at 355 Burrard Street, Suite 1900, Vancouver, British Columbia, Canada V6C 2G8.

Capital Power Income L.P. (see page 33)

CPILP's primary business is the ownership and operation of power plants in Canada and the United States, which generate electricity and steam, from which it derives its earnings and cash flows. The power plants generate electricity and steam from a combination of natural gas, waste heat, wood waste, water flow, coal and tire-derived fuel. CPILP's generation projects sell electricity to utilities and other large commercial customers under long-term PPAs, which seek to minimize exposure to changes in commodity prices. At present, CPILP's portfolio consists of 19 wholly-owned power generation assets located in both Canada (in the provinces of British Columbia and Ontario) and the United States (in the states of California, Colorado, Illinois, New Jersey, New York and North Carolina), a 50.15% interest in a power generation asset in Washington State, and a 14.3% common equity interest in Primary Energy Recycling Holdings LLC. CPILP's assets have a total net generating capacity of 1,400 MW and more than four million pounds per hour of thermal energy. The CPILP units trade on the TSX under the symbol "CPA.UN." The head office of CPILP is located at 10065 Jasper Avenue, Edmonton, Alberta, T5J 3B1. The registered office of CPILP is 200 University Avenue, Toronto, Ontario, M5H 3C6, telephone number 1-866-896-4636.

CPI Income Services Ltd. (see page 34)

CPI Income Services Ltd. (the "**General Partner**") is responsible for the management of CPILP. Pursuant to CPILP's partnership agreement, the General Partner is prohibited from undertaking any business activity other than acting as general partner of CPILP. The head and registered office of the General Partner is located at 10065 Jasper Avenue, Edmonton, Alberta, T5J 3B1, telephone number 1-866-896-4636. The General Partner has engaged CP Regional Power Services Limited Partnership and Capital Power Operations (USA) Inc. (together, the "**Manager**"), both subsidiaries of

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Capital Power, to perform management and administrative services for CPILP and to operate and maintain CPILP's power plants pursuant to certain management and operations agreements. The management and operations agreements will be terminated and/or assigned in connection with the Plan of Arrangement in consideration for the payment of an aggregate of C\$10.0 million. See "Summary of the Arrangement Agreement Summaries of Other Agreements Relating to the Arrangement Management Agreements Termination Agreement and Management Agreement Assignment Agreement" beginning on page 110.

CPI Investments Inc. (see page 34)

CPI Investments is a holding company that owns, directly and indirectly, approximately 29.18% of the CPILP units and 100% of the shares of the General Partner. Capital Power L.P. ("**Capital Power LP**") owns a 49% voting interest and a 100% economic interest in CPI Investments and EPCOR owns the other 51% voting interest in CPI Investments. CPI Investments was incorporated on February 12, 2009 under the CBCA. The head and registered office of CPI Investments is located at TD Tower, 5th Floor, 10088-102 Avenue, Edmonton, Alberta, Canada, T5J 2Z1, telephone number 1-866-896-4636.

The Arrangement Agreement and Plan of Arrangement (see page 51)

On June 20, 2011, Atlantic Power, CPILP, the General Partner and CPI Investments entered into the Arrangement Agreement, which provides that Atlantic Power will acquire, directly or indirectly, all of the issued and outstanding CPILP units pursuant to the Plan of Arrangement under the CBCA. Under the terms of the Plan of Arrangement, CPILP unitholders will be permitted to exchange each of their CPILP units for, at their election, C\$19.40 in cash or 1.3 Atlantic Power common shares. All cash elections will be subject to proration if total cash elections exceed approximately C\$506.5 million and all share elections will be subject to proration if total share elections exceed approximately 31.5 million Atlantic Power common shares.

Pursuant to the Plan of Arrangement, CPILP will sell its Roxboro and Southport facilities located in North Carolina to an affiliate of Capital Power, for approximately C\$121.4 million. Additionally, in connection with the Plan of Arrangement, the management agreements between certain subsidiaries of Capital Power and CPILP and certain of its subsidiaries will be terminated (or assigned) in consideration of a payment of C\$10.0 million. Atlantic Power or its subsidiaries will assume the management of CPILP and intends to enter into a transitional services agreement with Capital Power for a term of up to 12 months following the completion of the Plan of Arrangement, in respect of certain services, which will facilitate the integration of CPILP into Atlantic Power.

The Arrangement Agreement contains customary representations, warranties and covenants. Among these covenants, CPILP and CPI Income Services Ltd. have each agreed not to solicit alternative transactions, except that CPILP may respond to an alternative transaction proposal that constitutes, or would reasonably be expected to lead to, a superior proposal. In addition, Atlantic Power or CPILP may be required to pay a C\$35.0 million fee if the Arrangement Agreement is terminated in certain circumstances.

The completion of the Plan of Arrangement is subject to the receipt of all necessary court and regulatory approvals in Canada and the United States and certain other closing conditions. Atlantic Power and CPILP currently expect to complete the Plan of Arrangement in the fourth quarter of 2011, subject to receipt of required shareholder/unitholder, court and regulatory approvals and the satisfaction or waiver of the financing and other conditions to the Plan of Arrangement described in the Arrangement Agreement.

The Arrangement Agreement is attached as Annex A to this joint proxy statement. Atlantic Power and CPILP urge you to read it carefully.

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Atlantic Power's Reasons for the Arrangement Agreement (see page 58)

On June 19, 2011, at a meeting of the Atlantic Power board of directors, by unanimous vote, the Atlantic Power board of directors determined that the Arrangement, including the issuance of Atlantic Power common shares to CPILP unitholders necessary to complete the Arrangement, is in the best interests of Atlantic Power and is fair to the stakeholders of Atlantic Power. In reaching these determinations, the Atlantic Power board of directors consulted with Atlantic Power's management and its legal, financial and other advisors, and also considered numerous factors, including strategic and financial benefits of the Arrangement and other factors which the Atlantic Power board of directors viewed as supporting its decisions.

The strategic benefits that the Atlantic Power board of directors believes should result from the combination of Atlantic Power and CPILP include, among other things, the following:

Atlantic Power will have a larger and more diversified portfolio of contracted power generation assets;

Atlantic Power's proven management team will be combined with CPILP's highly qualified operations and other personnel;

Atlantic Power's market capitalization and enterprise value are expected to double, which is expected to add liquidity and enhance access to capital; and

Atlantic Power's asset portfolio will expand and its geographic diversification and fuel type diversification will be enhanced.

The financial benefits that the Atlantic Power board of directors believes should result from the combination of Atlantic Power and CPILP include, among other things, the following:

upon completion of the Plan of Arrangement, Atlantic Power intends to increase dividends;

Atlantic Power's dividend sustainability for the foreseeable future is expected to strengthen as a result of immediate accretion to cash available for distribution; and

a significant improvement in Atlantic Power's dividend payout ratio starting in 2012.

