

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500-SF.		OMB Nos. 1210-0110 1210-0089 2019 This Form is Open to Public Inspection	
Part I Annual Report Identification Information					
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019					
A This return/report is for:		☒ a single-employer plan ☐ a multiple-employer plan (not multiemployer) (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)			
B This return/report is		☐ a one-participant plan ☐ a foreign plan			
		☐ the first return/report ☐ the final return/report			
		☐ an amended return/report ☐ a short plan year return/report (less than 12 months)			
C Check box if filing under:		☒ Form 5558 ☐ automatic extension ☐ DFVC program			
		☐ special extension (enter description)			
Part II Basic Plan Information —enter all requested information					
1a Name of plan VICINITY ENERGY PENSION PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES		1b Three-digit plan number (PN) ▶ 002			
		1c Effective date of plan 02/01/2014			
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) VICINITY ENERGY, LLC 100 FRANKLIN STREET 2ND FLOOR BOSTON, MA 02110		2b Employer Identification Number (EIN) 38-3680309		2c Sponsor's telephone number 857-557-7800	
		2d Business code (see instructions) 221100			
3a Plan administrator's name and address ☒ Same as Plan Sponsor.		3b Administrator's EIN		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report. a Sponsor's name VEOLIA ENERGY NORTH AMERICA c Plan Name VEOLIA ENERGY PENSION PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES		4b EIN 38-3680309		4d PN 002	
5a Total number of participants at the beginning of the plan year		5a		35	
b Total number of participants at the end of the plan year		5b		34	
c Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		5c			
d(1) Total number of active participants at the beginning of the plan year		5d(1)		31	
d(2) Total number of active participants at the end of the plan year		5d(2)		28	
e Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		5e		1	
Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.					
Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.					
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2020	DIANE TERWILLIGER		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator		
SIGN HERE					
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500-SF.					
Form 5500-SF (2019) v 190130					

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)..... ☒ Yes ☐ No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)..... ☒ Yes ☐ No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined
- If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4236866. (See instructions.)

Part III Financial Information

7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	1757060	2842471
b Total plan liabilities	7b		
c Net plan assets (subtract line 7b from line 7a)	7c	1757060	2842471
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)	755000	
(2) Participants	8a(2)		
(3) Others (including rollovers)	8a(3)		
b Other income (loss)	8b	351690	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		1106690
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	21279	
e Certain deemed and/or corrective distributions (see instructions) ...	8e		
f Administrative service providers (salaries, fees, commissions)	8f		
g Other expenses	8g		
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		21279
i Net income (loss) (subtract line 8h from line 8c)	8i		1085411
j Transfers to (from) the plan (see instructions)	8j		

Part IV Plan Characteristics

- 9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 3H
- b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions

10 During the plan year:		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a		☒	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b		☒	
c Was the plan covered by a fidelity bond?	10c	☒		10000000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		☒	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e		☒	
f Has the plan failed to provide any benefit when due under the plan?	10f		☒	
g Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g		☒	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and lines 11a and b below.) If this is a defined contribution pension plan, leave line 11 blank and complete line 12 below. ☒ Yes ☐ No

a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 **11a** 0

b **PBGC missed contribution reporting requirements.** If the plan is covered by PBGC and the amount reported on line 11a is greater than \$0, has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

- ☐ Yes.
- ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
- ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
- ☐ No. Other. Provide explanation _____

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? (If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.) If this is a defined benefit pension plan, leave line 12 blank and complete line 11 above. ☐ Yes ☒ No

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year **12b**

c Enter the amount contributed by the employer to the plan for this plan year **12c**

d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d**

e Will the minimum funding amount reported on line 12d be met by the funding deadline? ☐ Yes ☐ No ☐ N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? ☐ Yes ☒ No

If "Yes," enter the amount of any plan assets that reverted to the employer this year. **13a**

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? ☐ Yes ☒ No

c If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2019</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan VICINITY ENERGY PENSION PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES	B Three-digit plan number (PN) 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF VICINITY ENERGY, LLC	D Employer Identification Number (EIN) 38-3680309
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☒ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2019			
2	Assets:			
a	Market value	2a	1752574	
b	Actuarial value	2b	1839055	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	4	204063	204063
b	For terminated vested participants	0	0	0
c	For active participants	31	1770213	1949489
d	Total	35	1974276	2153552
4	If the plan is in at-risk status, check the box and complete lines (a) and (b): ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.63 %	
6	Target normal cost	6	357066	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	
Signature of actuary	Date
REBECCA J. PETERSEN	20-07092
Type or print name of actuary	Most recent enrollment number
WILLIS TOWERS WATSON US LLC	312-288-7700
Firm name	Telephone number (including area code)
233 SOUTH WACKER DRIVE SUITE 1800 CHICAGO, IL 60606	
Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>-5.93</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		15203
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.80</u> %		882
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		16085
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	85.39 %
15 Adjusted funding target attainment percentage	15	85.39 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.55 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/19/2019	105000	0	09/15/2020	50000	0
07/02/2019	100000	0	10/01/2020	95000	0
10/11/2019	100000	0			
01/15/2020	100000	0			
04/15/2020	110000	0			
07/08/2020	95000	0			
Totals ▶			18(b)	755000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	713123

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
3.74 %2nd segment:
5.35 %3rd segment:
6.11 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

4

22 Weighted average retirement age**22**

62

23 Mortality table(s) (see instructions)☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

Part VI Miscellaneous Items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6) **31a** 357066**b** Excess assets, if applicable, but not greater than line 31a **31b** 0**32** Amortization installments:**a** Net shortfall amortization installment Outstanding Balance 314497 Installment 76362**b** Waiver amortization installment 0 0**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) **34** 433428**35** Balances elected for use to offset funding requirement Carryover balance 0 Prefunding balance 0 Total balance 0**36** Additional cash requirement (line 34 minus line 35) **36** 433428**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) **37** 713123**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 279695**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2019

