
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 17)*

TerraForm Power, Inc.

(Name of Issuer)

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

88104R209
(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)

June 29, 2018
(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 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 136,570,068
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 136,570,068
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 136,570,068	
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) 65.33%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 136,570,068
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 136,570,068
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 136,570,068	
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) 65.33%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) BROOKFIELD BRP HOLDINGS (CANADA) 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) 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 ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 136,570,068
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 136,570,068
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 136,570,068	
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) 65.33%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) BBHC ORION HOLDCO 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) OO	
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 29,878,048
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 29,878,048
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,878,048	
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) 14.29%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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"/> <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 106,692,020
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 106,692,020
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,692,020	
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) 51.03%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 106,692,020
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 106,692,020
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,692,020	
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) 51.03%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 106,692,020
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 106,692,020
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,692,020	
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) 51.03% ⁽¹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 106,692,020 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 106,692,020 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,692,020 ⁽¹⁾	
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) 51.03% ⁽²⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(1) Orion US LP disclaims beneficial ownership of any Class A Shares, including any Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

(2) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

This Amendment No. 17 (this "Amendment No. 17") 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 BRP Holdings (Canada) Inc., 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, Amendment No. 3 to the Original Schedule 13D, filed on November 10, 2016, Amendment No. 4 to the Original Schedule 13D, filed on November 18, 2016, Amendment No. 5 to the Original Schedule 13D, filed on December 5, 2016, Amendment No. 6 to the Original Schedule 13D, filed on January 10, 2017, Amendment No. 7 to the Original Schedule 13D, filed on January 23, 2017, Amendment No. 8 to the Original Schedule 13D, filed on February 21, 2017, Amendment No. 9 to the Original Schedule 13D, filed on March 8, 2017, Amendment No. 10 to the Original Schedule 13D, filed on May 17, 2017, Amendment No. 11 to the Original Schedule 13D, filed on October 17, 2017, Amendment No. 12 to the Original Schedule 13D, filed on October 18, 2017, Amendment No. 13 to the Original Schedule 13D, filed on February 7, 2018, Amendment No. 14 to the Original Schedule 13D filed on May 29, 2018, Amendment No. 15 to the Original Schedule 13D filed on June 6, 2018 and Amendment No. 16 to the Original Schedule 13D, filed on June 12, 2018 (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 "Issuer").

This Amendment No. 17 hereby amends Items 2(a)-(b), 3, 4, 5(a)-(c), 6 and 7 of the Amended Schedule 13D as follows:

Item 2. Identity and Background

Item 2(a)-(b) of the Amended Schedule 13D is hereby amended and restated by deleting it in its entirety and substituting the following in lieu thereof:

(a) This Schedule 13D is being filed by and on behalf of each of the following persons (each, a "Reporting Person"):

- (i) Orion US Holdings 1 L.P., a Delaware limited partnership ("Orion US LP"), with respect to the Class A Shares of the Issuer directly owned by it;
- (ii) Orion US GP LLC, a Delaware limited liability company ("Orion US GP"), with respect to the Class A Shares of the Issuer owned by Orion US LP;
- (iii) Brookfield Infrastructure Fund III GP LLC, a Delaware limited liability company ("BIF"), which serves as the indirect general partner of Orion US GP and Orion US LP;
- (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., a Manitoba limited partnership ("BAMPIC Canada"), which serves as the investment adviser to BIF;
- (v) BBHC Orion Holdco L.P., a limited partnership formed under the laws of the Province of Ontario, Canada ("BBHC LP"), with respect to the Class A Shares of the Issuer directly owned by it;
- (vi) Brookfield BRP Holdings (Canada) Inc., a corporation formed under the laws of the Province of Ontario, Canada ("BRPHC"), which is a wholly owned subsidiary of Brookfield and sole limited partner and indirect sole general partner of BBHC LP, with respect to Class A Shares of the Issuer held by Orion US LP and BBHC LP;
- (vii) Brookfield Asset Management, Inc., a corporation formed under the laws of the Province of Ontario, Canada ("Brookfield"), which is the ultimate parent of BIF, BAMPIC Canada and BRPHC and may be deemed to have voting and dispositive power over the Class A Shares held by the Reporting Persons; and
- (viii) Partners Limited, a corporation formed under the laws of the Province of Ontario, Canada ("Partners"). Partners holds 85,120 Class B limited voting shares of Brookfield, representing 100% of such shares, and 867,495 Class A limited voting shares of Brookfield, representing approximately 0.1% of such shares.

