



**POSITION DESCRIPTION FOR THE CHAIR OF
THE BOARD OF DIRECTORS**
CAPSTONE INFRASTRUCTURE CORPORATION

LAST REVIEWED AUGUST 2018

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POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS

The term "Corporation" herein shall refer to Capstone Infrastructure Corporation and the term "Board" shall refer to the Board of Directors of the Corporation. The term "Management" herein shall refer to senior management of the Corporation and all subsidiaries of the Corporation (each a "Subsidiary").

FUNCTION

The primary responsibility of the Chair of the Board is to provide leadership to the Board to enhance Board effectiveness. The Board has ultimate accountability for the supervision of Management. Critical to meeting this accountability is the relationship between the Board, Management, shareholders and other stakeholders. The Chair, as the presiding member, must ensure that these relationships are effective, efficient and further the best interests of the Corporation.

SPECIFIC RESPONSIBILITIES

In fulfilling his or her responsibility, the Chair will:

1. oversee the Board's discharge of its duties assigned to it by law, the Articles of the Corporation, the Board's Mandate and the Corporate Governance Guidelines;
2. take steps to foster the Board's understanding of its responsibilities and boundaries with Management;
3. oversee the responsibilities delegated to all Board committees, including, but not limited to compensation, governance, nominations, performance evaluations and internal control systems;
4. assist in reviewing and monitoring the strategic plan and budget of the Corporation, policies of the Corporation and the achievement of their objectives;
5. establish procedures to govern the effective and efficient conduct of the Board's work;
6. schedule meetings of the Board and work with committee chairs to co-ordinate the schedule of meetings for committees;
7. organize and present agenda items for Board meetings based on input from directors and Management;
8. oversee the distribution of information to the Board in a manageable form, sufficiently in advance of the meeting;
9. preside over Board meetings and conduct the meetings in an efficient, effective and focussed manner by, among other things, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision making is reached and accurately recorded;
10. help the Board fulfil the goals it sets by assigning specific tasks to members of the Board;

11. work with the committees appointed by the Board, so that they have a proper structure and appropriate assignments;
12. oversee the functions delegated to the committees and monitor the committees' work to see that these functions are carried out and results are reported to the Board;
13. oversee the appropriate communication of Management's strategy, plans and performance to the Board;
14. act as a liaison between the Board and Management;
15. communicate with Management so that they are aware of concerns of the Board, shareholders and other stakeholders;
16. represent the Corporation to external groups, including shareholders, creditors, consumer groups, local communities and all levels of government; and
17. carry out other duties as requested by the Board, as needs and circumstances arise.

Qualifications

The Chair of the Board shall, at a minimum:

18. have carefully considered whether he or she can devote sufficient time and resources to his or her duties as the Chair;
19. have sufficient experience as a member or as Chair of a board of a reporting issuer;
20. have in-depth knowledge of the Corporation's challenges and opportunities, structure, function and services;
21. have a thorough understanding of the governance process;
22. have no conflicts of interest that would prohibit him or her from acting in the best interests of the Corporation, shareholders and stakeholders, or in the event a conflict of interest arises, disclose such conflict of interest and abide by his or her conflict of interest obligations under applicable law;
23. be respected, both personally and professionally, for his or her integrity and judgment, by the Board and management; and
24. have a working relationship with the other members of the Board.