Attained Age	Attained Years of Credited Service ⁴										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	1	0	0	0	0	0	0	0	0	1
35-39	0	1	0	1	0	0	0	0	0	0	2
40-44	0	0	0	0	0	0	0	0	0	0	0
45-49	0	0	0	1	0	0	0	0	0	0	1
50-54	0	3	1	2	0	0	0	1	0	0	7
55-59	0	2	1	1	0	1	0	4	2	0	11
60-64	0	1	0	3	0	0	0	1	0	1	6
65-69	0	1	0	0	0	0	0	0	1	1	3
70 & over	0	0	0	0	0	0	0	0	0	0	0
Total	0	9	2	8	0	1	0	6	3	2	31

⁴ Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
 EIN / PN: 38-3680309/002
 Plan Sponsor: Vicinity Energy, LLC
 Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	3.74%	2.28%
■ Second segment rate	5.35%	3.81%
■ Third segment rate	6.11%	4.46%
■ Effective interest rate	5.63%	4.09%

Annual rates of increase:

- Compensation 3.00%
- Social Security Wage Base 3.00%
- Inflation 2.00%

Plan-related expenses \$25,000. The assumed administrative expense is based on the prior year's actual administrative expenses and current year PBGC fees, rounded to the nearest \$5,000.

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SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality (Healthy and Disabled)	Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2017) and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2017).
Termination	Representative termination rates not due to disability, retirement, or mortality. Rates varying by age and service.

Representative Termination Rates

Attained Age	Percentage leaving during the year				
	Years of Service				
	0-1	2	3	4	5+
20	18.00%	14.50%	11.50%	9.00%	7.00%
25	15.90%	12.80%	10.10%	8.10%	4.90%
30	14.40%	11.10%	8.40%	6.20%	3.40%
35	13.30%	10.00%	7.20%	4.90%	2.30%
40	12.50%	9.10%	6.30%	3.90%	1.50%
45	11.85%	8.45%	5.60%	3.20%	0.85%
50	11.40%	8.00%	5.05%	2.65%	0.40%
55	11.00%	7.50%	4.65%	2.25%	0.00%
60	0.00%	0.00%	0.00%	0.00%	0.00%

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Disability

Representative Disability Rates

Percentage becoming disabled during the year	
Age	Percentage
20-35	0.085%
40	0.176%
45	0.380%
50	0.639%
55	1.160%
60	1.552%

Retirement

Representative Retirement Rates

Percentage retiring during the year	
Age	Percentage
55	1.00%
56	2.00%
57-58	2.50%
59	5.00%
60	10.00%
61	15.00%
62	50.00%
63-64	40.00%
65-69	95.00%
70+	100.00%

Retirement age for disabled: 100% at 65

Unpredictable Contingent Event Benefit (UCEB) assumptions

Not applicable.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained earliest eligible retirement age.
- Deferred vested benefit The later of age 59 or termination of employment.
- Disability benefit Upon disablement.
- Retirement benefit Upon termination of employment.

Form of payment

80% of male participants and 70% of female participants are assumed to elect a 50% J&S. The remaining 20% of males and 30% of females are assumed to elect a single life annuity.

Percent married

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible male participants and 70% of eligible female participants are assumed to be married.

Spouse age

Male spouses are assumed to be 4 years older than female spouses.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost

Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
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Plan Sponsor: Vicinity Energy, LLC
Valuation Date January 1, 2019

SCHEDULE SB ATTACHMENTS

Actuarial value of assets

Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.00% for 2017 and 6.00% for 2018 (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis Towers Watson has reviewed the plan provisions with Veolia North America and, based on that review, is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

The plan sponsor furnished participant data and claims data as of 1/1/2019. Information on assets, contributions and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Plan related expenses As required by regulations, plan-related expenses are calculated by estimating the expenses to be paid from the trust during the coming year (including, for example, expected PBGC premiums and actuarial, accounting, legal, administration, and trustee fees to be paid from the trust).

Rates of increase in:

- **Compensation** Assumed compensation increases are based on plan sponsor expectations.
- **National average wages (NAW) (e.g. Social Security wage bases)** The assumed NAW is based on assumed CPI as shown below, plus assumed increases in real wages (the portion of GDP increases that becomes part of wages). Such assumed future increases in real wages are based on a combination of recent rates and an expectation that the future rates will be lower than current conditions.
- **Increases in statutory limits (CPI)** The assumed CPI increases are based on forecasts prepared by economists.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality Assumptions used for funding purposes are as prescribed by IRC §430(h).

Disabled Mortality Assumptions used for funding purposes are as prescribed by IRC §430(h).

Termination Assumed termination rates were based upon prior plan experience and differ by age and service because of expected differences in termination rates by service.

Disability Disability rates were based upon prior plan experience, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Retirement Retirement rates were based upon prior plan experience, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Benefit commencement date for deferred benefits:

- Preretirement death benefit
Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.
- Deferred vested benefit
Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible. Deferred vested early commencement factors are not subsidized, so the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.

Form of payment

The percentage of retiring participants assumed to take joint and survivor annuities, and the assumed survivor percentages, are based on observed retirement experience.