Schedules I, II, III, IV and V hereto set forth a list of all the directors and executive officers (the "Scheduled Persons"), and their respective principal occupations and addresses, of Orion US GP, BIF, BRPHC, Brookfield and Partners, respectively, and the principal occupations and addresses of such directors and executive officers.

The Reporting Persons are making this single, joint filing because they are deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Act. The agreement among the Reporting Persons to file this Schedule 13D jointly is attached hereto as Exhibit 99.20.

(b) The principal business of Orion US LP is investing in securities. The principal business of Orion US GP is to serve as the direct general partner of Orion US LP. The principal business of BIF is to invest in infrastructure assets and it serves as the indirect general partner of Orion US LP. The principal business of BAMPIC Canada is to serve as investment advisor for a variety of private investment vehicles, including BIF. The principal business of BRPHC is that of a holding company. The principal business of BBHC LP is to invest in securities. The principal business of Brookfield is to invest in and operate businesses in the real estate, renewable power, infrastructure and private equity sectors. The principal business of Partners is that of a holding company. The principal business address of the Reporting Persons is 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Amended Schedule 13D is hereby amended and restated by deleting it in its entirety and substituting the following in lieu thereof:

Of the Class A Shares reported to be beneficially owned by the Reporting Persons, 10,450,000 Class A Shares were acquired in the open market for an aggregate consideration of \$93,219,263 (including brokerage commission), and 65,144,459 Class A Shares reported to be beneficially owned by the Reporting Persons were acquired in connection with the consummation of the Merger for an aggregate consideration of \$620,175,250.

The remaining 60,975,609 Class A Shares reported to be beneficially owned by the Reporting Persons were initially acquired in connection with the Brookfield Purchase for an aggregate consideration of \$649,999,992. All such purchases of Class A Shares were funded from available liquidity, which includes (i) a revolving syndicated credit facility to which affiliated entities of Orion US LP are parties (the “Orion Revolver”) and (ii) a revolving syndicated credit facility to which BRPHC and its affiliated entities are parties (the “BRPHC Revolver”). The Orion Revolver has a stated maturity date of June 21, 2019, a total aggregate principal amount of \$1,200,000,000 and an effective interest rate tied to certain benchmark interest rates plus a margin of up to 1.5%. As capital is called from committed limited partner investors, such investment capital will be used to repay the Orion Revolver. The BRPHC Revolver has a stated maturity date of June 30, 2023, a total aggregate principal amount of \$1,600,000,000 and an effective interest rate tied to certain benchmark interest rates plus a margin of up to 1.20%.

The 29,878,048 Class A Shares initially acquired by BRPHC in the Brookfield Purchase (the “BRPHC Shares”) were subsequently contributed to BBHC LP on June 29, 2018 (the “Share Contribution”). In exchange for the BRPHC Shares, BRPHC received 100 limited partnership units of BBHC LP valued at \$318,499,991.68 and BRPHC’s limited partner’s capital account was credited with \$318,499,991.68.

Item 4. Purpose of Transaction.

Item 4 of the Amended Schedule 13D is hereby amended by adding the following:

On June 29, 2018, BRPHC, as limited partner, Orion Canadian AIV GP Inc., as general partner, and BBHC LP entered into a contribution agreement (the “Contribution Agreement”), pursuant to which BRPHC contributed the BRPHC Shares to BBHC LP in exchange for 100 limited partnership units of BBHC LP valued at \$318,499,991.68. BRPHC’s limited partner’s capital account was credited with \$318,499,991.68. The foregoing description of the Contribution Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Contribution Agreement attached hereto as Exhibit 99.21 and incorporated by reference herein.

In connection with the Share Contribution, on June 29, 2018, BRPHC assigned to BBHC LP its rights under the Registration Rights Joinder, dated June 11, 2018, to the Registration Rights Agreement, dated October 16, 2017, between Orion US LP and the Issuer (the “Registration Rights Agreement”). Such assignment was made pursuant to a Registration Rights Assignment Agreement, dated June 29, 2018, by and among BRPHC, BBHC LP and the Issuer (the “Registration Rights Assignment Agreement”), pursuant to which BBHC LP is subject to and bound by all the terms and conditions of the Registration Rights Agreement as a Holder (as defined in the Registration Rights Agreement). The foregoing description of the Registration Rights Assignment Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Registration Rights Assignment Agreement attached hereto as Exhibit 99.22 and incorporated by reference herein.

