
**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)*

TerraForm Power, Inc.

(Name of Issuer)

Common stock, Class A, \$0.01 par value
(Title of Class of Securities)

88104R100
(CUSIP Number)

A.J. Silber
Brookfield Asset Management Inc.
Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3
(416) 363-9491
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 17, 2016
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1	NAMES OF REPORTING PERSONS BROOKFIELD ASSET MANAGEMENT INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 11,075,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 11,075,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,075,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.12% ⁽¹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS PARTNERS LIMITED	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 11,075,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 11,075,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,075,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.12%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(2) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 10,450,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 10,450,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,450,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.44% ⁽³⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(3) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS BROOKFIELD INFRASTRUCTURE FUND III GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 10,450,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 10,450,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,450,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.44% ⁽⁴⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(4) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS ORION US GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 10,450,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 10,450,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,450,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.44% ⁽⁵⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(5) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS ORION US HOLDINGS 1 L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 10,450,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 10,450,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,450,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.44% ⁽⁶⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(6) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CREDIT) LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 625,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 625,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 625,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.68% ⁽⁷⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(7) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS BROOKFIELD CREDIT OPPORTUNITIES FUND GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 625,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 625,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 625,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.68% ⁽⁸⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(8) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

1	NAMES OF REPORTING PERSONS BROOKFIELD CREDIT OPPORTUNITIES MASTER FUND, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 625,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 625,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 625,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.68% ⁽⁹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(9) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,361,593 outstanding as of July 20, 2016, based on information disclosed by the Issuer in a Current Report on Form 8-K, dated July 25, 2016.

This Amendment No. 4 (this "Amendment No. 4") to Schedule 13D is being filed by Orion US Holdings 1 L.P., Orion US GP LLC, Brookfield Infrastructure Fund III GP LLC, Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., Brookfield Credit Opportunities Master Fund, L.P., Brookfield Credit Opportunities Fund GP, LLC, Brookfield Asset Management Private Institutional Capital Adviser (Credit) LLC, Brookfield Asset Management Inc. and Partners Limited to amend the Schedule 13D filed on June 29, 2016 (the "Original Schedule 13D"), as amended by Amendment No. 1 to the Original Schedule 13D, filed on July 22, 2016, Amendment No. 2 to the Original Schedule 13D, filed on October 19, 2016, and Amendment No. 3 to the Original Schedule 13D, filed on November 10, 2016 (as so amended, the "Amended Schedule 13D"), with respect to beneficial ownership of the shares of Class A common stock, \$0.01 par value per share, of TerraForm Power, Inc., a corporation organized under the laws of the state of Delaware.

The Reporting Persons and Appaloosa are individually filing pursuant to Rule 13d-1(k) under the Act.

This Amendment No. 4 hereby amends Item 4 and Item 7 of the Amended Schedule 13D as follows:

Item 4. Purpose of Transaction.

Item 4 of the Amended Schedule 13D is hereby amended by deleting in its entirety the seventh paragraph of Item 4 of the Amended Schedule 13D and by adding the following:

On November 17, 2016, Brookfield sent a letter to the independent members of the boards of directors of the TerraForm Companies. The content of the letter, which is attached as Exhibit 99.4 hereto, is hereby incorporated into Item 4 of the Amended Schedule 13D by reference.

Except to the extent set forth in Item 4 of the Amended Schedule 13D, the Reporting Persons have no present plans or proposals which relate to or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto and carry out any of the actions or transactions referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D, to the extent deemed advisable by the Reporting Persons.

Item 7. Materials to Be Filed as Exhibits.

Exhibit 99.4 Letter to the Independent Directors of TerraForm Power, Inc. and TerraForm Global, Inc., dated November 17, 2016.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

November 18, 2016

ORION US HOLDINGS 1 L.P.
by its general partner **ORION US GP LLC**

By: /s/Fred Day

Name: Fred Day
Title: Vice President

ORION US GP LLC

By: /s/Fred Day

Name: Fred Day
Title: Vice President

**BROOKFIELD INFRASTRUCTURE FUND III GP
LLC**

By: /s/Fred Day

Name: Fred Day
Title: Vice President

**BROOKFIELD ASSET MANAGEMENT
PRIVATE INSTITUTIONAL CAPITAL
ADVISER (CANADA), L.P.,**
by its general partner,
BROOKFIELD PRIVATE FUNDS HOLDINGS INC.