Source of Prescribed Methods

Funding methods

The methods used for funding purposes, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods

Changes in assumptions and methods since prior valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC §430.
- The mortality table used to calculate the funding target and target normal cost was updated to reflect the new tables, based on RP-2014 and subsequent Society of Actuaries studies, published by the IRS in October 2017 in regulation §1.430(h)(3)-1.
- The assumed plan-related expenses added to the target normal cost were changed from \$45,000 for the prior valuation to \$25,000 for the current valuation to account for expected expenses to be paid from the trust.
- The assumed CPI increases in statutory limits was changed from 2.50% for the prior valuation to 2.00% for the current valuation.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Vicinity Energy Pension Plan for Collectively Bargained Employees	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Vicinity Energy, LLC	D Employer Identification Number (EIN) 38-3680309
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☒ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 01 Day 01 Year 2019	
2 Assets:	
a Market value.....	2a 1,752,574
b Actuarial value	2b 1,839,055
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants 4 (2) Vested Funding Target 204,063 (3) Total Funding Target 204,063
b For terminated vested participants	0 0 0
c For active participants	31 1,770,213 1,949,489
d Total	35 1,974,276 2,153,552
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate.....	5 5.63%
6 Target normal cost	6 357,066

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Rebecca J. Petersen Signature of actuary Rebecca J. Petersen Type or print name of actuary Willis Towers Watson US LLC Firm name 233 South Wacker Drive Suite 1800 Chicago IL 60606 Address of the firm	 10/12/20 Date 2007092 Most recent enrollment number 312-288-7700 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2019
v. 190130

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>-5.93%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		15,203
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.80%</u>		882
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
c Total available at beginning of current plan year to add to prefunding balance.....		16,085
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	85.39%
15 Adjusted funding target attainment percentage.....	15	85.39%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.55%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/19/2019	105,000	0			
07/02/2019	100,000	0			
10/11/2019	100,000	0			
01/15/2020	100,000	0			
04/15/2020	110,000	0			
07/08/2020	95,000	0			
09/15/2020	50,000	0			
10/01/2020	95,000	0			
Totals ▶			18(b)	755,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	713,123

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year				
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th	
0	0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 3.74 %	2nd segment: 5.35 %	3rd segment: 6.11 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	357,066	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	314,497		76,362
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	433,428	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	433,428	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	713,123	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	279,695	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:				
a Schedule elected	☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011			

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Vicinity Energy, LLC
EIN/PN	38-3680309/002
Plan Name	Vicinity Energy Pension Plan for Collectively Bargained Employees
Valuation Date	January 1, 2019
Enrolled Actuary	Rebecca J. Petersen
Enrollment Number	20-07092

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Item 19 includes the final residual contribution of \$95,000 with a discounted value of \$86,323 made for the 2019 plan year after September 15, 2020. However, as a result of the provisions contained in the Coronavirus Aid, Relief, and Economic Security (CARES) Act that was signed into law in March 2020, the plan sponsor is allowed to defer the final residual contribution required for the plan year beginning January 1, 2019 that was originally due no later than September 15, 2020 to a date no later than January 1, 2021. As a result, there is no 5% "interest penalty" for a contribution made after its pre-CARES Act due date and before the extended due date. Also, since this contribution was made before the Schedule SB filing date, there is no unpaid minimum required contribution at this time and therefore it is not anticipated that a revised Schedule SB for the plan year beginning January 1, 2019 will be completed, unless the IRS provides different guidance as to how this should be addressed.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2019

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
3/19/2019	2019	105,000	5.63%	0.216670	N/A	N/A	103,761
7/2/2019	2019	100,000	5.63%	0.502780	N/A	N/A	97,284
10/11/2019	2019	100,000	5.63%	0.777780	N/A	N/A	95,829
1/15/2020	2019	100,000	5.63%	1.038890	N/A	N/A	94,469
4/15/2020	2019	110,000	5.63%	1.288890	N/A	N/A	102,502
7/8/2020	2019	95,000	5.63%	1.519440	N/A	N/A	87,414
9/15/2020	2019	50,000	5.63%	1.705560	N/A	N/A	45,541
10/1/2020	2019	95,000	5.63%	1.705560 ¹	5.46% ²	0.044444 ³	86,323
Total		755,000					713,123

¹ "Days into Year" for quarterly due date.

² 2020 EIR instead of 5% "interest penalty" rate.

³ "Days Late" on wrap-up contribution.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
 EIN / PN: 38-3680309/002
 Plan Sponsor: Vicinity Energy, LLC
 Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2019

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.0100	1,000,000	1.000000	0.010000	0.550000
56	0.0200	990,000	0.990000	0.019800	1.108800
57	0.0250	970,200	0.970200	0.024255	1.382535
58	0.0250	945,945	0.945945	0.023649	1.371620
59	0.0500	922,296	0.922296	0.046115	2.720774
60	0.1000	876,182	0.876182	0.087618	5.257089
61	0.1500	788,563	0.788563	0.118285	7.215355
62	0.5000	670,279	0.670279	0.335139	20.778646
63	0.4000	335,139	0.335139	0.134056	8.445514
64	0.4000	201,084	0.201084	0.080433	5.147742
65	0.9500	120,650	0.120650	0.114618	7.450150
66	0.9500	6,033	0.006033	0.005731	0.378238
67	0.9500	302	0.000302	0.000287	0.019198
68	0.9500	15	0.000015	0.000014	0.000974
69	0.9500	1	0.000001	0.000001	0.000049
70	1.0000	0	0.000000	0.000000	0.000003
Average age at retirement					61.826689

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	3.74%	2.28%
■ Second segment rate	5.35%	3.81%
■ Third segment rate	6.11%	4.46%
■ Effective interest rate	5.63%	4.09%

Annual rates of increase:

- Compensation 3.00%
- Social Security Wage Base 3.00%
- Inflation 2.00%

Plan-related expenses \$25,000. The assumed administrative expense is based on the prior year's actual administrative expenses and current year PBGC fees, rounded to the nearest \$5,000.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality (Healthy and Disabled)	Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2017) and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2017).
Termination	Representative termination rates not due to disability, retirement, or mortality. Rates varying by age and service.