CPILP's Reasons for the Plan of Arrangement (see page 81)

At a meeting held on June 19, 2011, the members of the board of directors of the General Partner entitled to vote, being the independent directors of the General Partner, determined unanimously that the Arrangement is in the best interests of CPILP and is fair to the CPILP unitholders and resolved unanimously to recommend to the CPILP unitholders that they vote in favor of the Arrangement. In reaching these decisions, the board of directors of the General Partner consulted with its management and financial, legal and other advisors, and considered a variety of factors weighing in favor of or relevant to the Plan of Arrangement, including strategic and financial benefits of the Plan of Arrangement and other factors which the board of directors of the General Partner viewed as supporting its decisions.

The strategic benefits that the board of directors of the General Partner believes should result from the combination of Atlantic Power and CPILP include, among other things, the following:

the creation of a larger, more diversified power company than CPILP on a standalone basis;

the enhancement to Atlantic Power's proven management team by combining it with CPILP's highly qualified operations and other personnel;

the advantages resulting from larger scale and expanded scope of the Combined Company in meeting the challenges facing the power industry;

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the benefit of allowing the business of CPILP to grow independently of the Manager, which has its own power generation business, and the additional growth opportunities of the Combined Company;

the complementary nature of the respective products and geographical markets of the two entities; and

the expected market capitalization, free cash flow, liquidity and capital structure of the Combined Company relative to CPILP on a stand-alone basis.

The financial benefits that the board of directors of the General Partner believes should result from the combination of Atlantic Power and CPILP include, among other things, the following:

CPILP unitholders may receive Atlantic Power common shares as consideration for their CPILP units, which would allow them to own common shares of the Combined Company; and

the belief that the Combined Company will have a strong cash generation profile.

The other benefits that the board of directors of the General Partner believes should result from the combination of Atlantic Power and CPILP include, among other things, the following:

the inherent constraints associated with CPILP's current growth structure and the belief that the Combined Company will be well positioned and structured to generate and exploit future growth opportunities; and

the prospect of finding it necessary to develop or otherwise replace the management, employee work force and administrative functions performed by the Manager, given that Capital Power had advised CPILP that it was considering divesting itself of all of its CPILP interests in order to focus on its own core business.

Recommendations of the Board of Directors of Atlantic Power (see page 35)

At a meeting held on June 19, 2011, after considering the various factors and considerations further disclosed in the section titled "The Arrangement Agreement and Plan of Arrangement Atlantic Power's Reasons for the Arrangement Agreement; Recommendations of Atlantic Power's Board of Directors" Atlantic Power's board of directors unanimously determined that the Plan of Arrangement and the other transactions contemplated by the Arrangement Agreement, including the issuance of Atlantic Power common shares to CPILP unitholders necessary to complete the Plan of Arrangement, are in the best interests of Atlantic Power and are fair to its stakeholders. **Accordingly, the Atlantic Power board of directors unanimously recommends that the Atlantic Power shareholders vote "FOR" the Share Issuance Resolution.**

Recommendations of the Board of Directors of the General Partner (see page 41)

At a meeting held on June 19, 2011, after considering, among other things, the oral opinions of CIBC and Greenhill & Co. Canada Ltd. ("Greenhill"), subsequently confirmed in writing, the full text of which are attached as Annexes D and E, respectively, of this joint proxy statement, the members of the board of directors of the General Partner entitled to vote determined unanimously that the Plan of Arrangement is in the best interests of CPILP and is fair to the CPILP unitholders and resolved unanimously to recommend to the CPILP unitholders that they vote in favor of the Plan of Arrangement. The members of the board of directors of the General Partner entitled to vote also unanimously approved the Plan of Arrangement and the execution and performance of the Arrangement Agreement. **Accordingly, the board of directors of the General Partner unanimously recommends that the CPILP unitholders vote "FOR" the approval of the Arrangement Resolution.**

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Opinions of Atlantic Power's Financial Advisors (see page 61)

In connection with the Arrangement Agreement, TD Securities Inc. ("**TD Securities**") and Morgan Stanley & Co. LLC ("**Morgan Stanley**") each delivered to Atlantic Power's board of directors its written opinion, dated June 19, 2011, that, on such date and based upon and subject to the various limitations, qualifications and assumptions set forth in each written opinion, the consideration to be paid by Atlantic Power to CPILP unitholders pursuant to the Arrangement Agreement was fair, from a financial point of view, to Atlantic Power. The full texts of these opinions are attached as Annexes B and C, respectively, to this joint proxy statement.

You should read each opinion carefully in its entirety for a description of the assumptions made, the matters considered and limitations on the review undertaken. Each opinion is addressed to the board of directors of Atlantic Power, and addresses only the fairness from a financial point of view of the consideration to be paid by Atlantic Power to CPILP unitholders pursuant to the Arrangement Agreement. The opinions do not address any other aspect of the Plan of Arrangement and do not constitute a recommendation to the shareholders of Atlantic Power or unitholders of CPILP as to how to vote with respect to the Plan of Arrangement or any other matter. In addition, the opinions do not in any manner address the prices at which Atlantic Power common shares will trade following the consummation of the Plan of Arrangement or at any other time.

Opinions of CPILP's Financial Advisors (see page 84)

In connection with the Arrangement Agreement, on June 19, 2011, the board of directors of the General Partner received written opinions from each of CIBC and Greenhill stating that, on such date and based upon and subject to the various limitations, qualifications and assumptions set forth in each written opinion, the consideration to be received by CPILP unitholders pursuant to the Arrangement Agreement was fair from a financial point of view to such CPILP unitholders (other than the General Partner, CPI Investments and Atlantic Power in respect of the Greenhill opinion, and other than Capital Power and its affiliates in respect of the CIBC opinion). The full texts of these opinions, which set forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken, are attached as Annexes D and E, respectively, to this joint proxy statement. CIBC also provided its written opinion to the special committee of the board of directors of the General Partner and the independent director of the board of directors of CPI Preferred Equity Ltd. that the consideration to be received by CPI Preferred Equity Ltd. pursuant to the membership interest purchase agreement in respect of the North Carolina assets is fair, from a financial point of view, to CPI Preferred Equity Ltd.

Interests of Certain CPILP Directors and Officers in the Plan of Arrangement (see page 85)

Certain of the directors and officers of the General Partner are also officers and/or directors of Capital Power and its affiliates and are not considered to be independent of CPILP within the meaning of applicable Canadian securities laws. Capital Power and its affiliates have interests in the Plan of Arrangement and certain other transactions to be completed in connection with the Plan of Arrangement that are different from, or in addition to, the interests of the other CPILP unitholders. See "Canadian Securities Law Matters" beginning on page 89.

