



Estimated Cost per Watt Methodology

March 16, 2017

Cost per watt (CPW) is an important metric in understanding Vivint Solar's residential business. The CPW calculation includes costs associated with systems subject to power purchase agreements, leases, and those sold directly to customers. This memo shows how Vivint Solar's CPW for the residential business can be estimated using the company's reported GAAP financial statements, other reported operating metrics, and information extracted from the Company's books and records. All data and calculations shown in this memo are as of December 31, 2016. In the fourth quarter Vivint Solar installed an approximately 700 kW C&I system which is excluded for the purpose of calculating our residential CPW.

Installation

Vivint Solar only capitalizes a portion of its installation expense. Equipment expense as well as a portion of other installation expense including direct labor is capitalized on the balance sheet. The portion of installation expense that is not capitalized is expensed through the Income Statement in the period it is incurred. To calculate total installation expense, add the change in system equipment costs, the change in work in progress - system equipment costs, the cost of revenue – operating leases and incentives and cost of revenue – solar energy system and product sales less associated non-cash expenses (stock-based compensation and depreciation and amortization). This total is then divided by the megawatts installed in the quarter.

Sales & Marketing

Much like installation expenses, only a portion of sales & marketing expense is capitalized. The remaining portion is expensed through the Income Statement in the period it is incurred. The amount of expense related to non-cash stock-based compensation is removed from the total sales & marketing costs. To calculate the total sales & marketing cost per watt, the portion of sales & marketing expense that is capitalized, including work in progress – initial direct costs and customer incentives, is divided by the megawatts installed during the period. The portion that flows through the income statement is divided by the megawatts booked during the quarter. These two components are then summed to reach the total sales & marketing cost per watt.

Installation Costs per Watt Calculation

| | Q4'16 | |
|---|------------------|---|
| Installation (in thousands) | | |
| System equipment costs (BS Note) | \$ 60,284 | ← |
| Plus: WIP - System equipment costs (Company's books) | 3,839 | ← |
| Plus: Cost of rev - operating leases and incentives (IS) | 35,230 | |
| Plus: Cost of rev - solar energy system and product sale (IS) | 12,579 | |
| Less: Stock-based compensation (BS Note) | (611) | ← |
| Less: Depreciation and amortization (BS Note) | (12,251) | ← |
| Less: Fleet performance (Company's books) | (3,499) | |
| Total installation costs | \$ 95,571 | ← |
| Installation (\$ / W) | | |
| Total installation costs (in millions) | \$ 95.6 | ← |
| Divided: MW installed | 46.4 | |
| Installation cost per watt | \$ 2.06 | |

| Note 6. Solar Energy Systems (in thousands) | Q4'16 | Q3'16 | Change |
|--|--------------|--------------|-----------|
| Solar energy systems, net | | | |
| System equipment costs | \$ 1,238,968 | \$ 1,178,684 | \$ 60,284 |
| Solar energy system inventory | 31,862 | 30,584 | 1,278 |
| Initial direct costs related to solar energy systems | 261,318 | 242,220 | 19,098 |
| Solar energy systems | 1,532,148 | 1,451,488 | 80,660 |
| Less: Accumulated depreciation and amortization | (73,793) | (61,542) | (12,251) |
| Solar energy systems, net | \$ 1,458,355 | \$ 1,389,946 | \$ 68,409 |

| Note 5. Inventories (in thousands) | Q4'16 | Q3'16 | Change |
|------------------------------------|-----------|----------|----------|
| Inventories | | | |
| Solmetric inventory | \$ 745 | \$ 742 | \$ 3 |
| WIP - System equipment costs | 8,326 | 4,487 | 3,839 |
| WIP - Initial direct costs | 2,214 | 1,293 | 921 |
| Inventories | \$ 11,285 | \$ 6,522 | \$ 4,763 |

| Note 15. Equity Compensation Plans | Q4'16 |
|--|----------|
| Stock-based compensation included in operating expenses (in thousands) | |
| Cost of revenue - operating leases and incentives | \$ 611 |
| Sales and marketing | 507 |
| Research and development | 128 |
| General and administrative | 3,223 |
| Total stock-based compensation | \$ 4,469 |