Representative Termination Rates

Attained Age	Percentage leaving during the year				
	Years of Service				
	0-1	2	3	4	5+
20	18.00%	14.50%	11.50%	9.00%	7.00%
25	15.90%	12.80%	10.10%	8.10%	4.90%
30	14.40%	11.10%	8.40%	6.20%	3.40%
35	13.30%	10.00%	7.20%	4.90%	2.30%
40	12.50%	9.10%	6.30%	3.90%	1.50%
45	11.85%	8.45%	5.60%	3.20%	0.85%
50	11.40%	8.00%	5.05%	2.65%	0.40%
55	11.00%	7.50%	4.65%	2.25%	0.00%
60	0.00%	0.00%	0.00%	0.00%	0.00%

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Disability

Representative Disability Rates

Percentage becoming disabled during the year	
Age	Percentage
20-35	0.085%
40	0.176%
45	0.380%
50	0.639%
55	1.160%
60	1.552%

Retirement

Representative Retirement Rates

Percentage retiring during the year	
Age	Percentage
55	1.00%
56	2.00%
57-58	2.50%
59	5.00%
60	10.00%
61	15.00%
62	50.00%
63-64	40.00%
65-69	95.00%
70+	100.00%

Retirement age for disabled: 100% at 65

Unpredictable Contingent Event Benefit (UCEB) assumptions

Not applicable.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained earliest eligible retirement age.
- Deferred vested benefit The later of age 59 or termination of employment.
- Disability benefit Upon disablement.
- Retirement benefit Upon termination of employment.

Form of payment

80% of male participants and 70% of female participants are assumed to elect a 50% J&S. The remaining 20% of males and 30% of females are assumed to elect a single life annuity.

Percent married

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible male participants and 70% of eligible female participants are assumed to be married.

Spouse age

Male spouses are assumed to be 4 years older than female spouses.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost

Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date January 1, 2019

SCHEDULE SB ATTACHMENTS

Actuarial value of assets

Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.00% for 2017 and 6.00% for 2018 (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis Towers Watson has reviewed the plan provisions with Veolia North America and, based on that review, is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

The plan sponsor furnished participant data and claims data as of 1/1/2019. Information on assets, contributions and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Plan related expenses As required by regulations, plan-related expenses are calculated by estimating the expenses to be paid from the trust during the coming year (including, for example, expected PBGC premiums and actuarial, accounting, legal, administration, and trustee fees to be paid from the trust).

Rates of increase in:

- Compensation Assumed compensation increases are based on plan sponsor expectations.
- National average wages (NAW) (e.g. Social Security wage bases) The assumed NAW is based on assumed CPI as shown below, plus assumed increases in real wages (the portion of GDP increases that becomes part of wages). Such assumed future increases in real wages are based on a combination of recent rates and an expectation that the future rates will be lower than current conditions.
- Increases in statutory limits (CPI) The assumed CPI increases are based on forecasts prepared by economists.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality Assumptions used for funding purposes are as prescribed by IRC §430(h).

Disabled Mortality Assumptions used for funding purposes are as prescribed by IRC §430(h).

Termination Assumed termination rates were based upon prior plan experience and differ by age and service because of expected differences in termination rates by service.

Disability Disability rates were based upon prior plan experience, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Retirement Retirement rates were based upon prior plan experience, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
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Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Benefit commencement date for deferred benefits:

- Preretirement death benefit
Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.
- Deferred vested benefit
Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible. Deferred vested early commencement factors are not subsidized, so the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.

Form of payment

The percentage of retiring participants assumed to take joint and survivor annuities, and the assumed survivor percentages, are based on observed retirement experience.

Source of Prescribed Methods

Funding methods

The methods used for funding purposes, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods

Changes in assumptions and methods since prior valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC §430.
- The mortality table used to calculate the funding target and target normal cost was updated to reflect the new tables, based on RP-2014 and subsequent Society of Actuaries studies, published by the IRS in October 2017 in regulation §1.430(h)(3)-1.
- The assumed plan-related expenses added to the target normal cost were changed from \$45,000 for the prior valuation to \$25,000 for the current valuation to account for expected expenses to be paid from the trust.
- The assumed CPI increases in statutory limits was changed from 2.50% for the prior valuation to 2.00% for the current valuation.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

The assumed CPI increases in statutory limits was changed from 2.50% for the prior valuation to 2.00% for the current valuation.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

The plan was originally effective February 1, 2014.

Covered employees Bargaining unit employees represented by the Utility Workers' Union of America Local 369 and employed at the (New England) Kendall Cogeneration Station.

Participation date February 1, 2014 if previously covered by the GenOn Mirant Bargaining Unit Pension Plan. If hired on or after February 1, 2014, the first day of the next month following the date on which he first completed an Eligibility Year of Service.

Prior plan employee groups

CES Hired Employee before 1/1/1999:
Employee previously hired by Mirant on 1/1/1999 from Commonwealth Energy Systems as a result of an acquisition by Mirant of the Kendall plan on 12/31/1998.

Grandfathered CES Employee: Attained age 55 and Rule of 75 under the GenOn Plan at 12/31/2009.

Non-Grandfathered CES Hired Employee: Not age 55 and Rule of 75 at 12/31/2009.

Mirant Hired Employee between 1/1/1999 and 12/31/2004:
Employee hired by a Prior Kendall Employer between 1/1/1999 and 12/31/2004. Different formulas apply depending whether Rule of 75 applies.

GenOn Hired Employee between 1/1/2005 and 1/31/20014:
Employee previously hired by a Prior Kendall Employer to work at the Mirant Kendall location between 1/1/2005 and 2/1/2014.

Veolia Energy Hired Employee after 2/1/2014

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Definitions

Pension service

Basic Formula:

Hours of Service in
Plan Year $\geq$ 1,680

1 year of Accredited Service

1,680 < Hours of Service in
Plan Year $\leq$ 1000

1/12 of a year of Accredited for
each 140 hours of service

Hours of Service in
Plan Year < 1,000

1/12 of a year of Accredited
Service for each 140 hours of
service if during Employee's
initial Plan Year of Eligibility or if
during Plan Year of termination
or ceased to be eligible.

Frozen plan Formulas: Based on 1,000 hour anniversary years
of employment.