The board of directors of the General Partner was aware of and considered these interests, among other matters, in evaluating the Plan of Arrangement, and in recommending that CPILP unitholders vote in favor of the Arrangement Resolution. The members of the board of directors of the General Partner who are officers and/or directors of Capital Power and its affiliates did not participate in the vote to approve the Plan of Arrangement, as a result of the potential conflict of interest presented by their positions with Capital Power and its affiliates.

The following table indicates, on the CPILP record date, the number of CPILP units beneficially owned, directly or indirectly, or over which control or direction is exercised, by: (i) each director and

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officer of CPILP; (ii) each associate or affiliate of an insider of CPILP; (iii) each associate or affiliate of CPILP; (iv) each insider of CPILP (other than a director or officer of CPILP; and (v) each person acting jointly or in concert with CPILP, and the maximum amount of potential cash consideration payable to each pursuant to the Plan of Arrangement:

Name	Position with CPILP	CPILP Units	Maximum Amount of Potential Cash Consideration
Graham L. Brown	Director		n/a
Brian A. Felesky	Director (Independent)	5,640	C\$ 109,416
Allen R. Hagerman	Director (Independent)	17,702	C\$ 343,419
Francois L. Poirier	Director (Independent)	3,100	C\$ 60,140
Brian T. Vaasjo	Chairman and Director	7,400	C\$ 143,560
Rodney D. Wimer	Director (Independent)		n/a
James Oosterbaan	Director		n/a
Stuart A. Lee	Director and President	3,669	C\$ 71,179
	General Counsel and Corporate		
B. Kathryn Chisholm	Secretary	1,469	C\$ 28,499
Peter D. Johanson	Controller	400	C\$ 7,760
Leah M. Fitzgerald	Assistant Corporate Secretary		n/a
Anthony Scozzafava	Chief Financial Officer	2,050	C\$ 39,770
Yale Loh	Vice President, Treasurer		n/a
Capital Power Corporation(1)	Unitholder	16,513,504	C\$ 320,361,978

- (1) Capital Power indirectly owns 49% of the voting interests and all of the economic interests in CPI Investments. EPCOR owns the remaining 51% voting interest in CPI Investments. CPI Investments owns 16,513,504 CPILP units. Under the Plan of Arrangement, Atlantic Power will acquire all of the outstanding shares of CPI Investments on effectively the same basis as the acquisition of CPILP units under the Plan of Arrangement.

All current directors and officers of the General Partner will resign their positions in connection with the Plan of Arrangement.

Regulatory Approvals Required for the Plan of Arrangement and Other Regulatory Matters (see page 92)

CPILP units currently trade on the TSX. After the Plan of Arrangement, Atlantic Power intends to delist the CPILP units from the TSX. The preferred shares of CPI Preferred Equity Ltd. will remain outstanding and listed on the TSX.

Atlantic Power common shares currently trade on the TSX and NYSE. Atlantic Power has applied to list Atlantic Power common shares issuable under the Plan of Arrangement on the TSX and will apply to list Atlantic Power common shares issuable under the Plan of Arrangement on the NYSE, and it is a condition to the completion of the Plan of Arrangement that Atlantic Power shall have obtained approval for these listings. Listing on each of the TSX and NYSE will be subject to Atlantic Power fulfilling all of the listing requirements and conditions of TSX and NYSE, respectively.

In addition to certain regulatory approvals of the power generation regulatory authorities required in connection with the Plan of Arrangement, the Arrangement is subject to approval under the:

Investment Canada Act.

Competition Act (Canada). A "no action" letter and waiver from the merger notification under this statute was received on August 26, 2011.

Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (United States). Early termination of the waiting period under this statute was granted on August 26, 2011.

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United States Federal Power Act. On September 13, 2011, the Federal Energy Regulatory Commission issued an authorizing order (Docket No. EC11-98-000) in connection with the Arrangement under Section 203 of the Federal Power Act.

The Arrangement must also be approved by the Court of Queen's Bench of Alberta. The court will be asked to make an order approving the Arrangement and determine that the Arrangement is fair to the CPILP unitholders. CPILP and the General Partner will apply to the court for this order if the regulatory approvals described above have been obtained and the CPILP unitholders approve the Arrangement Resolution at the CPILP special meeting.

Summaries of Other Agreements Relating to the Arrangement

The Support Agreements (see page 108)

As part of the Plan of Arrangement, Atlantic Power will acquire all of the outstanding shares of CPI Investments (an entity indirectly owned by Capital Power and EPCOR), the direct and indirect holder of 16,513,504 CPILP units, on effectively the same basis as the acquisition of CPILP units under the Plan of Arrangement. In order to confirm the commitment of each shareholder of CPI Investments to support the Plan of Arrangement, contemporaneously with the entering into of the Arrangement Agreement, Atlantic Power entered into two support agreements, one with EPCOR and the other with Capital Power and Capital Power LP, the entity through which Capital Power holds its shares of CPI Investments. Pursuant to the support agreements, each of Capital Power LP and EPCOR agreed to, among other things, (i) vote all of its shares of CPI Investments in favor of the Plan of Arrangement and any related matters to give legal effect to the Plan of Arrangement, (ii) vote all of its shares of CPI Investments against any resolutions or proposals that might reasonably be expected to impede, frustrate, delay or prevent the Plan of Arrangement, (iii) not sell, transfer, pledge or assign its shares of CPI Investments or enter into a voting agreement with respect to such shares, (iv) not exercise any rights or remedies to impede, frustrate, delay or prevent the Plan of Arrangement and (v) abide by certain non-solicitation covenants in respect of CPILP and CPI Investments.

Pursuant to the support agreement among Atlantic Power, Capital Power LP and Capital Power, among other things, (i) Capital Power agreed to cause Capital Power LP to fulfill its obligations under the support agreement and not to make certain acquisition proposals in respect of CPILP or CPI Investments, (ii) Capital Power LP and CPI Investments made certain representations specific to the Plan of Arrangement, including with respect to the representations and warranties made by CPI Investments in the Arrangement Agreement and equipment and personal property owned by Capital Power LP and/or Capital Power and used in the operations of the CPILP or any of the CPILP's facilities and (iii) Capital Power LP agreed that for a period of 90 days commencing on the Effective Date, Capital Power LP will not, without the prior consent of Atlantic Power, offer, sell, pledge, grant any option to purchase, hedge, transfer, assign, make any short sale or otherwise dispose of any Atlantic Power common shares received pursuant to the Plan of Arrangement (or agree to, or announce, any intention to do so) with certain limited customary exceptions. For a further discussion of the support agreements, see "Summary of the Arrangement Agreement Summaries of Other Agreements Relating to the Arrangement Support Agreements."