Sales & Marketing Costs per Watt Calculation

| | <u>Q4'16</u> | |
|--|------------------------------|---|
| Sales & Marketing (\$ in millions) | | |
| Initial direct costs related to solar energy systems (BS Note) | \$ 19.1 | ← |
| Plus: WIP - Initial direct costs (Company's books) | 0.9 | ← |
| Plus: Customer incentives (Company's books) | 1.4 | ← |
| | <u>21.4</u> | |
| Divide: MW installed | 46.4 | |
| Initial direct costs per watt | \$ 0.46 | ← |
| Sales & Marketing (IS) | \$ 9.4 | |
| Less: Stock-based compensation | 0.5 | ← |
| | <u>8.9</u> | |
| Divide: MW booked | 56.7 | |
| Non-capitalized Sales & Marketing costs per watt | \$ 0.16 | ← |
| Initial direct costs per watt | \$ 0.46 | ← |
| Plus: Non-capitalized Sales & Marketing cost per watt | 0.16 | ← |
| Total Sales & Marketing | <u><u>\$ 0.62</u></u> | |

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|--|----------------------------|----------------------------|-------------------------|
| Solar energy systems, net | | | |
| System equipment costs | \$ 1,238,968 | \$ 1,178,684 | \$ 60,284 |
| Solar energy system inventory | 31,862 | 30,584 | 1,278 |
| Initial direct costs related to solar energy systems | <u>261,318</u> | <u>242,220</u> | <u>19,098</u> |
| Solar energy systems | 1,532,148 | 1,451,488 | 80,660 |
| Less: Accumulated depreciation and amortization | <u>(73,793)</u> | <u>(61,542)</u> | <u>(12,251)</u> |
| Solar energy systems, net | <u><u>\$ 1,458,355</u></u> | <u><u>\$ 1,389,946</u></u> | <u><u>\$ 68,409</u></u> |

| Note 5. Inventories (in thousands) | <u>Q4'16</u> | <u>Q3'16</u> | <u>Change</u> |
|------------------------------------|-------------------------|------------------------|------------------------|
| Inventories | | | |
| Solmetric inventory | \$ 745 | \$ 742 | \$ 3 |
| WIP - System equipment costs | 8,326 | 4,487 | 3,839 |
| WIP - Initial direct costs | <u>2,214</u> | <u>1,293</u> | <u>921</u> |
| Inventories | <u><u>\$ 11,285</u></u> | <u><u>\$ 6,522</u></u> | <u><u>\$ 4,763</u></u> |

| Note 15. Equity Compensation Plans | <u>Q4'16</u> |
|--|------------------------|
| Stock-based compensation included in operating expenses (in thousands) | |
| Cost of revenue - operating leases and incentives | \$ 611 |
| Sales and marketing | 507 |
| Research and development | 128 |
| General and administrative | <u>3,223</u> |
| Total stock-based compensation | <u><u>\$ 4,469</u></u> |

| Consolidated Balance Sheet (in thousands) | <u>Q4'16</u> | <u>Q3'16</u> | <u>Change</u> |
|---|------------------------|------------------------|------------------------|
| Current assets - Customer incentives | \$ 129 | \$ 84 | \$ 45 |
| Non-current assets - Customer incentives | <u>3,982</u> | <u>2,653</u> | <u>1,329</u> |
| Total customer incentives | <u><u>\$ 4,111</u></u> | <u><u>\$ 2,737</u></u> | <u><u>\$ 1,374</u></u> |



General & Administrative

General & Administrative expense is taken from the income statement. Expenses that are non-cash such as stock-based compensation and any one-time expenses are removed from the total. The resultant number is divided by the megawatts installed during the quarter to calculate the total general & administrative cost per watt.

| | |
|--|------------------|
| | <u>Q4'16</u> |
| General & Administrative (in thousands) | |
| General & Administrative (IS) | \$ 21,796 |
| Less: Stock-based compensation (BS Note) | (3,223) |
| Less: One-time expenses (MD&A Note) | (185) |
| General & Administrative Costs | \$ 18,388 |
| General & Administrative costs (in millions) | \$ 18.4 |
| Divide: MW installed | 46.4 |
| General & Administrative costs per watt | \$ 0.40 |
| | |
| Note 15. Equity Compensation Plans | <u>Q4'16</u> |
| Stock-based compensation included in operating expenses (in thousands) | |
| Cost of revenue - operating leases and incentives | \$ 611 |
| Sales and marketing | 507 |
| Research and development | 128 |
| General and administrative | 3,223 |
| Total stock-based compensation | \$ 4,469 |
| | |
| Company's Books (in thousands) | |
| Expenses related to proposed SunEdison transaction and severance | \$ 185 |



Total Estimated Cost per Watt

The sum of installation cost per watt, sales & marketing cost per watt, and general & administrative cost per watt results in the total estimated cost per watt for the period.

| | <u>Q4'16</u> |
|-----------------------------|-----------------------|
| Installation | \$ 2.06 |
| Sales & Marketing | 0.62 |
| General & Administrative | <u>0.40</u> |
| Total costs per watt | <u>\$ 3.08</u> |