SITE OFFERING NOTICE

Template, completed for each site

This Site Offering Notice is delivered under Section 6.2 of the Company Agreement of First Meter Site _____, LLC (the "**Company**"). It is the disclosure document for one site. It is confidential and delivered only to persons who have signed the site confidentiality and non-circumvention agreement. It is not an offer to sell securities to anyone who is not a verified accredited investor. Figures marked illustrative are estimates, not projections.

1. THE SITE

Item	Entry
Site name	_____
County and nearest city	_____
Acreage and legal description	_____ acres; description in the data room
Improvements	_____ (for example, raw land or an existing building of _____ sq ft)
Utility and designated substation	_____
Capacity sought	_____ MW
Capacity screen result	_____ (date and source)
Current stage	Step ___ of 11
Interest of the Manager or its Affiliates in the Site, its seller or adjoining land	None, or: _____

2. THE CONTRACT

Item	Entry
Form	[Option agreement] [Purchase and sale agreement]
Seller	Disclosed in the data room
Purchase price	$_____
Option fee or earnest money	$_____, [credited] [not credited] against the price; [refundable until _____] [non-refundable]
Option or feasibility period	_____ days, with _____ extensions of _____ days at $_____ each
Assignment	[Assignable without consent] [Assignable with seller consent, not unreasonably withheld]
Outside closing date	_____

3. CAPITAL

Item	Entry
Total Commitments	$_____ (standard $500,000)
Manager commitment	10% of Total Commitments: $_____
Minimum Investor Member commitment	$_____
Initial Contribution, due at closing	$_____ (standard $100,000)
Subscription deadline and target Closing Date	_____
Additional closings	Until _____ (not more than 90 days after the Closing Date)

4. BUDGET

Use	Timing	Amount	Funded from
Formation and offering costs (cap $15,000)	Closing	$_____	Initial Contribution
Option fee or earnest money	Contract	$_____	Initial Contribution or call
Capacity screen and utility studies	Months 0 to 5	$_____	Initial Contribution
Survey, title, zoning, legal	Months 2 to 5	$_____	Initial Contribution
Management Fee through the Close Gate	Quarterly	$_____	Initial Contribution
Subtotal to the Close Gate		$_____	
Powered shell only: acquisition equity (price less debt, closing costs, carry)	At closing	$_____	Capital Call
Powered shell only: first half of Development Fee	At closing	$_____	Capital Call
Powered shell only: engineering, design, permits, utility agreements	Months 8 to 12	$_____	Capital Call
Contingency		$_____	Unfunded commitment
Total		$_____	Total Commitments

5. EXITS AND FEES

Item	Entry
Target powered land price (illustrative)	$_____ per MW; range $_____ to $_____
Target powered shell price (illustrative)	$_____ per MW; range $_____ to $_____
Develop-Yourselves Price	$_____ per MW of Confirmed Capacity (fixed; changes need majority consent)
Manager's expected recommendation	[Powered Land Exit by assignment] [Powered Shell Exit]
Management Fee	Greater of 2% per year of Total Commitments and $1,000 per month: $_____ per quarter
Development Fee	$5,000 per MW of Confirmed Capacity: $_____ at _____ MW; half at acquisition or assignment, half at Disposition
Target timetable	Close Gate by _____; Disposition by _____

6. ILLUSTRATIVE OUTCOMES

Attach the Manager's illustrative model for the Site: capital called, Net Proceeds, and each exit at the low, middle and high price, run through Section 5.3 of the Company Agreement after the Development Fee, the Management Fee and Company Expenses, and before sale costs and taxes.

7. SITE-SPECIFIC RISKS AND CONFLICTS

_____

8. KEY PERSON AND AFFILIATED DEVELOPER

Key Person: _____. Affiliated Developer: _____. Other single-site companies currently managed by the Manager: _____.

First Meter Site _____, LLC, by First Meter Partners GP, LLC, its Manager

By: _____

Name: _____

Manager: _____

Date: _____