Management Agreements Termination Agreement and Management Agreement Assignment Agreement (see page 110)

On June 20, 2011, certain subsidiaries of Capital Power entered into an agreement (the "**Management Agreements Termination Agreement**") with CPILP and certain of its subsidiaries pursuant to which the parties agreed to terminate each of the management and operations agreements between them, other than the Frederickson Agreement (as defined below), effective immediately upon completion of the Plan of Arrangement. In consideration for the termination of the management and

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operations agreements, CPILP and its subsidiaries agreed to pay to the subsidiaries of Capital Power an aggregate of C\$8.5 million.

On June 20, 2011, a subsidiary of Capital Power entered into an agreement with Atlantic Power and Frederickson Power L.P., a subsidiary of CPILP, pursuant to which the subsidiary of Capital Power agreed to assign its right, benefit, interest and obligation in, to and under the operations and maintenance agreement in respect of CPILP's Frederickson facility (the "**Frederickson Agreement**") to Atlantic Power. The assignment will be effective immediately upon completion of the Plan of Arrangement. In consideration for the assignment, Atlantic Power has agreed to pay C\$1.5 million to the subsidiary of Capital Power. The assignment is conditional on, among other things, receipt of the consent of Puget Sound Energy, Inc., the counterparty to the Frederickson Agreement, to the assignment.

North Carolina Purchase and Sale Agreement (see page 110)

On June 20, 2011, a subsidiary of Capital Power entered into a purchase and sale agreement with certain subsidiaries of CPILP, pursuant to which the subsidiary of Capital Power agreed to purchase and the subsidiaries of CPILP agreed to sell indirectly all of the membership interests in the limited liability company that owns CPILP's Roxboro and Southport power plants in North Carolina. The purchase price for the membership interests is approximately C\$121.4 million. Closing of the purchase and sale will take place on the Effective Date. Closing of the purchase and sale will be conditional on, among other things, receipt of all necessary regulatory approvals and consents, including, without limitation, expiration or early termination of the applicable waiting periods under the *Hart-Scott Rodino Antitrust Improvements Act of 1976* and prior authorization from the Federal Energy Regulatory Commission under Section 203 of the *United States Federal Power Act*.

Employee Hiring and Lease Assignment Agreement (see page 110)

On June 20, 2011, Atlantic Power, Capital Power and Capital Power Operations (USA) Inc. ("CPO USA") entered into an employee hiring and lease assignment agreement pursuant to which Atlantic Power agreed to assume the employment of certain designated employees who perform functions related to CPILP's business. This agreement was necessitated by the fact that neither CPILP nor the General Partner has any employees. Persons performing the functions of employees of CPILP are currently employed by Capital Power and CPO USA rather than directly by CPILP. For further details regarding CPILP employees, see "Business of the Partnership Employees of the Partnership" included in CPILP's Annual Information Form dated March 11, 2011, which is delivered with, and/or incorporated by reference into, this joint proxy statement.

Pursuant to the agreement, Atlantic Power will (i) be bound by the collective agreements currently in place for Capital Power's unionized employees and, (ii) for certain individuals whose employment is not governed by the collective agreements, Atlantic Power will make offers of employment on substantially the same (or better) terms and conditions of employment, in the aggregate, as are in effect on the date of the offer. Existing employee benefits provided by Capital Power will vest on closing of the Plan of Arrangement and be paid out by Capital Power. The agreement also contemplates the negotiation of the assignment of office leases for Capital Power's offices located in the cities of Richmond, B.C., Toronto, Ontario and Chicago, Illinois.

Canadian Pension Transfer Agreement (see page 111)

On June 20, 2011, Atlantic Power and Capital Power entered into a Canadian pension transfer agreement pursuant to which Atlantic Power agreed to assume the pension plan assets and obligations from Capital Power related to the employees that it assumes pursuant to the employee hiring and lease assignment agreement described above.

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The agreement primarily relates to the Capital Power Pension Plan (which is a Canadian registered pension plan with both a defined benefit and defined contribution component). For further details regarding Capital Power's pension plan assets and obligations, see "Compensation Discussion and Analysis Pension Programs" included in CPILP's Annual Information Form dated March 11, 2011, which is delivered with, and/or incorporated by reference into, this joint proxy statement. The agreement provides that the assets associated with the pension plan obligations of the employees being transferred to Atlantic Power will be carved out of the Capital Power Pension Plan and transferred to a new plan to be established by Atlantic Power. The new pension plan for Atlantic Power will have equivalent terms to the Capital Power Pension Plan.

If there is a deficiency in the Capital Power Pension Plan on a going concern basis at the time of closing of the Plan of Arrangement, Capital Power is required to pay Atlantic Power the amount of the deficiency related to the assumed employees (and if there is a surplus, Atlantic Power is required to make a payment to Capital Power). Currently, it is estimated that there is a deficiency of approximately C\$2.0 million. Atlantic Power is required to establish savings plans that are substantially the same as certain group RRSPs provided by Capital Power. Capital Power and Atlantic Power will take all commercially reasonable steps to permit transferring employees with balances in Capital Power's Group RRSPs to transfer their assets to Atlantic Power's Group RRSPs.

The Atlantic Power Special Meeting

Date, Time and Place (see page 35)

The special meeting of Atlantic Power shareholders will be held at the King Edward Hotel, Hampstead Room, 37 King Street East, Toronto, Ontario, on November 1, 2011, at 9:00 a.m. (Toronto time).

Purpose (see page 35)

At the Atlantic Power special meeting, Atlantic Power shareholders will be asked to vote on the following resolutions:

to consider, and if thought advisable, to approve, with or without variation, the Share Issuance Resolution, the full text of which is set forth in Annex F to this management proxy circular and joint proxy statement, authorizing Atlantic Power to issue such number of common shares in the capital of Atlantic Power as is necessary to complete the Arrangement, being 1.3 Atlantic Power common shares for each CPILP unit to a maximum of 31,500,221 Atlantic Power common shares pursuant to the terms of the Arrangement Agreement (all as more particularly described in this joint proxy statement);

to consider, and if thought advisable, to approve, with or without variation, the Adjournment Resolution, the full text of which is set forth in Annex F to this management proxy circular and joint proxy statement, granting to the proxy holders the authority to vote in their discretion with respect to the approval of any proposal to postpone or adjourn the special meeting to a later date for a reasonable business purpose, including to solicit additional proxies in favor of the approval of the Share Issuance Resolution if there are not sufficient votes for its approval at the special meeting; and

to transact such further or other business as may properly come before the Atlantic Power special meeting or any adjournments or postponements thereof.