On June 29, 2018, BBHC LP, BRPHC, Orion US LP and the Issuer also entered into a joinder (the “Governance Agreement Joinder”) to the Governance Agreement, dated October 16, 2017, between the Issuer and Orion US LP, as supplemented by the joinder dated June 11, 2018, between BRPHC, Orion US LP and the Issuer (as so supplemented, the “Governance Agreement”). Pursuant to the Governance Agreement Joinder, BBHC LP is subject to and bound by all the terms and conditions of the Governance Agreement as a Sponsor Party (as defined in the Governance Agreement). The foregoing description of the Governance Agreement Joinder does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Governance Agreement Joinder attached hereto as Exhibit 99.23 and incorporated by reference herein.

Except as described in this Amendment No. 17 and the Amended Schedule 13D, the Reporting Persons have no plans or proposals which relate to, or would result in, any of the matters described in subsections (a) through (j) of Item 4 of Schedule 13D (although the Reporting Persons reserve the right to develop such plans or proposals, subject to compliance with applicable laws).

Item 5. Interest in Securities of the Issuer

Item 5(a)-(c) of the Amended Schedule 13D are hereby amended and restated by deleting them in their entirety and substituting the following in lieu thereof:

(a)-(b) The aggregate number and percentage of Class A Shares of the Issuer held by the Reporting Persons to which this Amended Schedule 13D relates is 136,570,068 shares, constituting 65.33% of the Issuer's currently outstanding Class A Shares. The percentage of Class A Shares of the Issuer is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US LP and BRPHC, respectively, in the Brookfield Purchase. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

If the Reporting Persons are deemed to be members of a "group," within the meaning of the Act, such "group" shall be deemed to beneficially own 136,570,068 Class A Shares, which represents 65.33% of the Issuer's outstanding Class A Shares.

(i) Orion US LP

- (a) As of June 29, 2018, Orion US LP may, subject to its disclaimer below, be deemed the beneficial owner of 106,692,020 Class A Shares of the Issuer, constituting a percentage of 51.03%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 106,692,020 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 106,692,020 Class A Shares of the Issuer

Orion US LP disclaims beneficial ownership of any Class A Shares, including any Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

(ii) Orion US GP

- (a) As of June 29, 2018, Orion US GP may be deemed the beneficial owner of 106,692,020 Class A Shares of the Issuer, constituting a percentage of 51.03%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 106,692,020 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 106,692,020 Class A Shares of the Issuer

Orion US GP does not have any economic interest in any Class A Shares, including any Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

(iii) BIF

- (a) As of June 29, 2018, BIF may be deemed the beneficial owner of 106,692,020 Class A Shares of the Issuer, constituting a percentage of 51.03%
 - (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 106,692,020 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 106,692,020 Class A Shares of the Issuer
-

(iv) BAMPIC Canada

- (a) As of June 29, 2018, BAMPIC Canada may be deemed the beneficial owner of 106,692,020 Class A Shares of the Issuer, constituting a percentage of 51.03%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 106,692,020 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 106,692,020 Class A Shares of the Issuer

(v) BRPHC

- (a) As of June 29, 2018, BRPHC may be deemed the beneficial owner of 136,570,068 Class A Shares of the Issuer, constituting a percentage of 65.33%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 136,570,068 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 136,570,068 Class A Shares of the Issuer

(vi) BBHC LP

- (a) As of June 29, 2018, BBHC LP may be deemed the beneficial owner of 29,878,048 Class A Shares of the Issuer, constituting a percentage of 14.29%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 29,878,048 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 29,878,048 Class A Shares of the Issuer

(vii) Brookfield

- (a) As of June 29, 2018, Brookfield may be deemed the beneficial owner of 136,570,068 Class A Shares of the Issuer, constituting a percentage of 65.33%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 136,570,068 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 136,570,068 Class A Shares of the Issuer

(viii) Partners

- (a) As of June 29, 2018, Partners may be deemed the beneficial owner of 136,570,068 Class A Shares of the Issuer, constituting a percentage of 65.33%
- (b) Sole voting power to vote or direct vote: 0
Shared voting power to vote or direct vote: 136,570,068 Class A Shares of the Issuer
Sole power to dispose or direct the disposition: 0
Shared power to dispose or direct the disposition: 136,570,068 Class A Shares of the Issuer

