

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TerraForm Power, Inc.		2 Issuer's employer identification number (EIN) 46-4780940	
3 Name of contact for additional information James McNeill, Chief Tax Officer	4 Telephone No. of contact (314) 770-7394	5 Email address of contact jmcneill@sunedison.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 13736 Riverport Drive, Suite 1000		7 City, town, or post office, state, and Zip code of contact Maryland Heights, MO 63043	
8 Date of action 12/15/2014		9 Classification and description Common Stock	
10 CUSIP number 88104R100	11 Serial number(s) N/A	12 Ticker symbol TERP	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **TerraForm Power, Inc. made a \$0.1717 per share cash distribution to the holders of its Common Stock on December 15, 2014. The entire distribution was a non-taxable return of capital.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The \$0.1717 per share non-taxable return of capital distribution made on December 15, 2014 will reduce the basis of each share of Common Stock.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **TerraForm Power, Inc. had no current or accumulated earnings and profits as of December 31, 2014. The cash distribution made on December 15, 2014 is a non-taxable return of capital, reducing the basis of each share of Common Stock by the amount of the distribution.**

Part II Organizational Action (continued)

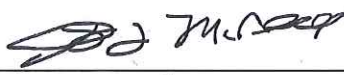
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 301(c)(2)

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The distributions being reported here were made during 2014; consequently, the reportable year is 2014. Stockholders should consult with their Tax Advisor to determine how they should treat the return of capital distributions they received during 2014 as it relates to their individual circumstances.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 3/28/16

Print your name ▶ James McNeill Title ▶ Chief Tax Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.