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Share Issuance Resolution (see page 35)

Pursuant to the rules of the NYSE and TSX, securityholder approval is required in instances where the number of securities issued or issuable in payment of the purchase price in a transaction such as the Plan of Arrangement exceeds 20% (NYSE) or 25% (TSX) of the number of securities of the listed issuer which are outstanding, on a non-diluted basis. Because the Arrangement Agreement contemplates the issuance of Atlantic Power common shares in excess of these thresholds on a non-diluted basis, the rules of the NYSE and TSX require that Atlantic Power must obtain approval of the Share Issuance Resolution by the holders of a majority of the Atlantic Power common shares represented in person or by proxy at the Atlantic Power special meeting.

On the date of this joint proxy statement, there were approximately 69 million outstanding Atlantic Power common shares. Pursuant to the Plan of Arrangement, Atlantic Power will issue approximately 31.5 million Atlantic Power common shares (equal to approximately 46% of Atlantic Power's current issued and outstanding common shares).

Adjournment Resolution (see page 36)

Atlantic Power shareholders will be asked to vote on a resolution granting proxy holders the authority to vote in their discretion with respect to the approval of any proposal to postpone or adjourn the special meeting to a later date for a reasonable business purpose, including to solicit additional proxies in favor of the approval of the Share Issuance Resolution if there are not sufficient votes in favor of such approval. Although it is not currently expected, the special meeting may need to be adjourned for, among other things, the purpose of soliciting additional proxies. Any adjournment to a date within 30 days of the original meeting date may be made without notice by announcement at the special meeting of the new date, time and place of the special meeting. If the adjourned meeting is to be held after 30 days of the original meeting date, then written notice of the date, time and place of the adjourned meeting will need to be provided to all shareholders in accordance with the requirements under applicable law. At the postponed or adjourned meeting, Atlantic Power may transact any business that might have been transacted at the original special meeting.

Record Date; Shares Entitled to Vote (see page 36)

Only holders of Atlantic Power common shares at the close of business on October 3, 2011, the record date for the Atlantic Power special meeting, will be entitled to notice of, and to vote at, the Atlantic Power special meeting or any adjournments or postponements thereof. On the date of this joint proxy statement, there were outstanding a total of 68,986,977 Atlantic Power common shares. Each outstanding Atlantic Power common share is entitled to one vote on the Share Issuance Resolution, the Adjournment Resolution and any other matter properly coming before the Atlantic Power special meeting.

Required Vote (see page 37)

The Share Issuance Resolution and the Adjournment Resolution will be approved if a majority of the votes cast by Atlantic Power shareholders, either in person or by proxy at the Atlantic Power special meeting are voted in favor of the resolutions. Notwithstanding the foregoing, the Share Issuance Resolution provides that the board of directors of Atlantic Power may, without further notice to, or approval of, the shareholders of Atlantic Power, subject to the terms of the Arrangement Agreement or the Plan of Arrangement, amend or terminate the Arrangement Agreement or the Plan of Arrangement, not proceed with the Arrangement, or revoke or abandon all or any part of the Share Issuance Resolution at any time prior to the effective time of the Plan of Arrangement.

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Share Ownership by and Voting Rights of Directors and Executive Officers (see page 37)

On the date of this joint proxy statement, Atlantic Power's directors and executive officers and their affiliates beneficially owned and had the right to vote approximately 0.36 million Atlantic Power common shares at the Atlantic Power special meeting, which represents approximately 0.01% of the Atlantic Power common shares entitled to vote at the Atlantic Power special meeting. Each of the directors and officers of Atlantic Power have indicated their intention to vote in favor of the Share Issuance Resolution.

Failure to Vote and Broker Non-Vote (see page 37)

If you are an Atlantic Power shareholder and fail to vote or fail to instruct your broker, investment dealer or other intermediary to vote, it will have no effect on any of the Atlantic Power proposals, assuming a quorum is present.

The CPILP Special Meeting

Date, Time and Place (see page 41)

The special meeting of CPILP unitholders will be held at Crowne Plaza, 10111 Bellamy Hill, Salon B, Edmonton, Alberta, on November 1, 2011, at 9:00 a.m. (Edmonton time).

Purpose (see page 41)

At the CPILP special meeting, CPILP unitholders will be asked to vote on the following resolutions:

to consider, and, if thought advisable, to pass, with or without variation, pursuant to the Interim Order of the Court of Queen's Bench of Alberta, the Arrangement Resolution, the full text of which is set forth in Annex G to this management proxy circular and joint proxy statement, to approve an arrangement under section 192 of the CBCA (all as more particularly described in this joint proxy statement); and

to transact such further or other business as may properly come before the CPILP special meeting or any adjournments or postponements thereof.

Record Date; Units Entitled to Vote (see page 41)

Only holders of CPILP units at the close of business on September 21, 2011, the record date for the CPILP special meeting, will be entitled to notice of, and to vote at, the CPILP special meeting or any adjournments or postponements thereof. On the record date, there were outstanding a total of 56,597,899 CPILP units. Each outstanding CPILP unit is entitled to one vote on the Arrangement Resolution and any other matter properly coming before the CPILP special meeting.

Required Vote (see page 42)

Pursuant to the Interim Order, the number of votes required to pass the Arrangement Resolution shall be not less than 66²/₃% of the votes cast by CPILP unitholders, either in person or by proxy, at the CPILP special meeting. In addition, the Arrangement Resolution must be approved by a simple majority of the votes cast by the CPILP unitholders present in person or by proxy at the CPILP special meeting, after excluding those votes required to be excluded pursuant to the minority approval provisions of MI 61-101, being the votes of "interested parties" and their related parties and joint actors, which includes the General Partner and CPI Investments. Notwithstanding the foregoing, the Arrangement Resolution authorizes the board of directors of the General Partner, without further notice to, or approval of, the CPILP unitholders, subject to the terms of the Plan of Arrangement and

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the Arrangement Agreement, to amend or terminate the Plan of Arrangement or the Arrangement Agreement or, subject to the terms of the Arrangement Agreement, to decide not to proceed with the Arrangement at any time prior to the Plan of Arrangement becoming effective pursuant to the provisions of the CBCA.

Unit Ownership by and Voting Rights of Directors and Executive Officers (see page 41)

On the CPILP record date, CPILP's directors and executive officers and their affiliates beneficially owned and had the right to vote 41,430 CPILP units at the CPILP special meeting, which represents approximately 0.07% of the CPILP units entitled to vote at the CPILP special meeting. It is expected that CPILP's directors and executive officers will vote in favor of the Arrangement Resolution.

Failure to Vote and Broker Non-Vote (see page 42)

If you are a CPILP unitholder and fail to vote or fail to instruct your broker, investment dealer or other intermediary to vote, it will have no effect on any of the CPILP proposals, assuming a quorum is present.