(c) On June 11, 2018, pursuant to the Support Agreement, dated February 6, 2018, as amended by the Support Agreement Amendment, dated May 28, 2018 (as so amended, the "Support Agreement") Orion US LP purchased 31,097,561 Class A Shares and BRPHC purchased 29,878,048 Class A Shares, in each case at a price per share of \$10.66 (the "Brookfield Purchase"), in connection with the Issuer's exercise of the Back-Stop (as defined in the Support Agreement). On June 29, 2018, BRPHC, as limited partner, contributed 29,878,048 Class A Shares to BBHC LP, as discussed in Item 4 of this Amendment No.17.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Amended Schedule 13D is hereby amended by adding the following:

The information set forth in Item 4 of this Amendment No. 17 is incorporated by reference into Item 6 of the Amended Schedule 13D.

Except as described in this Amendment No. 17 and the Amended Schedule 13D, the Reporting Persons are not currently parties to any other contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of the Issuer.

Item 7. Materials to Be Filed as Exhibits.

- 99.20** Joint Filing Agreement, dated June 29, 2018, by and among Orion US Holdings 1 L.P., Orion US GP LLC, Brookfield Infrastructure Partners Fund III GP LLC, Brookfield Asset Management Private Institutional Adviser (Canada), L.P., BBHC Orion Holdco L.P., Brookfield BRP Holdings (Canada) Inc., Brookfield Asset Management Inc. and Partners Limited
- 99.21** Contribution Agreement, dated June 29, 2018, by and among Brookfield BRP Holdings (Canada) Inc., Orion Canadian AIV GP Inc. and BBHC Orion Holdco L.P.
- 99.22** Registration Rights Assignment Agreement, dated June 29, 2018, by and among Brookfield BRP Holdings (Canada) Inc., BBHC Orion Holdco L.P. and TerraForm Power, Inc.
- 99.23** Joinder Agreement, dated June 29, 2018, by and among Orion US Holdings 1 L.P., Brookfield BRP Holdings (Canada) Inc., BBHC Orion Holdco L.P. and TerraForm Power, Inc.
-

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.

June 29, 2018

**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: Senior Vice President

**BROOKFIELD BRP HOLDINGS
(CANADA) INC.**

By: /s/ Jennifer Mazin

Name: Jennifer Mazin

Title: Senior Vice President and Secretary

**BBHC ORION HOLDCO L.P.,
by its general partner,
ORION CANADIAN AIV GP INC.**

By: /s/ Adrienne Moore

Name: Adrienne Moore

Title: Vice President

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

SCHEDULE I

ORION US GP LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Keiji Hattori, Associate Vice President	NBF Hibiya Building 25F, 1-1-7 Uchisaiwaicho, Chiyoda-ku, Tokyo 100-0011	Senior Vice President of Brookfield	Japan
Scott Peak, Manager	1200 Smith Street Suite 1200 Houston, TX 77002	Managing Director of Brookfield	U.S.A
Ralph Klatzkin, Manager and Vice President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281	Vice President of Brookfield	U.S.A.
Fred Day, Manager and Vice President	1200 Smith Street Suite 1200 Houston, TX 77002	Vice President of Brookfield	U.S.A.
Hadley Peer-Marshall, Senior Vice President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281	Managing Director of Brookfield	U.S.A.
Julian Deschatelets, Senior Vice President	181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada	Managing Director of Brookfield	Canada
Andrea Rocheleau, Senior Vice President	41 Victoria Street Gatineau, Québec J8X 2A1, Canada	Managing Director of Brookfield	Canada
William Fyfe, Assistant Secretary	181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada	Vice President of Brookfield	Canada

SCHEDULE II

BROOKFIELD INFRASTRUCTURE FUND III GP LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Justin Beber, President	181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield Canada	
Mark Srulowitz, Manager and Vice President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281	Managing Partner of Brookfield	U.S.A.
Scott Peak, Manager	1200 Smith Street Suite 1200 Houston, TX 77002	Managing Director of Brookfield	U.S.A.
Keiji Hattori, Associate Vice President	NBF Hibiya Building 25F, 1-1-7 Uchisaiwaicho, Chiyoda-ku, Tokyo 100-0011	Senior Vice President of Brookfield	Japan
Ralph Klatzkin, Manager and Vice President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281	Vice President of Brookfield	U.S.A.
Fred Day, Manager and Vice President	1200 Smith Street Suite 1200 Houston, TX 77002	Vice President of Brookfield	U.S.A.

