



KPMG LLP  
1601 Market Street  
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## Independent Accountants' Report

NRG Yield Operating, LLC

We have examined management's assertion that the proceeds in the amount of \$500 million from the issuance of 5.375% Senior Notes due 2024 (the "Green Bonds") were used on August 12, 2014 to fund the acquisition of the Alta Wind facility, which qualifies as a renewable energy project. NRG Yield Operating, LLC management is responsible for the assertion. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, including examining, on a test basis, evidence supporting management's assertion and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, management's assertion referred to above is fairly stated, in all material respects, based on the use of the Green Bond proceeds.

*KPMG LLP*

October 3, 2014