By: /s/James Rickert

Name: James Rickert
Title: Vice President

**BROOKFIELD CREDIT OPPORTUNITIES
MASTER FUND, L.P. by its general partner,
BROOKFIELD CREDIT OPPORTUNITIES FUND
GP, LLC**

By: /s/Barry Blattman

Name: Barry Blattman

Title: Chairman

**BROOKFIELD CREDIT OPPORTUNITIES
FUND GP, LLC**

By: /s/Barry Blattman

Name: Barry Blattman

Title: Chairman

**BROOKFIELD ASSET MANAGEMENT
PRIVATE INSTITUTIONAL CAPITAL
ADVISER (CREDIT) LLC**

By: /s/Barry Blattman

Name: Barry Blattman

Title: President and Treasurer

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/A.J. Silber

Name: A.J. Silber

Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/Brian D. Lawson

Name: Brian D. Lawson

Title: President



Brookfield Asset Management Inc.
Brookfield Place, 181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3

Tel 416.363.9491
Fax 416.365.9642
www.brookfield.com

BY E-MAIL

November 17, 2016

Independent Directors
TerraForm Power, Inc. and TerraForm Global, Inc.
7550 Wisconsin Avenue
9th Floor
Bethesda, Maryland 20814

Gentlemen:

As you are aware, we are TERP's largest independent shareholder, holding, with our partner Appaloosa, an interest in 34% of the Class A shares. We read with particular interest your filing in which you disclosed that you are, once again, asking TERP and GLBL bondholders to waive the financial statement reporting requirements. Our fear is that there are only two outcomes arising out of this consent solicitation, both of which are not positive for shareholders of either TerraForm company. The first is that the TerraForm companies will, as they have in the past, likely be required to incur additional costs and agree to further covenant restrictions as the "price" for the consent, and these costs and restrictions could limit the companies' abilities, on a going forward basis, to raise capital, access the markets and grow dividends. The second is that the bondholders will not agree to the requested waivers, and therefore, the TerraForm companies face the potential for a default of the bonds which could necessitate bankruptcy protection. At this time, we are proposing a parallel path:

We understand that if the TerraForm companies enter into a binding change of control agreement by December 6th, no bondholder waiver is required. We are therefore prepared to commit significant internal and external resources, on a non-exclusive basis, to complete operational and financial due diligence to seek to be in a position to enter into binding agreements by December 6th such that no waiver is required. As described to you in our meeting of November 8th, we are prepared to make an all-cash offer for 100% of the shares of TERP or, alternatively, an all-cash offer for a minimum 50% and maximum 60% stake in TERP in connection with a long-term Brookfield sponsorship transaction, which would include a substantial ROFO pipeline and additional capital provided by Brookfield to support future growth. We are offering the alternative Brookfield sponsorship transaction because we understand that there a number of TERP stakeholders who would prefer this option. Subject to due diligence, we anticipate that our offer price would be at a value of \$13 per TERP Class A or Class B share, which represents a 49% premium to the TERP Class A closing price on June 28, 2016, the day prior to Brookfield's original 13D filing which disclosed its ownership interest in TERP. We would also be prepared, if desired by you, to make an offer with respect to GLBL. Our binding agreements would include customary provisions which would permit the TerraForm companies to pursue superior proposals to allow the Boards to exercise their fiduciary duties. We would expect our diligence to include access to all relevant documentation regarding material agreements, litigation and disputes, liabilities or contingencies, independent engineering reports, and regulatory and compliance matters.

In addition, we are prepared to act as interim sponsor of the TerraForm companies for a period of up to six months, solely on a cost recovery basis and we assume that, in the event that our proposal above is accepted, we would serve in this role. We are prepared to commence immediately. As you know, Brookfield Asset Management has over \$240 billion in assets under management. One of our core operational capabilities is in renewable power where we own, operate and develop over 17,000 megawatts of renewables, representing \$30 billion in assets, across eight countries around the world. Our renewables business has over 2,000 operating employees that specialize in asset level operations and maintenance, power sales and development, in addition to over 150 investment and financial professionals supporting the ongoing business, giving us the unique ability to provide TERP and GLBL the management, operating and maintenance, and other services that SunEdison currently provides.

We firmly believe that these proposals represent unique and extremely attractive opportunities for the TERP and GLBL shareholders, as well as to the creditors of SunEdison. We further believe that it is imperative that the Boards of TERP and GLBL act quickly to avoid the further diminution of value of the TerraForm companies. We have made these proposals in the spirit of providing you with the immediate ability to restore stability and confidence in their businesses, with no downside risk.

In order to be able to effect either or both of these proposals, which as you know, are extremely time sensitive in nature, it will be necessary for you to formally engage with us, in good faith and on a non-exclusive basis, prior to the close of business on Monday, November 21st, with the mutual objective of attempting to reach a binding agreement in advance of the December 6th deadline, or, in the case of the interim sponsorship, make arrangements for an effective transition.

The proposals contained herein are expressions of our interest and are not, and are not intended to be, binding or give rise to any obligation to enter into definitive agreements to effect the proposals.

We very much look forward to working with you to create long-term value for the TerraForm companies.

Yours truly,

/s/ Sachin Shah

Sachin Shah
Senior Managing Partner
Brookfield Asset Management Inc.

Copies to:

Counsel for Terraform Power
and Global
Sullivan & Cromwell LLP
Attention: Joseph Frumkin
125 Broad Street
New York, New York 10004

Appaloosa LP
Attention: Ken Maiman

51 John F. Kennedy Parkway, 2nd Floor
Short Hills, New Jersey 07078