

**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 Michael Ragusa, Chief Accounting Officer		4 Telephone No. of contact (646) 992-2400	
5 Email address of contact mragusa@terraform.com		6 Number and street (or P.O. box if mail is not delivered to street address) of contact 200 Liberty Street, 14th Floor	
7 City, town, or post office, state, and ZIP code of contact New York, NY 10281		8 Date of action December 17, 2018	
9 Classification and description Common Stock Class A		10 CUSIP number 88104R209	
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 \$0.19 per share cash distribution to the holders of its Class A Common Stock on December 17, 2018. The entire distribution is a non-taxable distribution 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 distribution is to be treated as a return of capital. The portion of the distribution that constitutes a return of capital will decrease the shareholder's basis in their TerraForm Power, Inc. Class A Common Stock.**

Date of Distribution: December 17, 2018

Distribution per Share: \$0.19/share

Return of Capital per Share: \$0.19/share

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. has no current or accumulated earnings and profits as of December 17, 2018 and is not projected to have positive earnings and profits through December 31, 2018.**

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 distribution being reported was made during 2018; consequently the reporting year is 2018. Stockholders should consult with their Tax Advisor to determine how they should treat the return of capital distribution they received during 2018 as it relates to their individual circumstances.

Sign Here
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.
Signature ▶ *Michael Raqusa* Date ▶ 7/1/2019
Print your name ▶ Michael Raqusa Title ▶ Chief Accounting 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.