

SolarRoofs.com Dealer Policies

5840 Gibbons Drive, Suite H, Carmichael, CA 95608

Phone: (916) 481-7200 Fax: 481-7203

Web: www.SolarRoofs.com Email: info@SolarRoofs.com

October 8, 2009

SolarRoofs.com is pleased to offer the following discounts on Skyline Collectors and Systems (not including tanks):

Level	Discount
1. Low Volume Dealer / Contractor / Builder:	15% off List (x .85)
2. Established, Active Dealer, with \$10,000 + Month Av. Volume:	20% off List (x .8)
3. Established, Active Dealer, with \$15,000 + Month Av. Volume:	25% off List (x .75)
4. Wholesale, Dealer or Builder, with \$40,000 + Month Av. Volume:	8% off Active Dealer (x .75 x .92)
5. Stocking Distributor, with \$60,000 + Month Av. Volume:	14% off Active Dealer (x .75 x .86)

SolarRoofs.com Policies:

Discount levels 4 and 5 apply to systems 1 - 5, and collectors manufactured by SolarRoofs.com. Discounts do not apply to individually purchased parts such as pumps, and controls where maximum 25% applies. This is due to low margins required to be competitive and the main components being outsourced. For levels 3 - 5, a 20% maximum discount applies to all non SolarRoofs.com manufactured Tanks, Drainback, Space, Pool, and Spa heating systems and parts due to low margins.

Established Dealers begin at discount level 3 (25%) for first three months. The average monthly volume establishes the discount level for the following three months on a rolling basis. For example, if a dealer sells \$10,000 the first month, \$20,000 the second month, and \$30,000 the third month, the three month rolling average would be \$20,000 ($10k + 20K + 30k / 3$). If in the fourth month he sold \$60,000 per month, the rolling average would be \$36,666 ($20k + 30K + 60k / 3$).

After initial training, Dealers are expected to study and know the pricing in the SolarRoofs.com catalogue and to make their orders by way of a PO either by Fax or Email. We will call or Email back to confirm the order. Individual parts are on the third and second to last pages of the catalogue.

Payment terms: Full payment upon order by check, bank transfer, MC, Visa or A.E. is accepted for levels 1, 2 and 3. Please do not use Awards cards. Level 4 and 5 require prepayment by bank transfer or Check, prior to our starting work on the order. For levels 1, 2 and 3, a 2% Discount is provided for prepayment by bank transfer or Check.

- **Note: If a dealer wants us to process a customer card, an 8% processing fee will be added to the charge.**

Upon acceptance of Dealer Application by a SolarRoofs.com Officer, the dealer is appointed on a non-exclusive basis for the sale of the Company's Skyline Solar water heating collectors and system. Dealers may use materials off of the SolarRoofs.com Website for, and only for, marketing and sales of SolarRoofs.com products. SolarRoofs.com is very committed to supporting and protecting its active dealers and will supply leads received in areas local to active dealers to protect their efforts.

An active dealer is generally considered a dealer selling an average of 4 or more systems per month per population segment of 1,000,000 people. **Active dealers will receive 50% of the difference between dealer and the retail price, minus any discounts, for any systems sold through the SolarRoofs.com Website in their local area as established with the company.** If a dealer so chooses, he/she can turn a retail customer over to SolarRoofs.com to complete the sale and receive 60% of the difference between the dealer, and invoiced and received retail price after shipping. The Company reserves the right to sell in my general sales area any systems or parts thereof to customers who order over the Internet unless other written agreements are made based on my sales volume and commitment.

If a dealer's company is providing installation services for SolarRoofs.com products, dealer agrees to have excellent installation proficiency. Dealer agrees to obtain necessary licenses, permits, workers compensation and a minimum \$1,000,000 Liability insurance certificate and comply with all county and state codes. If dealer uses subcontract installers, dealer will ensure that they have adequate installation proficiency, licenses, workers compensation and full insurance coverage. Dealer agrees to help back up the SolarRoofs.com product Warranty as well as have a company installation Warranty, which shall be for no less than for 12 months. SolarRoofs.com pays \$50.00 up to \$100.00 for labor for a service call made to correct any SolarRoofs.com defective parts covered under its limited materials Warranty.

SolarRoofs.com may modify Policies, Procedures, and Regulations for Dealers as well as modify the Dealer Price List from time to time without notice. Such Policies, Procedures, Regulations and Dealer Price List, and all changes thereto shall, upon placement in the dealer section of the Website, be binding.

The Following is for new Dealers with less than 2 Years of Solar Experience:

Approved Solar™ Dealer and Installer Programs

Our Minimum DEALER Expectations Are:

1. Pass a background check.
2. Have Excellent customer relations policy and skills and an A+ BBB Rating.
3. Pay a \$225 Dealership Fee to cover initial materials package, Dealer and Installation Training time either by phone or Skype, and SolarRoofs.com’s account start up costs. A new dealer is expected to start ordering systems within 90 days of startup to be considered active and at least one system every 90 days to stay active.
4. Know and follow the SolarRoof.com Policies, Understanding and Pricing in the SolarRoofs.com catalogue and to make orders by way of a PO either by Fax or Email.
5. Have adequate financial management skills and business growth experience as well as the staff to maintain a sustainable business with sound marketing, sales and customer service experience as your business grows.
6. Have a Certificate of Insurance; with \$1,000,000 minimum coverage with SolarRoofs.com as an additional insured.
7. If Installing, have excellent installation proficiency and proof of Insurance and Workers Compensation Coverage.
8. A minimum of a one year warranty on all solar installation work.