Procedures for the Surrender of Unit Certificate and Receipt of Consideration (see page 44)

Each registered holder of CPILP units is required to validly complete and duly sign a Letter of Transmittal and Election Form and submit such documents, together with such holder's CPILP unit certificate(s), if any, to the Depositary in order to receive the consideration under the Plan of Arrangement. The details of the procedures for the deposit of CPILP unit certificates and the delivery by the Depositary of Atlantic Power common shares and cash are set out in the Letter of Transmittal and Election Form accompanying this joint proxy statement. If you hold your CPILP units through a nominee such as a broker or dealer, you should carefully follow any instructions provided to you by such nominee for making an election. CDS Clearing and Depositary Services Inc. is the only registered holder of CPILP units. All other holders should consult their broker, dealer or other nominee through which they hold CPILP units for instructions and assistance in making an election. Pursuant to the terms of the Arrangement Agreement and the Plan of Arrangement, CPILP unitholders are entitled to receive, at their election, for each CPILP unit held (i) C\$19.40 in cash (the "**Cash Consideration**") or (ii) 1.3 Atlantic Power common shares (the "**Share Consideration**"), subject to the Aggregate Cash Maximum and the Aggregate Share Maximum (together the "**Consideration**").

The Election Deadline to deposit such properly completed Letter of Transmittal and Election Form with the Depositary is 5:00 p.m. (Edmonton time) on the date that is three business days prior to the date of the CPILP special meeting. Assuming the CPILP special meeting is held on November 1, 2011, the Election Deadline will be 5:00 p.m. (Edmonton time) on October 27, 2011, or, if the CPILP special meeting is adjourned or postponed, 5:00 p.m. (Edmonton time) on the date that is three business days prior to the date of the adjourned or postponed meeting. CPILP unitholders who do not forward to the Depositary a validly completed and duly signed Letter of Transmittal and Election Form, together with their CPILP unit certificate(s), if any, will not receive the cash and/or Atlantic Power common shares, as applicable, to which they are otherwise entitled until such a deposit is made. Any CPILP unitholder who does not deposit a duly completed Letter of Transmittal and Election Form with the Depositary prior to the Election Deadline shall be deemed to have elected to receive the Share Consideration in respect of all of such holder's CPILP units.

Any certificate which immediately prior to the Effective Time represented outstanding CPILP units that is not deposited with the Depositary together with all other instruments or documents required by the Plan of Arrangement on or prior to the sixth anniversary of the Effective Date will cease to represent a claim or interest of any kind or nature as a CPILP unitholder or as a shareholder of Atlantic Power. On such date, the cash and Atlantic Power common shares to which the former holder

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of the certificate referred to in the preceding sentence was ultimately entitled under the Plan of Arrangement will be deemed to have been donated, surrendered and forfeited for no consideration to Atlantic Power.

Appraisal/Dissent Rights (see page 50)

The shareholders of Atlantic Power are not entitled to dissent rights in connection with the Share Issuance Resolution or the Adjournment Resolution.

The unitholders of CPILP are not entitled to dissent rights in connection with the Arrangement Resolution.

U.S. Securities Law Matters (see page 90)

The common shares of Atlantic Power to be issued pursuant to the Plan of Arrangement will not be registered under the *Securities Act of 1933*, as amended (the "**Securities Act**"), or the securities laws of any state of the United States and will be issued in reliance upon the exemption from registration set forth in Section 3(a)(10) of the Securities Act. The common shares of Atlantic Power to be issued pursuant to the Plan of Arrangement will be freely transferable under U.S. federal securities laws, except for securities held by persons who are deemed to be "affiliates" of Atlantic Power following completion of the Plan of Arrangement.

Material Canadian Federal Income Tax Consequences (see page 112)

CPILP unitholders will realize a taxable disposition of their CPILP units under the Plan of Arrangement. Eligible holders that receive Atlantic Power common shares pursuant to the Plan of Arrangement will be entitled to make a joint tax election with Atlantic Power under the Tax Act that will, depending on the circumstances of each particular CPILP unitholder, allow for a full or partial deferral of taxable gains that would otherwise be realized.

Atlantic Power common shares will be considered "qualified investments" for registered retirement savings plans and other tax-exempt plans.

The primary Canadian federal income tax considerations arising in respect of the Plan of Arrangement, as well as the procedure to be followed by CPILP unitholders intending to make a joint tax election, are described more fully below under the heading "Material Canadian Federal Income Tax Considerations".

Certain U.S. Federal Income Tax Consequences (see page 116)

CPILP does not permit non-residents of Canada (as determined for purposes of the Tax Act) to hold CPILP units. Persons who are not US Holders will not be subject to U.S. federal income tax with respect to their CPILP units or Atlantic Power common shares received in exchange therefor unless (1) such person's income with respect thereto is effectively connected with the conduct of a trade or business in the United States, or (2) such person is an individual who is present in the United States for 183 days or more during the taxable year and has a "tax home" in the United States. Even if a non-US Holder is subject to U.S. federal income tax under either test in the preceding sentence, such person may be eligible for relief from (or reduction to) any U.S. income tax under a tax treaty. See "Certain U.S. Federal Income Tax Considerations" beginning on page 116.

Atlantic Power Financing (see page 117)

Atlantic Power intends to finance the cash portion of the purchase price to complete the Plan of Arrangement by issuing approximately C\$200.0 million of equity and approximately C\$425.0 million of debt through public and private offerings. However, in the event that such financing is not available on terms satisfactory to Atlantic Power, Atlantic Power has received the TLB Commitment Letter, evidencing the commitment of a Canadian chartered bank and another financial institution to structure, arrange, underwrite and syndicate a senior secured credit facility consisting of the Tranche B Facility in the amount of \$625 million, subject to the terms and conditions set forth therein.

Table of Contents**Selected Historical Consolidated Financial Data of Atlantic Power**

The following table presents selected consolidated financial information for Atlantic Power. The annual historical information as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008 has been derived from the audited consolidated financial statements appearing in Atlantic Power's Annual Report on Form 10-K for the year ended December 31, 2010, delivered together with, and/or incorporated by reference into this joint proxy statement. The annual historical information as of December 31, 2008, 2007 and 2006 and for the years ended December 31, 2007 and 2006 has been derived from historical financial statements not delivered with, or incorporated by reference into, this joint proxy statement. The historical information as of, and for the six month periods ended, June 30, 2011 and 2010 has been derived from the unaudited consolidated financial statements appearing in Atlantic Power's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, delivered together with, and/or incorporated by reference into this joint proxy statement. Data for all periods have been prepared under U.S. GAAP. You should read the following selected consolidated financial information together with Atlantic Power's consolidated financial statements and the notes thereto and the discussion under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included as part of Atlantic Power's Annual Report on Form 10-K for the year ended December 31, 2010 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, each of which has been delivered together with, and/or is incorporated by reference into this joint proxy statement. See "Where You Can Find More Information" beginning on page 152 of this joint proxy statement.