Vesting service

One year for 12 consecutive month periods from date of
hire/rehire of 1,000 hours.

Pensionable pay

Basic Formula:

Total wages, determined as follows:

Salaried: Highest annual rate of base salary or wages during a
Plan Year or,

Hourly or weekly paid: Annualized highest rate of base pay for
any week during the Plan Year. Not to exceed the maximum
pensionable pay (i.e., \$200,000 in 2002).

Frozen Plan Formula:

CES Hired and Mirant Hired: Total wages determined as
annualized authorized basic rate of pay in effect on each
January 1 ignoring overtime, commissions and bonuses.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Average earnings

Basic Formula:

High 5 plan years out of last 10 years of participation. Earnings with a prior Kendall Employer are included.

Frozen Plan Formula:

CES and Mirant Hired: High 3 consecutive Plan Years out of final 10 years. Earnings with a prior Kendall Employer are included.

Normal retirement date (NRD)

Age 65 or 5th anniversary of initial participation if later.

Accrued Benefit

Basic Plan Formula:

.01 x Final Average Earnings x Credited Service

CES Hired - Greater of:

(i). $0.018333 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)}$
+ $0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$
minus $\text{SSRA\%} \times \text{Min (Final Average Earnings, Covered Compensation)} \times \text{Min (Benefit Service, 35)}$. $\text{SSRA\%} = 0.006$ if
year of birth < 1938, 0.0055 if $1937 < \text{Year of Birth} < 1955$ or 0.005
If Year of Birth is greater than 1954.

(ii). $0.014 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)}$ +
 $0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$

(iii). $25 \times 12 \times \text{Min (Benefit Service, 40)}$

Mirant Hired - Basic Formula for service after 12/31/2004.

For service prior to 12/31/2004, greater of:

(i). $0.018333 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)}$ +
 $0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$
minus $\text{SSRA\%} \times \text{Min (Final Average Earnings, Covered Compensation)} \times \text{Min (Benefit Service, 35)}$. $\text{SSRA\%} = 0.006$ if
year of birth < 1938, .0055 if $1937 < \text{Year of Birth} < 1955$ or 0.005
If Year of Birth is greater than 1954.

(ii). $0.014 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)}$ +
 $0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$

(iii). $25 \times 12 \times \text{Min (Benefit Service, 40)}$

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Benefits are determined with all Years of Credited Service and Earnings with the company and Prior Kendall Employers as recognized under the GenOn Plan and the CES Plan, then offset by the vested accrued benefits under those prior plans.

For terminated employees rehired by the Company, service after rehire will be under the Basic Plan Formula.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 50 and 10 years of credited service. CES hired employee 55 with 10 years of credited service.
Postponed retirement	Retirement on NRD
Deferred vested termination	Termination for reasons other than death or retirement after becoming 100% vested with 5 years of Vesting Service.
Disability	5 years of Vesting Service, totally disabled and granted either Social Security disability benefits or long-term disability under the Company's long term disability benefit plan.
Preretirement death benefit	5 years of service with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	The accrued benefit payable on NRD.
Early retirement	<u>Basic Formula:</u> Accrued benefit reduced 6% per year for commencement between 55 and Normal Retirement Date, and 4% per year for commencement prior to age 55. CES Grandfathered: Unreduced Accrued Benefit.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

CES Non-Grandfathered:

Rule of 75, greater of (i) 12/31/2004 Accrued benefit with Supplemental Benefit prior to age 62 or (ii) Accrued Benefit based on all service and pay, reduced 2%/year for ages from 65 to 62 and 4% per year for commencement prior to age 62. No Supplemental Benefit.

Not Rule of 75, greater of (i) 12/31/2004 Accrued benefit, actuarially reduced for Early commencement, No Supplemental Benefit; or (ii) Accrued benefit based on all service and pay, reduced 2% per year for ages from 65 to 62 and 4% per year for commencement prior to age 62, No Supplemental Benefit.

Mirant:

Basic Formula:

Accrued benefit reduced 6% per year for commencement between 55 and Normal Retirement Date, and 4% per year for commencement prior to age 55.

Frozen Formula:

Rule of 75, greater of ((i) 12/31/2004 Accrued benefit with Supplemental Benefit prior to age 62 or (ii) Accrued Benefit based on all service and pay, reduced 2%/year for ages from 65 to 62 and 4% per year for commencement prior to age 62. No Supplemental Benefit.

Not Rule of 75, greater of (i) 12/31/204 Accrued benefit, actuarially reduced for Early commencement, No Supplemental Benefit; or (ii) Accrued benefit based on all service and pay, reduced 2% per year for ages from 65 to 62 and 4% per year for commencement prior to age 62, No Supplemental Benefit.

Supplemental Benefit:

For CES/Mirant hired employees: Additional monthly payment commencing on Employee's Early Retirement Date and payable until age 62. Rule of 75 means the Employee's age and Years of Service equals at least 75.

Postponed retirement

Larger of the benefit based on continued accruals to late retirement or the benefit at Normal Retirement Date with actuarial adjustment. The plan provides for suspension of benefits.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Deferred vested termination

Basic Formula:

The participant's accrued pension as of the date of termination is payable at normal retirement date. Payments may commence as early as age 50 if the participant had 10 years of service at termination.

Frozen Formula:

CES Hired: The participant's accrued pension as of the date of termination is payable at normal retirement date. Payments may commence as early as age 55 if the participant had 10 years of service at termination with actuarial reduction for early commencement. If Rule of 75 met at termination, the benefit commencing at age 55 is the greater of (i) 12/31/2004 accrued benefit including pre 62 Supplemental Benefit or (ii) Accrued benefit with total service and pay reduced 2% per year from ages 65-62 and 4% per year prior to 62, No Supplemental Benefit.

Mirant Hired: The participant's accrued pension as of the date of termination is payable at normal retirement date. Payments may commence as early as age 50 if the participant had 10 years of service at termination. Accrued benefit is actuarially reduced for early commencement.

