

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application of AIP)
Project Franklin Bidco, Inc., Veolia Energy)
North America Holdings, Inc., Thermal North)
America Holdings, Inc. Veolia Energy Missouri,) File No. HM-2020-0039
Inc. and Veolia Energy Kansas City, Inc. for)
Approval of Indirect Merger by Stock Acquisition)
and Related Encumbrances)

NOTICE OF UPDATED CORPORATE STRUCTURE

COMES NOW Applicant Vicinity Energy, Inc. successor to AIP Project Franklin Bidco, Inc., by and through counsel, and for its Notice of Updated Corporate Structure, respectfully states as follows to the Missouri Public Service Commission ("Commission"):

1. The approved transaction closed on December 30, 2019.
2. As directed by the Commission in its Order approving the transaction, Applicant previously submitted the post-closing corporate structure on January 27, 2020, Exhibit 1 attached hereto.
3. Certain changes to the corporate structure are now planned, at the holding company level. In order to keep the Commission fully informed, Applicant submits the attached updated corporate structure which will result from such changes, marked Exhibit 2.
4. As shown on Exhibits 1 and 2, the planned changes at the holding company level will occur below the existing top parent entities and include: (1) dissolving Franklin VCOC LP and distributing its holdings in Franklin Group Holdings LP to its parent entities pro rata, (2) reflecting an intermediate holding company entity in the corporate structure as a direct subsidiary of Antin Infrastructure Partners IV-C SCS and Antin Infrastructure Partners IV FPCI and (3) updating the ownership percentages of the parent entities in their direct subsidiaries.

5. On behalf of all affiliated entities, Applicant confirms that it is understood that pursuant to condition of approval 3.n, all conditions of approval stated in the Order Approving Indirect Merger by Stock Acquisition and Related Encumbrances issued October 30, 2019 will be automatically transferred to all successor entities identified in the revised structural chart, Exhibit 2.

Respectfully submitted,

CURTIS, HEINZ,
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CERTIFICATE OF SERVICE

A true and correct copy of the foregoing was emailed this 14 day of October 2020, to the persons shown on the following list.

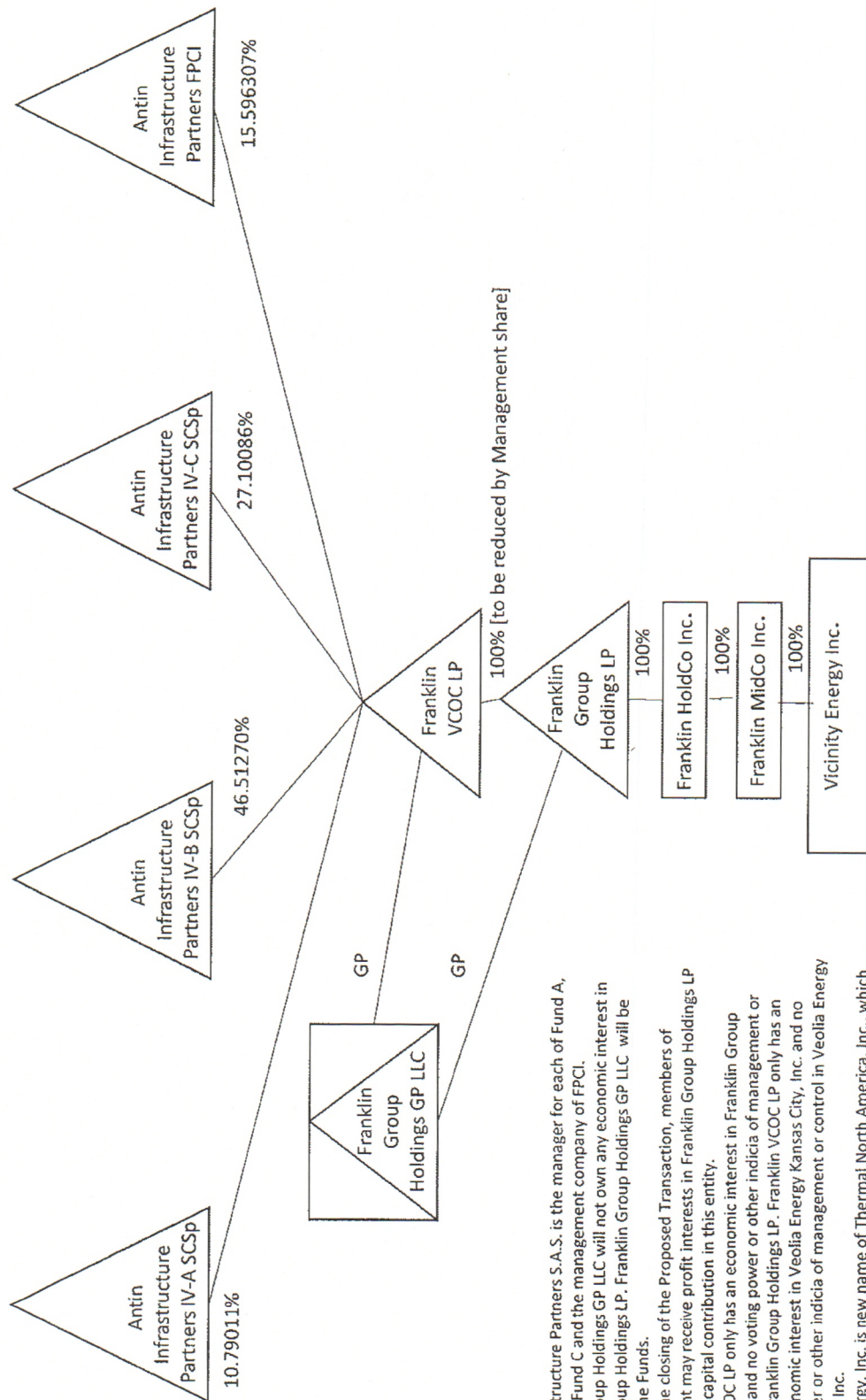
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- 1 Antin Infrastructure Partners S.A.S. is the manager for each of Fund A, Fund B and Fund C and the management company of FPCI.
- 2 Franklin Group Holdings GP LLC will not own any economic interest in Franklin Group Holdings LP. Franklin Group Holdings GP LLC will be owned by the Funds.
- 3 Following the closing of the Proposed Transaction, members of management may receive profit interests in Franklin Group Holdings LP and make a capital contribution in this entity.
- 4 Franklin VCOC LP only has an economic interest in Franklin Group Holdings LP and no voting power or other indicia of management or control in Franklin Group Holdings LP. Franklin VCOC LP only has an indirect economic interest in Veolia Energy Kansas City, Inc. and no voting power or other indicia of management or control in Veolia Energy Kansas City, Inc.
- 5 Vicinity Energy, Inc. is new name of Thermal North America, Inc., which owns 100% of Veolia Energy Kansas City, Inc.