SCHEDULE III

BROOKFIELD BRP HOLDINGS (CANADA) INC.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Edward Kress, Director and Chairman	51 Yonge St, Suite 400 Toronto, Ontario M5E 1J1, Canada	Corporate Director	Canada
David Mann, Director	50 McCurdy Drive Chester, Nova Scotia B0J 1J0, Canada	Corporate Director	Canada
John Van Egmond, Director	6900 N. Ozona Drive Tucson, AZ 85718	Financial Consultant, Ozona Corporation	U.S.A.
Harry Goldgut, Vice Chairman	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Vice Chairman, Infrastructure and Power	Canada
Richard Legault, Vice Chairman	41 Victoria Street Gatineau, Quebec J8X 2A1, Canada	Executive Chairman, Renewable Power	Canada
Sachin Shah, Chief Executive Officer	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield	Canada
Wyatt Hartley, Chief Financial Officer	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Managing Director of Brookfield	Canada
Jennifer Mazin, Senior Vice President & Secretary	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Managing Partner of Brookfield	Canada

SCHEDULE IV

BROOKFIELD ASSET MANAGEMENT, INC.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
M. Elyse Allan, Director	2300 Meadowvale Road, Mississauga, Ontario, L5N 5P9, Canada	President and Chief Executive Officer of General Electric Canada Company Inc.	Canada
Jeffrey M. Blidner, Director and Vice Chairman	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Vice Chairman of Brookfield	Canada
Angela F. Braly, Director	832 Alverna Drive, Indianapolis, Indiana 46260	President & Founder of The Braly Group, LLC	U.S.A.
Jack L. Cockwell, Director	51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada	Corporate Director	Canada
Marcel R. Coutu, Director	335 8th Avenue SW, Suite 1700 Calgary, Alberta T2P 1C9, Canada	Former President and Chief Executive Officer of Canadian Oil Sands Limited	Canada
Maureen Kempston Darkes, Director	10 Avoca Avenue Unit 1904 Toronto, Ontario M4T 2B7, Canada	Corporate Director of Brookfield and former President, Latin America, Africa and Middle East of General Motors Corporation	Canada
Murilo Ferreira, Director	Rua General Venâncio Flores 50 Cob. 01 Leblon, Rio de Janeiro- RJ 22441-090	Corporate Director	Brazil
J. Bruce Flatt, Director, Senior Managing Partner and Chief Executive Officer	181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Executive Officer of Brookfield	Canada
Robert J. Harding, Director	181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada	Past Chairman of Brookfield	Canada
Brian W. Kingston, Senior Managing Partner	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield	Canada
Brian D. Lawson, Director, Senior Managing Partner and Chief Financial Officer	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Financial Officer of Brookfield	Canada

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Cyrus Madon, Senior Managing Partner	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield	Canada
Frank J. McKenna, Director	TD Bank Group, P.O. Box 1, TD Centre, 66 Wellington St. West, 4th Floor, TD Tower, Toronto, Ontario M5K 1A2, Canada	Chair of Brookfield and Deputy Chair of TD Bank Group	Canada
Youssef A. Nasr, Director	P.O. Box 16 5927, Beirut, Lebanon	Corporate Director of Brookfield and former Chairman and CEO of HSBC Middle East Ltd. and former President of HSBC Bank Brazil	Lebanon and U.S.A.
Lord Augustine Thomas O'Donnell, Director	P.O. Box 1, TD Centre, 66 Wellington St. W., 4th Floor, TD Tower Toronto, Ontario M5K 1A2, Canada	Chairman of Frontier Economics and Strategic Advisor of TD Bank Group	United Kingdom
Samuel J.B. Pollock, Senior Managing Partner	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield	Canada
Ngee Huat Seek, Director	168 Robinson Road #37 - 01 Capital Tower Singapore 068912	Former Chairman of the Latin American Business Group, Government of Singapore Investment Corporation	Singapore
Diana L. Taylor, Director	Solera Capital L.L.C 625 Madison Avenue, 3rd Floor New York, N.Y. 10022	Vice Chair of Solera Capital LLC	U.S.A
A.J. Silber, Vice-President, Legal Affairs	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Vice-President, Legal Affairs of Brookfield	Canada
Rafael Miranda Director	C/Santiago de Compostela 100 Madrid, Spain 23085	Former Chief Executive Officer of Endesa, S.A.	Spain

