

# AMERICAN HIGH-PERFORMANCE HOMES, LLC

## ENTITY SUBSCRIPTION AGREEMENT (LLC / INC. / TRUST)

Confidential Private Offering of Non-Voting Preferred Equity Units

Date: \_\_\_\_\_, 2025

FROM:

Entity Name: \_\_\_\_\_

Entity Type (LLC / Inc. / Trust): \_\_\_\_\_

State of Formation: \_\_\_\_\_ IN: \_\_\_\_\_

Authorized Signatory Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

### INVESTMENT OPPORTUNITY SUMMARY

21.4% Target ROI in 12-14 Months

#### Investment Highlights:

- \$25,000 Minimum Investment (5 Units at \$5,000 each)
- 21.4% Expected Return in just 12-14 months
- 14% Preferred Return plus 70% of profits above preferred return
- Upside Potential: Best case scenario delivers 31.9% ROI

## 1. SUBSCRIPTION FOR UNITS

- (a) This Subscription Agreement;
- (b) The Private Placement Memorandum dated August 30, 2025 (the “PPM”);
- (c) The Company’s Operating Agreement;
- (d) All other offering documents provided to the Subscriber.

Each Unit is priced at \$5,000. The minimum initial subscription is five (5) Units (\$25,000). Additional investments may be made in increments of one (1) Unit (\$5,000), subject to Company acceptance. The maximum offering amount is \$912,400 representing 182.48 Units. Total project capitalization: \$937,400 (\$912,400 from investors + \$25,000 from sponsor).

Number of Units Subscribed: \_\_\_\_\_ Units

Total Subscription Amount: \$ \_\_\_\_\_ (\$5,000 × \_\_\_\_\_ Units)

## 2. TERMS OF ACCEPTANCE

The Company reserves the right to accept or reject any subscription, in whole or in part, and to terminate the offering at any time.

Upon closing, \$268,000 of project funds — including \$200,000 for land acquisition and \$68,000 for design, development, and construction mobilization — will be deployed immediately. If the minimum raise is not met, funds are returned to subscribers without interest.

The minimum offering threshold is \$456,200 (50% of total raise) before any funds are released from escrow.

## 3. REPRESENTATIONS, WARRANTIES, AND ACKNOWLEDGMENTS OF SUBSCRIBER

The Subscriber is duly organized, validly existing, and in good standing. The individual executing this Agreement is authorized to act on behalf of the entity. This Agreement constitutes a valid and binding obligation of the Subscriber.

Subscriber qualifies as an accredited investor under SEC Rule 506 (C) of Regulation D.

The Subscriber is acquiring the Units for investment and not for resale or distribution.

The Subscriber has reviewed all offering documents, conducted its own due diligence, and consulted independent legal and financial advisors.

#### 4. SUBSCRIBER INFORMATION AND ACCREDITED INVESTOR QUALIFICATION

- ☐ Entity with total assets exceeding \$5,000,000, not formed for the specific purpose of investing in this offering.
- ☐ Entity in which all equity owners are accredited investors.
- ☐ Trust with total assets exceeding \$5,000,000, not formed specifically for this investment, and whose decision is directed by a sophisticated person.
- ☐ Registered investment adviser, broker-dealer, bank, insurance company, or other regulated financial institution.

##### 4.1 Accredited Investor Verification

To complete your investment, please email us a verification letter from your accountant, CPA, attorney, or other licensed financial professional confirming that you meet the SEC's accredited investor requirements. The letter must include the professional's full name, firm name, license state, and license number. This verification is required under Regulation D, Rule 506 (C), and must be dated within the past 90 days. Please email your documents to: [glenn@newengland-builders.com](mailto:glenn@newengland-builders.com)

#### 5. PAYMENT INSTRUCTIONS AND PROCEDURES

- ☐ Wire Transfer
- ☐ Certified Check
- ☐ Cashier's Check

##### Wire Transfer Instructions

**Payable to:** American High-Performance Homes, LLC  
800 Flander Road  
Mystic Business Park, Building 12-2  
Mystic, CT 06355

##### Bank Information:

Chelsea Groton Bank  
391 Norwich Westerly Road North  
Stonington, CT 06359

**Routing Number:** 211173357  
**Account Number:** 1115091380

Funds must be received within ten (10) business days of signing. Capital will be deployed immediately following subscription closing for land and construction mobilization.

## **6. ACKNOWLEDGMENTS AND AGREEMENTS**

- (a) The Units are unregistered securities offered under Rule 506(c).
- (b) No resale is permitted unless registered or exempt.
- (c) Subscriber will maintain confidentiality of non-public Company information.
- (d) Subscriber grants the Manager limited power of attorney for tax filings and non-material amendments.
- (e) Subscriber represents compliance with anti-money laundering laws and that funds are from lawful sources.

## **7. INDEMNIFICATION**

The Subscriber agrees to indemnify and hold harmless the Company, its Manager, and affiliates from all losses or liabilities arising from any breach of this Agreement or misrepresentation of accredited status.

## **8. MISCELLANEOUS**

Governing Law: Connecticut.

Amendments: Written mutual consent only.

Successors and Assigns: Binding on successors and permitted assigns.

Severability: Invalid provisions do not affect remainder.

Electronic Signatures: Permitted.

Entire Agreement: This Agreement, the PPM, and the Operating Agreement constitute the entire understanding.

**9. SIGNATURES**

**SUBSCRIBER (ENTITY)**

Entity Name: \_\_\_\_\_

Authorized Signatory Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Authorized Signatory Name: \_\_\_\_\_

Title: \_\_\_\_\_

ACCEPTED BY:

AMERICAN HIGH-PERFORMANCE HOMES, LLC

By: \_\_\_\_\_ Date: \_\_\_\_\_

Glenn Callahan, Managing Member

Sponsored By New England Home Builders, LLC

Contact: Glenn Callahan | (860) 854-8881 | [glenn@newengland-builders.com](mailto:glenn@newengland-builders.com)