Disablement

Earnings are projected during disability leave.

Preretirement death

Basic Formula:

Death of Active Employee: Monthly payments will begin following the participant's death, or the participant's age 50 if later, and will continue for life. Amount is based on 50% J&S optional form with no reduction for early commencement

Death of Terminated Employee: Monthly payments will begin following the participant's death, or the participant's age 50 if later, and will continue for life. Amount is based on 50% J&S optional form with reduction for early commencement

Frozen Formula for CES and Mirant:

Rule of 75 - Survivor portion of 50%J&S benefit payable immediately. If not married, actuarial equivalent 5 year certain annuity payable to non-spouse beneficiary.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Not Rule of 75 - Survivor portion of 50%J&S benefit payable at later of participant's age 55 or death. Benefit is actuarially reduced for early commencement.

Other Plan Provisions

Plan year The twelve-month period ending December 31.

Forms of payment

Normal form:

Benefits are paid as a single life annuity if the participant has no eligible spouse, otherwise as a 50% joint and survivor annuity.

Optional forms of payment include:

- 10-Year Certain and Life Annuity
- 100% Joint and Survivor Annuity
- 75% Joint and Survivor Annuity
- 50% Joint and Survivor Annuity

Actuarial equivalence

Basic Formula:

Interest: Applicable Interest rate as defined in Code Section 417(e)(3), for the month of August of the calendar year that precedes the calendar year in which the annuity starting date occurs.

Mortality: Applicable Mortality Table as defined in Code Section 417(e)(3).

Maximum reductions: 90% for 50%J&S, 85% for 75% J&S, 80% for 100% J&S.

Frozen Formula:

GAM 71 mortality weighted 90% male, 10% female, 8.5%.

CES GF participants receive the 50% J&S without reduction.

Pension Increases

Not applicable.

Plan participants' contributions

Not applicable.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2019, the limit is \$280,000.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2019

Attained Age	Attained Years of Credited Service ⁴										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	1	0	0	0	0	0	0	0	0	1
35-39	0	1	0	1	0	0	0	0	0	0	2
40-44	0	0	0	0	0	0	0	0	0	0	0
45-49	0	0	0	1	0	0	0	0	0	0	1
50-54	0	3	1	2	0	0	0	1	0	0	7
55-59	0	2	1	1	0	1	0	4	2	0	11
60-64	0	1	0	3	0	0	0	1	0	1	6
65-69	0	1	0	0	0	0	0	0	1	1	3
70 & over	0	0	0	0	0	0	0	0	0	0	0
Total	0	9	2	8	0	1	0	6	3	2	31

⁴ Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
 EIN / PN: 38-3680309/002
 Plan Sponsor: Vicinity Energy, LLC
 Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2019

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1. Shortfall	01/01/2019	113,083	7	113,083	18,375
2. Shortfall	01/01/2018	119,403	6	105,707	19,493
3. Shortfall	01/01/2017	9,244	5	7,062	1,518
4. Shortfall	01/01/2016	102,243	4	64,005	16,893
5. Shortfall	01/01/2015	(95,791)	3	(46,088)	(15,930)
6. Shortfall	01/01/2014	193,423	2	70,728	36,013
Total				314,497	76,362

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Vicinity Energy, LLC
EIN/PN	38-3680309/002
Plan Name	Vicinity Energy Pension Plan for Collectively Bargained Employees
Valuation Date	January 1, 2019
Enrolled Actuary	Rebecca J. Petersen
Enrollment Number	20-07092

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Item 19 includes the final residual contribution of \$95,000 with a discounted value of \$86,323 made for the 2019 plan year after September 15, 2020. However, as a result of the provisions contained in the Coronavirus Aid, Relief, and Economic Security (CARES) Act that was signed into law in March 2020, the plan sponsor is allowed to defer the final residual contribution required for the plan year beginning January 1, 2019 that was originally due no later than September 15, 2020 to a date no later than January 1, 2021. As a result, there is no 5% "interest penalty" for a contribution made after its pre-CARES Act due date and before the extended due date. Also, since this contribution was made before the Schedule SB filing date, there is no unpaid minimum required contribution at this time and therefore it is not anticipated that a revised Schedule SB for the plan year beginning January 1, 2019 will be completed, unless the IRS provides different guidance as to how this should be addressed.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2019

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
3/19/2019	2019	105,000	5.63%	0.216670	N/A	N/A	103,761
7/2/2019	2019	100,000	5.63%	0.502780	N/A	N/A	97,284
10/11/2019	2019	100,000	5.63%	0.777780	N/A	N/A	95,829
1/15/2020	2019	100,000	5.63%	1.038890	N/A	N/A	94,469
4/15/2020	2019	110,000	5.63%	1.288890	N/A	N/A	102,502
7/8/2020	2019	95,000	5.63%	1.519440	N/A	N/A	87,414
9/15/2020	2019	50,000	5.63%	1.705560	N/A	N/A	45,541
10/1/2020	2019	95,000	5.63%	1.705560 ¹	5.46% ²	0.044444 ³	86,323
Total		755,000					713,123

¹ "Days into Year" for quarterly due date.

² 2020 EIR instead of 5% "interest penalty" rate.

³ "Days Late" on wrap-up contribution.