SCHEDULE V

PARTNERS LIMITED

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Jack L. Cockwell, Director and Chairman	51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada	Corporate Director	Canada
David W. Kerr, Director	51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada	Chairman of Halmont Properties Corp.	Canada
Brian D. Lawson, Director and President	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Financial Officer of Brookfield	Canada
George E. Myhal, Director	Partners Value Fund Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Director of Partners Limited	Canada
Timothy R. Price, Director	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Chairman, Brookfield Funds	Canada
Lorretta Corso, Secretary	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Corporate Secretarial Administrator, Brookfield	Canada

JOINT FILING AGREEMENT

This will confirm the agreement among the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to beneficial ownership by the undersigned of shares of Class A common stock, \$0.01 par value per share, of TerraForm Power, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Act.

This agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

June 29, 2018

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: /s/ James Rickert
Name: James Rickert
Title: Vice President,
Brookfield Private Funds Holdings Inc.,
as general partner

BBHC ORION HOLDCO L.P. by its general partner **ORION CANADIAN AIV GP INC.**

By: /s/ Adrienne Moore
Name: Adrienne Moore
Title: Vice President

BROOKFIELD BRP HOLDINGS (CANADA) INC.

By: /s/ Jennifer Mazin

Name: Jennifer Mazin

Title: Senior Vice President and Secretary

BROOKFIELD ASSET MANAGEMENT, INC.

By: /s/ A.J. Silber

Name: A.J. Silber

Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/ Brian Lawson

Name: Brian Lawson

Title: President

CONTRIBUTION AGREEMENT

This CONTRIBUTION AGREEMENT is effective as of the 29th day of June, 2018 (this “Agreement”), is entered into by and among Brookfield BRP Holdings (Canada) Inc. (“BRP”) and BBHC Orion Holdco L.P. (“Subsidiary LP”) and Orion Canadian AIV GP Inc. (“AIV GP”) (together with BRP and Subsidiary LP, the “Parties”).

WITNESSETH

WHEREAS, BRP owns 29,878,048 Class A Common shares of Terraform Power, Inc. (the “TERP Shares”) and is a limited partner of Subsidiary LP; and

WHEREAS, BRP desires to contribute the TERP Shares to Subsidiary LP in exchange for the LP Units (as defined below); and

WHEREAS, the Parties wish to make an election under subsection 97(2) of the Income Tax Act (Canada) (the “Act”) in respect of the contribution of the TERP Shares and issuance of the LP Units.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Contribution**. BRP shall contribute to Subsidiary LP all of its right, title, and interest in and to the TERP Shares. AIV GP, as general partner, hereby accepts the contribution of the TERP Shares on behalf of Subsidiary LP.

2. **Consideration**. Subsidiary LP shall (a) issue 100 Class A Units (“LP Units”) to BRP, the fair market value of which is US\$318,499,991.68, in exchange for the TERP Shares; and (b) credit US\$318,499,991.68 to BRP’s limited partner’s capital account in Subsidiary LP.

3. **Consent by BRP**. BRP hereby: (a) consents to the contribution of the TERP Shares to Subsidiary LP; and (b) certifies that it will do all things necessary and/or required by the transfer agent to transfer the TERP Shares such that Subsidiary LP will be listed in its books and records as the owner of the TERP Shares.

4. **Consent by AIV GP**. AIV GP, as the general partner of Subsidiary LP hereby: (a) consents to contribution of the TERP Shares; (b) consents to the issuance of the LP Units in exchange for the TERP Shares; and (c) certifies that it will do all things necessary and/or required by the transfer agent to transfer the TERP Shares such that Subsidiary LP will be listed in its books and records as the owner of the TERP Shares.

5. **Election**. The Parties agree to make a joint election in prescribed form and within the prescribed time under subsection 97(2) of the Act (and the corresponding provisions of any applicable provincial tax legislation) in respect of the contribution of the TERP Shares and issuance of the LP Units.

6. **Counterparts**. This Agreement may be executed and delivered in one or more counterparts, all of which shall constitute one and the same instrument. Execution and delivery of this Contribution Agreement may be made and evidenced by facsimile transmission, portable document format (.pdf) or other means of electronic transmission.

7. **Governing Law**. This Agreement and the rights of the parties hereunder shall be governed by and interpreted in accordance with the laws of the Province of Ontario without regard to principles of conflicts of laws.