(in thousands of US dollars, except per share/subordinated note data and as otherwise stated)	Year Ended December 31,					Six months ended June 30,	
	2010	2009	2008	2007	2006(a)	2011(a)	2010(a)
Project revenue	\$ 195,256	\$ 179,517	\$ 173,812	\$ 113,257	\$ 69,374	\$ 106,923	\$ 95,125
Project income	41,879	48,415	41,006	70,118	57,247	27,900	19,405
Net (loss) income attributable to Atlantic Power Corporation	(3,752)	(38,486)	48,101	(30,596)	(2,408)	19,322	(4,618)
Basic earnings (loss) per share	\$ (0.06)	\$ (0.63)	\$ 0.78	\$ (0.50)	\$ (0.05)	\$ 0.28	\$ (0.08)
Basic earnings (loss) per share, C\$(b)	\$ (0.06)	\$ (0.72)	\$ 0.84	\$ (0.53)	\$ (0.06)	\$ 0.28	\$ (0.08)
Diluted earnings (loss) per share(c)	\$ (0.06)	\$ (0.63)	\$ 0.73	\$ (0.50)	\$ (0.05)	\$ 0.28	\$ (0.08)
Diluted earnings (loss) per share, C\$(b)(c)	\$ (0.06)	\$ (0.72)	\$ 0.78	\$ (0.53)	\$ (0.06)	\$ 0.28	\$ (0.08)
Distribution per subordinated note(d)	\$	\$ 0.51	\$ 0.60	\$ 0.59	\$ 0.57	\$	\$
Dividend declared per common share	\$ 1.06	\$ 0.46	\$ 0.40	\$ 0.40	\$ 0.37	\$ 0.57	\$ 0.52
Total assets	\$ 1,013,012	\$ 869,576	\$ 907,995	\$ 880,751	\$ 965,121	\$ 1,008,980	\$ 862,525
Total long-term liabilities	\$ 518,273	\$ 402,212	\$ 654,499	\$ 715,923	\$ 613,423	\$ 523,351	\$ 407,413

(a) Unaudited.

(b) The C\$ amounts were converted using the average exchange rates for the applicable reporting periods.

(c) Diluted earnings (loss) per share is computed including dilutive potential shares, which include those issuable upon conversion of convertible debentures and under Atlantic Power's long term incentive plan. Because Atlantic Power reported a loss during the years ended December 31, 2010, 2009, 2007 and 2006, and for the six month period ended June 30, 2010, the effect of including potentially dilutive shares in the calculation during those periods is anti-dilutive. Please see the notes to Atlantic Power's historical consolidated financial statements for information relating to the number of shares used in calculating basic and diluted earnings per share for the periods presented.

(d) At the time of Atlantic Power's initial public offering, its publicly traded security was an income participating security, or an "IPS", each of which was comprised of one common share and C\$5.767 principal amount of 11% subordinated notes due 2016. On November 27, 2009, Atlantic Power converted from the IPS structure to a traditional common share structure. In connection with the conversion, each IPS was exchanged for one new common share.

Table of Contents**Selected Historical Consolidated Financial Data of CPILP**

The following table presents selected consolidated financial information for CPILP. The selected historical financial data as of, and for the years ended, December 31, 2010, 2009 and 2008 has been derived from CPILP's audited consolidated financial statements for those periods prepared under Canadian generally accepted accounting principles and delivered together with, and/or incorporated by reference into this joint proxy statement. Data as of, and for the years ended, December 31, 2010 and 2009 has been reconciled to U.S. generally accepted accounting principles as noted below. The selected historical financial data as of, and for the years ended, December 31, 2007 and 2006 has been derived from the audited consolidated financial statements of CPILP prepared under Canadian generally accepted accounting principles not appearing in this joint proxy statement. The selected historical financial data as of, and for the six-month periods ended June 30, 2011 and 2010 has been derived from CPILP's unaudited consolidated financial statements for those periods prepared using International Financial Reporting Standards and delivered together with, and/or incorporated by reference into this joint proxy statement.

Data for all periods presented below is reported in Canadian dollars. You should read the following selected consolidated financial data together with CPILP's consolidated financial statements and the notes thereto and the discussion under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for CPILP, delivered together with, and/or incorporated by reference into this joint proxy statement.

(in thousands of Canadian dollars, except per unit data)	Year Ended December 31,					Six months ended June 30,	
	2010	2009	2008	2007	2006	2011(a)(b)	2010(a)(b)
Revenue	\$ 532,377	\$ 586,491	\$ 499,267	\$ 549,872	\$ 326,900	\$ 261,524	\$ 241,453
Depreciation, amortization and accretion	\$ 98,227	\$ 93,249	\$ 88,313	\$ 85,553	\$ 65,200	\$ 45,461	\$ 47,826
Financial charges and other, net	\$ 40,179	\$ 46,462	\$ 94,836	\$ 8,574	\$ 42,200	\$ 21,457	\$ 21,384
Net income before tax and preferred share dividends	\$ 35,224	\$ 56,812	\$ (91,918)	\$ 108,953	\$ 67,400	\$ 18,741	\$ 4,705
Net income (loss) attributable to equity holders of CPILP	\$ 30,500	\$ 57,553	\$ (67,893)	\$ 30,816	\$ 62,121	\$ 10,529	\$ 8,410
Basic and diluted net income (loss) per unit, C\$	\$ 0.55	\$ 1.07	\$ (1.26)	\$ 0.59	\$ 1.28	\$ 0.19	\$ 0.15
Distributions declared per unit, C\$	\$ 1.76	\$ 1.95	\$ 2.52	\$ 2.52	\$ 2.52	\$ 0.88	\$ 0.88
Total assets	\$ 1,583,910	\$ 1,668,057	\$ 1,809,225	\$ 1,852,573	\$ 1,883,400	\$ 1,471,772	\$ 1,667,775
Total long-term liabilities	\$ 874,190	\$ 853,314	\$ 935,248	\$ 730,940	\$ 757,800	\$ 821,382	\$ 900,995
Operating margin(c)	\$ 187,567	\$ 211,680	\$ 111,446	\$ 216,188	\$ 185,900	\$ 99,675	\$ 77,753

(a) Unaudited.

(b) Results have been prepared using International Financial Reporting Standards.

(c) Operating margin is a non-GAAP financial measure. CPILP uses operating margin as a performance measure. Operating margin is not a defined financial measure according to Canadian generally accepted accounting principles or International Financial Reporting Standards and does not have a standardized meaning prescribed by Canadian generally accepted accounting principles or International Financial Reporting Standards. Therefore, operating margin may not be comparable to similar measures presented by other enterprises.