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
 EIN / PN: 38-3680309/002
 Plan Sponsor: Vicinity Energy, LLC
 Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2019

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.0100	1,000,000	1.000000	0.010000	0.550000
56	0.0200	990,000	0.990000	0.019800	1.108800
57	0.0250	970,200	0.970200	0.024255	1.382535
58	0.0250	945,945	0.945945	0.023649	1.371620
59	0.0500	922,296	0.922296	0.046115	2.720774
60	0.1000	876,182	0.876182	0.087618	5.257089
61	0.1500	788,563	0.788563	0.118285	7.215355
62	0.5000	670,279	0.670279	0.335139	20.778646
63	0.4000	335,139	0.335139	0.134056	8.445514
64	0.4000	201,084	0.201084	0.080433	5.147742
65	0.9500	120,650	0.120650	0.114618	7.450150
66	0.9500	6,033	0.006033	0.005731	0.378238
67	0.9500	302	0.000302	0.000287	0.019198
68	0.9500	15	0.000015	0.000014	0.000974
69	0.9500	1	0.000001	0.000001	0.000049
70	1.0000	0	0.000000	0.000000	0.000003
Average age at retirement					61.826689

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
 EIN / PN: 38-3680309/002
 Plan Sponsor: Vicinity Energy, LLC
 Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

The plan was originally effective February 1, 2014.

Covered employees Bargaining unit employees represented by the Utility Workers' Union of America Local 369 and employed at the (New England) Kendall Cogeneration Station.

Participation date February 1, 2014 if previously covered by the GenOn Mirant Bargaining Unit Pension Plan. If hired on or after February 1, 2014, the first day of the next month following the date on which he first completed an Eligibility Year of Service.

Prior plan employee groups

CES Hired Employee before 1/1/1999:
Employee previously hired by Mirant on 1/1/1999 from Commonwealth Energy Systems as a result of an acquisition by Mirant of the Kendall plan on 12/31/1998.

Grandfathered CES Employee: Attained age 55 and Rule of 75 under the GenOn Plan at 12/31/2009.

Non-Grandfathered CES Hired Employee: Not age 55 and Rule of 75 at 12/31/2009.

Mirant Hired Employee between 1/1/1999 and 12/31/2004:
Employee hired by a Prior Kendall Employer between 1/1/1999 and 12/31/2004. Different formulas apply depending whether Rule of 75 applies.

GenOn Hired Employee between 1/1/2005 and 1/31/20014:
Employee previously hired by a Prior Kendall Employer to work at the Mirant Kendall location between 1/1/2005 and 2/1/2014.

Veolia Energy Hired Employee after 2/1/2014

Plan Name: Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN: 38-3680309/002
Plan Sponsor: Vicinity Energy, LLC
Valuation Date: January 1, 2019

SCHEDULE SB ATTACHMENTS

Definitions

Pension service

Basic Formula:

Hours of Service in
Plan Year $\geq$ 1,680

1 year of Accredited Service

1,680 < Hours of Service in
Plan Year $\leq$ 1000

1/12 of a year of Accredited for
each 140 hours of service

Hours of Service in
Plan Year < 1,000

1/12 of a year of Accredited
Service for each 140 hours of
service if during Employee's
initial Plan Year of Eligibility or if
during Plan Year of termination
or ceased to be eligible.

Frozen plan Formulas: Based on 1,000 hour anniversary years
of employment.

Vesting service

One year for 12 consecutive month periods from date of
hire/rehire of 1,000 hours.

Pensionable pay

Basic Formula:

Total wages, determined as follows:

Salaried: Highest annual rate of base salary or wages during a
Plan Year or,

Hourly or weekly paid: Annualized highest rate of base pay for
any week during the Plan Year. Not to exceed the maximum
pensionable pay (i.e., \$200,000 in 2002).

Frozen Plan Formula:

CES Hired and Mirant Hired: Total wages determined as
annualized authorized basic rate of pay in effect on each
January 1 ignoring overtime, commissions and bonuses.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Average earnings

Basic Formula:

High 5 plan years out of last 10 years of participation. Earnings with a prior Kendall Employer are included.

Frozen Plan Formula:

CES and Mirant Hired: High 3 consecutive Plan Years out of final 10 years. Earnings with a prior Kendall Employer are included.

Normal retirement date (NRD)

Age 65 or 5th anniversary of initial participation if later.

Accrued Benefit

Basic Plan Formula:

.01 x Final Average Earnings x Credited Service

CES Hired - Greater of:

(i). $0.018333 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)} + 0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$ minus SSRA% x Min (Final Average Earnings, Covered Compensation) x Min (Benefit Service, 35). SSRA% = 0.006 if year of birth < 1938, 0.0055 if 1937 < Year of Birth < 1955 or 0.005 If Year of Birth is greater than 1954.

(ii). $0.014 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)} + 0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$

(iii). $25 \times 12 \times \text{Min (Benefit Service, 40)}$

Mirant Hired - Basic Formula for service after 12/31/2004.

For service prior to 12/31/2004, greater of:

(i). $0.018333 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)} + 0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$ minus SSRA% x Min (Final Average Earnings, Covered Compensation) x Min (Benefit Service, 35). SSRA% = 0.006 if year of birth < 1938, .0055 if 1937 < Year of Birth < 1955 or 0.005 If Year of Birth is greater than 1954.

(ii). $0.014 \times \text{Final Average Earnings} \times \text{Min (Benefit Service, 30)} + 0.01 \times \text{Final Average Earnings} \times \text{Min (5, Benefit Service - 30)}$

(iii). $25 \times 12 \times \text{Min (Benefit Service, 40)}$

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Benefits are determined with all Years of Credited Service and Earnings with the company and Prior Kendall Employers as recognized under the GenOn Plan and the CES Plan, then offset by the vested accrued benefits under those prior plans.

For terminated employees rehired by the Company, service after rehire will be under the Basic Plan Formula.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 50 and 10 years of credited service. CES hired employee 55 with 10 years of credited service.
Postponed retirement	Retirement on NRD
Deferred vested termination	Termination for reasons other than death or retirement after becoming 100% vested with 5 years of Vesting Service.
Disability	5 years of Vesting Service, totally disabled and granted either Social Security disability benefits or long-term disability under the Company's long term disability benefit plan.
Preretirement death benefit	5 years of service with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	The accrued benefit payable on NRD.
Early retirement	<u>Basic Formula:</u> Accrued benefit reduced 6% per year for commencement between 55 and Normal Retirement Date, and 4% per year for commencement prior to age 55. CES Grandfathered: Unreduced Accrued Benefit.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

CES Non-Grandfathered:

Rule of 75, greater of (i) 12/31/2004 Accrued benefit with Supplemental Benefit prior to age 62 or (ii) Accrued Benefit based on all service and pay, reduced 2%/year for ages from 65 to 62 and 4% per year for commencement prior to age 62. No Supplemental Benefit.