8. Amendments, Modifications, Waivers. This Agreement may be waived, changed, modified or discharged only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification or discharge is sought.

9. Headings. The section headings in this Agreement are for convenience of reference only, and shall not be deemed to alter or affect the meaning or interpretation of any provisions hereof.

10. Further Assurances. Each of the parties hereto shall execute and cause to be delivered to the other party hereto such instruments and other documents, and shall take such other actions, as such other party may reasonably request for the purpose of carrying out or evidencing any of the transactions contemplated by this Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written.

BROOKFIELD BRP HOLDINGS (CANADA) INC.

By: /s/ Douglas Christie
Name: Douglas Christie
Title: Senior Vice President

By: /s/ Adrienne Moore
Name: Adrienne Moore
Title: Vice President

BBHC ORION HOLDCO L.P.

By its general partner

ORION CANADIAN AIV GP INC.

By: /s/ Douglas Christie
Name: Douglas Christie
Title: Senior Vice President

By: /s/ Adrienne Moore
Name: Adrienne Moore
Title: Vice President

ORION CANADIAN AIV GP INC.

By: /s/ Douglas Christie
Name: Douglas Christie
Title: Senior Vice President

By: /s/ Adrienne Moore
Name: Adrienne Moore
Title: Vice President

[Signature Page to Contribution Agreement]

REGISTRATION RIGHTS ASSIGNMENT AGREEMENT

THIS REGISTRATION RIGHTS ASSIGNMENT AGREEMENT is made as of the 29th day of June, 2018,

B E T W E E N:

BROOKFIELD BRP HOLDINGS (CANADA) INC., a corporation incorporated under the laws of the province of Ontario

(“**BRPHC**”)

– and –

BBHC ORION HOLDCO L.P., a limited partnership incorporated under the laws of the province of Ontario

(“**BBHC LP**”)

– and –

TERRAFORM POWER, INC., a corporation incorporated under the laws of the State of Delaware

(“**TerraForm**”)

RECITALS:

Orion US Holdings 1 L.P., a limited partnership incorporated under the laws of the State of Delaware (“**Brookfield**”) and TerraForm entered into a Registration Rights Agreement dated October 16, 2017 (together with the Registration Rights Joinder (as defined below), the “**Registration Rights Agreement**”);

BRPHC, Brookfield and TerraForm entered into a Registration Rights Joinder, dated June 11, 2018 (the “**Registration Rights Joinder**”), pursuant to which BRPHC was added as a “Holder” (as defined in the Registration Rights Agreement) and became subject to and bound by all the terms and conditions of the Registration Rights Agreement as a Holder;

Pursuant to Section 2.9 of the Registration Rights Agreement, (a) the rights of each Holder under the Registration Rights Agreement may, in the Holder’s discretion, be assigned, in whole or in part, to any direct or indirect transferee of all or any portion of such Holder’s “Registrable Shares” (as defined in the Registration Rights Agreement) who agrees in writing to be subject to and bound by all the terms and conditions of the Registration Rights Agreement and (b) the Holder shall provide TerraForm with written notice promptly after such assignment stating the name and address of the assignee and identifying the “Shares” (as defined in the Registration Rights Agreement) as to which the rights under the Registration Rights Agreement are being assigned;

BRPHC has contributed to BBHC LP 29,878,048 shares of Class A common stock, par value \$0.01 per share, of TerraForm (the “**Class A Shares**”), which constitute all of BRPHC’s “Registrable Shares” under the Registration Rights Agreement (the “**Share Contribution**”); and

In connection with the Share Contribution, BRPHC desires to assign to BBHC LP its rights under the Registration Rights Agreement in connection with the Class A Shares.

NOW THEREFORE in consideration of the premises and mutual agreements herein contained, and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), the parties hereto agree as follows:

1. Registration Rights Assignment

Pursuant to Section 2.9 of the Registration Rights Agreement, (a) BRPHC hereby assigns to BBHC LP all the rights of BRPHC in relation to the Class A Shares as a Holder under the Registration Rights Agreement and (b) BBHC LP shall be subject to and bound by all the terms and conditions of the Registration Rights Agreement as a Holder.

The name and address of BBHC LP are as follows:

BBHC Orion Holdco L.P.
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3

This Registration Rights Assignment Agreement shall constitute notice of the assignment of BRPHC's rights pursuant to Section 2.9 of the Registration Rights Agreement, the receipt of which TerraForm hereby acknowledges.