Approved Dealers will receive:

- a. 100, 4 sided SolarRoofs.com color brochures.
- b. Your choice of 100 Skyline 3 or 5 brochures (or a mix).
- c. 1 color chart.
- d. A Collector demo cutaway. A Full size 10-01 collector is suggested and if ordered will be shipped at your discount.
- e. A CD with pictures and marketing materials. NOTE: Posters and other dealer materials are available.
- f. Technical, custom, and commercial design support.
- g. Dealer leads from our Website.
- h. Free monthly installation and sales training at our facility or Phone or Skype training session(s) as needed.

Your Company’s Profile

To help us understand your company and your needs, please answer the following questions about your company.

Company Name: _____ **Contact:** _____ **Date:** _____

Is your Company currently involved in the solar energy industry? Yes ____ No ____

If No, Please explain your plan to enter the solar energy industry.

If Yes, Please explain your company’s present involvement in the solar energy industry.

(more info welcome!)

Thank you! We look forward to working with you!

Please Email to: Dealer@SolarRoofs.com or Fax to: 916-481-7203, Thank you!

SolarRoofs.com "Skyline" Solar Water Heaters

CONFIDENTIAL DEALER

5840 Gibbons Dr. Suite H, Carmichael, CA 95608

APPLICATION AND AGREEMENT

Phone: (916) 481-7200 Fax: (916) 481-7203

Email: richsolar@solarroofs.com Web: www.SolarRoofs.com Dealer # _____ (tba)

1. APPLICANT INFORMATION *All information submitted will be kept confidential.*

_____ LAST NAME	_____ FIRST NAME	_____ MI.	_____ BUSINESS TELEPHONE NUM.
_____ SOLAR COMPANY NAME		_____ YEAR ESTABLISHED	_____ FAX NUMBER
_____ FULL MAILING ADDRESS (This will be shipping address .P.O. Boxes cannot be used)			_____ CELL PHONE NUMBER
_____ CITY	_____ STATE	_____ ZIP	
_____ EMAIL	_____ WEBSITE		

2. I am (please check): A Fully Licensed and Insured Installer ____ and I install: Thermal ____ PV ____ Pool ____ Systems
An Internet Sales Organization ____ A Wholesaler ____ Other _____

CONTRACTORS LICENSE # _____ BUS. LICENSE # _____

If a California Dealer, your CA Tax exempt Number: _____

3. Understanding:

- I understand that this Agreement is not binding until receipt and acceptance by SolarRoofs.com at its home office in Carmichael, California. I have read carefully, and agree to abide by all provisions of the Terms and Conditions that are printed on this application.
- I am an independent contractor responsible for determining my own business activities and time spent and I am not an agent, employee, or legal representative of the Company. I will not represent in any manner that I am an agent, employee, or legal representative of the company. I am responsible for the payment of all federal and state self-employment taxes and any other tax required under any federal, state or regulatory or taxing agency.
- After initial training, I am expected to study and know the pricing in the SolarRoofs.com catalogue and to make my orders by way of a PO either by Fax or Email. SolarRoofs.com will call or Email back to confirm the order. Individual parts are on the third and second to last pages of the catalogue.**
- Upon acceptance by a SolarRoofs.com Officer, I am hereby appointed on a non-exclusive basis for the sale of the Company's Skyline Solar water heating collectors and system. I may use materials off of the SolarRoofs.com Website for, and only for, marketing and sales of SolarRoofs.com products. **SolarRoofs.com is very committed to supporting and protecting its active dealers. It will supply leads received in areas local to active dealers to protect their efforts.** The Company reserves the right to sell in my general sales area any systems or parts thereof to customers who order over the Internet unless other written agreements are made based on my sales volume and commitment.
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- If Dealer's company is providing installation services for SolarRoofs.com products, Dealer agrees to have adequate installation proficiency. If dealer uses subcontract installers, dealer will ensure that they have adequate installation proficiency. Dealer agrees to obtain necessary licenses, permits and insurance certificates and comply with all county and state codes. Dealer agrees to help back up the SolarRoofs.com product Warranty and have a company installation Warranty which will be for no less than 12 months. SolarRoofs.com pays \$50.00, or in special cases up to \$100.00, for a service call made to correct any defective parts covered under its Limited Warranty for 5 years.
- SolarRoofs.com may provide Policies, Procedures, and Regulations for Dealers as well as modify the Dealer Price List. Such Policies, Procedures, Regulations and Dealer Price List, and all changes thereto, shall upon placement in the dealer confidential section of the Website, become a binding part of this Agreement.
- This Agreement may not be assigned without written consent from the Company.
- This Agreement is governed under the laws of the state of California. The parties agree that any claim, dispute, or other difference shall be exclusively resolved by binding arbitration pursuant to the Commercial Arbitration Rules of the American Arbitration Association with arbitration to occur at a location determined by the Company with accordance to these Rules.
- This Agreement, including SolarRoofs.com Policies, Procedures, Regulations and Dealer Price List incorporated herein by reference, constitute the entire agreement between the parties here on, and no other additional promises, guarantees, representations, or agreements of any kind shall be valid unless in writing.
- SolarRoofs.com payment terms are payment in full upon order by check, Charge Card (with a USA billing address), or by bank transfer, please see Dealer Policy. (This Update: 10/08/09)

4. SIGNATURES

Dealer Date SolarRoofs.com

Please Email to: Dealer@SolarRoofs.com or Fax to: 916-481-7203, Thank you!