Not Rule of 75, greater of (i) 12/31/2004 Accrued benefit, actuarially reduced for Early commencement, No Supplemental Benefit; or (ii) Accrued benefit based on all service and pay, reduced 2% per year for ages from 65 to 62 and 4% per year for commencement prior to age 62, No Supplemental Benefit.

Mirant:

Basic Formula:

Accrued benefit reduced 6% per year for commencement between 55 and Normal Retirement Date, and 4% per year for commencement prior to age 55.

Frozen Formula:

Rule of 75, greater of ((i) 12/31/2004 Accrued benefit with Supplemental Benefit prior to age 62 or (ii) Accrued Benefit based on all service and pay, reduced 2%/year for ages from 65 to 62 and 4% per year for commencement prior to age 62. No Supplemental Benefit.

Not Rule of 75, greater of (i) 12/31/204 Accrued benefit, actuarially reduced for Early commencement, No Supplemental Benefit; or (ii) Accrued benefit based on all service and pay, reduced 2% per year for ages from 65 to 62 and 4% per year for commencement prior to age 62, No Supplemental Benefit.

Supplemental Benefit:

For CES/Mirant hired employees: Additional monthly payment commencing on Employee's Early Retirement Date and payable until age 62. Rule of 75 means the Employee's age and Years of Service equals at least 75.

Postponed retirement

Larger of the benefit based on continued accruals to late retirement or the benefit at Normal Retirement Date with actuarial adjustment. The plan provides for suspension of benefits.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
EIN / PN:	38-3680309/002
Plan Sponsor:	Vicinity Energy, LLC
Valuation Date	January 1, 2019

SCHEDULE SB ATTACHMENTS

Deferred vested termination

Basic Formula:

The participant's accrued pension as of the date of termination is payable at normal retirement date. Payments may commence as early as age 50 if the participant had 10 years of service at termination.

Frozen Formula:

CES Hired: The participant's accrued pension as of the date of termination is payable at normal retirement date. Payments may commence as early as age 55 if the participant had 10 years of service at termination with actuarial reduction for early commencement. If Rule of 75 met at termination, the benefit commencing at age 55 is the greater of (i) 12/31/2004 accrued benefit including pre 62 Supplemental Benefit or (ii) Accrued benefit with total service and pay reduced 2% per year from ages 65-62 and 4% per year prior to 62, No Supplemental Benefit.

Mirant Hired: The participant's accrued pension as of the date of termination is payable at normal retirement date. Payments may commence as early as age 50 if the participant had 10 years of service at termination. Accrued benefit is actuarially reduced for early commencement.

Disablement

Earnings are projected during disability leave.

Preretirement death

Basic Formula:

Death of Active Employee: Monthly payments will begin following the participant's death, or the participant's age 50 if later, and will continue for life. Amount is based on 50% J&S optional form with no reduction for early commencement

Death of Terminated Employee: Monthly payments will begin following the participant's death, or the participant's age 50 if later, and will continue for life. Amount is based on 50% J&S optional form with reduction for early commencement

Frozen Formula for CES and Mirant:

Rule of 75 - Survivor portion of 50%J&S benefit payable immediately. If not married, actuarial equivalent 5 year certain annuity payable to non-spouse beneficiary.

Plan Name:	Vicinity Energy Pension Plan for Collectively Bargained Employees
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Not Rule of 75 - Survivor portion of 50%J&S benefit payable at later of participant's age 55 or death. Benefit is actuarially reduced for early commencement.

Other Plan Provisions

Plan year	The twelve-month period ending December 31.
Forms of payment	<p><u>Normal form:</u></p> <p>Benefits are paid as a single life annuity if the participant has no eligible spouse, otherwise as a 50% joint and survivor annuity.</p> <p><u>Optional forms of payment include:</u></p> <ul style="list-style-type: none">■ 10-Year Certain and Life Annuity■ 100% Joint and Survivor Annuity■ 75% Joint and Survivor Annuity■ 50% Joint and Survivor Annuity
Actuarial equivalence	<p><u>Basic Formula:</u></p> <p>Interest: Applicable Interest rate as defined in Code Section 417(e)(3), for the month of August of the calendar year that precedes the calendar year in which the annuity starting date occurs.</p> <p>Mortality: Applicable Mortality Table as defined in Code Section 417(e)(3).</p> <p>Maximum reductions: 90% for 50%J&S, 85% for 75% J&S, 80% for 100% J&S.</p> <p><u>Frozen Formula:</u></p> <p>GAM 71 mortality weighted 90% male, 10% female, 8.5%.</p> <p>CES GF participants receive the 50% J&S without reduction.</p>
Pension Increases	Not applicable.
Plan participants' contributions	Not applicable.

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Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2019, the limit is \$280,000.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

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Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2019

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1. Shortfall	01/01/2019	113,083	7	113,083	18,375
2. Shortfall	01/01/2018	119,403	6	105,707	19,493
3. Shortfall	01/01/2017	9,244	5	7,062	1,518
4. Shortfall	01/01/2016	102,243	4	64,005	16,893
5. Shortfall	01/01/2015	(95,791)	3	(46,088)	(15,930)
6. Shortfall	01/01/2014	193,423	2	70,728	36,013
Total				314,497	76,362

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Schedule SB, Line 24 Change in Actuarial Assumptions

The assumed CPI increases in statutory limits was changed from 2.50% for the prior valuation to 2.00% for the current valuation.

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