Except as modified hereby, the terms of the Registration Rights Agreement remain in full force and effect. TerraForm acknowledges and agrees that the Conflicts Committee of the TerraForm Board of Directors has agreed to and approved this Registration Rights Assignment Agreement.

2. Further Assurances

Each of the parties hereto shall promptly do, make, execute or deliver, or cause to be done, made, executed or delivered, all such further acts, documents and things as the other party hereto may reasonably require from time to time for the purpose of giving effect to this Registration Rights Joinder and shall use its best efforts and take all such steps as may be reasonably within its power to implement to their full extent the provisions of this Registration Rights Assignment Agreement.

3. Governing Law

This Registration Rights Assignment Agreement shall be governed by and construed in accordance with the laws of the State of New York.

4. Counterparts

This Registration Rights Assignment Agreement may be executed in one or more counterparts, and by different parties hereto on separate counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Execution and delivery of this Registration Rights Assignment Agreement may be made and evidenced by facsimile transmission or other means of electronic transmission.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF the parties hereto have executed this Registration Rights Assignment Agreement as of the date first written above.

BROOKFIELD BRP HOLDINGS
(CANADA) INC.,

by:

/s/ Jennifer Mazin

Name: Jennifer Mazin

Title: Senior Vice President and Secretary

BBHC ORION HOLDCO L.P.,
by its general partner
ORION CANADIAN AIV GP INC.,

by:

/s/ Douglas Christie

Name: Douglas Christie

Title: Senior Vice President

by:

/s/ Adrienne Moore

Name: Adrienne Moore

Title: Vice President

AGREED AND ACKNOWLEDGED:

TERRAFORM POWER, INC.,

by:

/s/ Andrea Rocheleau

Name: Andrea Rocheleau

Title: General Counsel

JOINDER AGREEMENT

This Joinder Agreement, dated as of June 29, 2018, (this "Joinder Agreement") is a joinder to the Governance Agreement, dated October 6, 2017, by and among TerraForm Power, Inc. (the "Company"), Orion US Holdings 1 L.P. ("Sponsor") and the other parties party thereto from time to time (as supplemented by the joinder, dated June 11, 2018, by and among the Company, Sponsor and Brookfield BRP Holdings (Canada) Inc., the "Governance Agreement"). Capitalized terms used but not defined herein shall have the meaning given to such terms in the Governance Agreement.

1. The undersigned, having received and reviewed a copy of the Governance Agreement, hereby agrees to be bound by the terms, conditions and other provisions of the Governance Agreement as though it is a "Sponsor Party" under the Governance Agreement, with all attendant rights, duties and obligations stated therein applicable to the "Sponsor Parties" in the same manner as if the undersigned were party to the Governance Agreement as of the date on which it was originally executed.
2. The undersigned represents and warrants to the Company that it is a Controlled Affiliate of Brookfield.
3. This Joinder Agreement shall be deemed to be made in and in all respects shall be interpreted, governed by and construed in accordance with, the internal laws of the State of Delaware, without giving effect to applicable principles of conflicts of law to the extent that the application of the laws of another jurisdiction would be required thereby.
4. This Joinder Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which shall be deemed an original, but all the counterparts shall together constitute one and the same instrument. This Joinder Agreement and any signed agreement or instrument entered into in connection with this Joinder Agreement, and any amendments or waivers hereto and thereto, to the extent signed and delivered by facsimile or in electronic format (*e.g.*, "pdf" or "tif") shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, each of the undersigned has executed and delivered this Joinder Agreement as of the date first written above.

BBHC ORION HOLDCO L.P.
By its general partner
ORION CANADIAN AIV GP INC.

By: /s/ Douglas Christie
Name: Douglas Christie
Title: Senior Vice President

By: /s/ Adrienne Moore
Name: Adrienne Moore
Title: Vice President

AGREED AND ACKNOWLEDGED:

TERRAFORM POWER, INC.,

By: /s/ Andrea Rocheleau
Name: Andrea Rocheleau
Title: General Counsel

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

By: /s/ Julian Deschatelets
Name: Julian Deschatelets
Title: Senior Vice President

**BROOKFIELD BRP HOLDINGS
(CANADA) INC.**

By: /s/ Jennifer Mazin
Name: Jennifer Mazin
Title: Senior Vice President and Secretary

[Signature Page to Joinder Agreement]