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Under U.S. GAAP, the following differences are noted for the years indicated below:

(in thousands of Canadian dollars, except per unit data)	Years Ended December 31,	
	2010	2009
Revenue	\$ 532,377	\$ 586,491
Depreciation, amortization and accretion	\$ 98,277	\$ 93,249
Financial charges and other, net	\$ 40,129	\$ 46,462
Net income before tax and preferred share dividends	\$ 39,179	\$ 54,753
Net income (loss) attributable to equity holders of CPILP	\$ 34,455	\$ 55,529
Basic and diluted net income (loss) per unit, C\$	\$ 0.63	\$ 1.03
Distributions declared per unit, C\$	\$ 1.76	\$ 1.95
Total assets	\$ 1,588,352	\$ 1,673,059
Total long-term liabilities	\$ 878,632	\$ 858,317
Operating margin	\$ 191,530	\$ 209,621

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Table of Contents**Summary Unaudited Pro Forma Condensed Combined Consolidated Financial Information**

The following table sets forth selected information about the pro forma financial condition and results of operations, including per share data, of Atlantic Power after giving effect to the completion of Plan of Arrangement with CPILP. The table sets forth selected unaudited pro forma condensed combined consolidated statements of operations for the six months ended June 30, 2011 and the year ended December 31, 2010, as if the Plan of Arrangement had been completed on January 1, 2010, and the selected unaudited pro forma condensed combined consolidated balance sheet data as of June 30, 2011, as if the Plan of Arrangement had been completed on that date. The information presented below was derived from Atlantic Power's and CPILP's consolidated historical financial statements, and should be read in conjunction with these financial statements and the notes thereto, included elsewhere or delivered with, and/or incorporated by reference into this joint proxy statement and the other unaudited pro forma financial data, including related notes, included elsewhere in this joint proxy statement. CPILP's historical consolidated financial statements have been prepared in accordance with Canadian GAAP (or, in the case of the six months ended June 30, 2011, International Financial Reporting Standards) and include a discussion of the significant differences between Canadian GAAP and U.S. GAAP in Note 27 to the CPILP audited consolidated financial statements for the year ended December 31, 2010. For purposes of the unaudited pro forma condensed combined financial data, CPILP's balance sheet financial data has been translated from Canadian Dollars into U.S. Dollars using a C\$/\\$ exchange rate of C\$0.9643 to \$1.00 and is presented in accordance with U.S. GAAP. CPILP's statement of operations financial data has been translated from Canadian dollars into U.S. dollars using an average C\$/\\$ exchange rate of C\$0.9766 to \$1.00 and C\$1.0295 to \$1.00 for the six months ended June 30, 2011 and the year ended December 31, 2010, respectively, and is presented in accordance with U.S. GAAP.

The unaudited pro forma financial data is based on estimates and assumptions that are preliminary and does not purport to represent the financial position or results of operations that would actually have occurred had the Plan of Arrangement been completed as of the dates or at the beginning of the periods presented or what the Combined Company's results will be for any future date or any future period. See the sections entitled "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors".

Unaudited Pro Forma Condensed Combined Consolidated Financial Information

(in thousands of U.S. dollars, except per share data)	Six Months Ended June 30, 2011	Year Ended December 31, 2010
Combined Consolidated Statement of Operations Information		
Project revenues	\$ 346,015	\$ 669,985
Project income	60,937	91,687
Net income	19,817	11,135
Net income attributable to noncontrolling interest	6,952	13,597
Net income (loss) attributable to Atlantic Power Corporation/CPILP	12,865	(2,462)(1)
Earnings (loss) per share		
Basic	\$ 0.11	\$ (0.02)
Diluted	\$ 0.11	\$ (0.02)
Weighted average shares outstanding		
Basic	112,757	106,347
Diluted	113,184	106,347

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(in thousands of U.S. dollars)	As of June 30, 2011
Balance sheet information	
Cash and cash equivalents	\$ 145,409
Total assets	3,456,478
Long-term debt and convertible debentures	1,602,699
Total liabilities	2,096,958
Total Atlantic Power Corporation shareholders' equity	1,128,671
Noncontrolling interest	230,849
Total equity	\$ 1,359,520

- (1) Net income (loss) attributable to Atlantic Power/CPILP on a pro forma basis reflects:
- a. a significant increase in amortization expense as a result of the estimated increase in fair value associated with CPILP PPA's (see Note 5(e) in the notes to the unaudited pro forma condensed combined consolidated financial statements);
 - b. timing differences in Atlantic Power's deferred tax expense; and
 - c. timing differences in CPILP's deferred tax benefit.

Table of Contents**Selected Comparative Per Share/Unit Market Price and Dividend Information**

Atlantic Power common shares are listed and traded on the NYSE under the symbol "AT" and on the TSX under the symbol "ATP". CPILP units are listed and traded on the TSX under the symbol "CPA.UN". On June 17, 2011, the last trading day prior to the announcement of entering into the Arrangement Agreement, the closing sales price of Atlantic Power common shares on the TSX and on the NYSE was C\$14.96 and \$15.41, respectively, and the closing sales price of CPILP units on the TSX was C\$18.63. On September 26, 2011, the most recent practicable date before the date of this joint proxy statement, the closing sales price of Atlantic Power common shares on the TSX and on the NYSE was C\$14.72 and \$14.37, respectively, and the closing sales price of CPILP units on the TSX was C\$19.00. On the date of this joint proxy statement, there were 68,986,977 common shares of Atlantic Power outstanding. On the CPILP record date (September 21, 2011), there were 56,597,899 CPILP units outstanding.

The following table sets forth, for the quarters indicated, the high and low sales price per Atlantic Power common share as reported on both the NYSE and the TSX and the high and low sales price per CPILP unit as reported on the TSX. In addition, the table sets forth the monthly cash dividends per share declared by Atlantic Power with respect to its common shares and the monthly cash distribution per unit declared by CPILP with respect to its limited partnership units.

	Atlantic Power (TSX)			CPILP(TSX)		
	High (C\$)	Low (C\$)	Dividends Declared	High (C\$)	Low (C\$)	Distribution Declared
2009						
First Quarter	9.28	6.34	0.2735	18.98	12.90	0.63
Second Quarter	9.45	7.71	0.2735	16.21	11.65	0.44
Third Quarter	9.49	8.55	0.2735	16.30	13.62	0.44
Fourth Quarter	11.90	9.08	0.2735	15.77	13.35	0.44
2010						
First Quarter	13.85	11.50	0.2735	18.43	15.54	0.44
Second Quarter	12.90	11.20	0.2735	18.14	15.05	0.44
Third Quarter	14.47	12.11	0.2735	18.85	16.03	0.44
Fourth Quarter	15.18	13.31	0.2735	19.02	17.11	0.44
2011						
First Quarter						