

Results of Electronic Ballot of RESNET Board of Directors on Adopting New RESNET Policies

August 13, 2009

The following are the results of the electronic of the board on adoption new RESNET policies:

1. Shall the RESNET Board of Directors adopt the draft RESNET Document Retention and Destruction Policy (Attachment A)?

Yes (16)	No (0)	Abstain (1)	Not Voting (4)
Ben Adams Steve Byers Dennis Creech Richard Faesy Philip Fairey David Goldstein Andy Gordon Bruce Harley Mark Jansen Greg Nahn Lee O'Neal Kelly Parker Bill Prindle Robert Scott David Wilson Barb Yankie		C.T. Loyd	Tom Hamilton Michael Holtz Daran Wastchak Erin Wiggins

The policy was adopted by the RESNET Board.

2. Shall the RESNET Board of Directors adopt the draft RESNET Conflict of Interest Policy (Attachment B)?

Yes (16)	No (0)	Abstain (1)	Not Voting (4)
Ben Adams Steve Byers Dennis Creech Richard Faesy Philip Fairey		C.T. Loyd	Tom Hamilton Michael Holtz Daran Wastchak Erin Wiggins

David Goldstein
Andy Gordon
Bruce Harley
Mark Jansen
Greg Nahn
Lee O'Neal
Kelly Parker
Bill Prindle
Robert Scott
David Wilson
Barb Yankie

The policy was adopted by the board.

3. Shall the RESNET Board of Directors adopt the draft RESNET Whistleblowers Policy (Attachment C)?

Yes (16)

No (0)

Abstain (1)

Not Voting (4)

Ben Adams
Steve Byers
Dennis Creech
Richard Faesy
Philip Fairey
David Goldstein
Andy Gordon
Bruce Harley
Mark Jansen
Greg Nahn
Lee O'Neal
Kelly Parker
Bill Prindle
Robert Scott
David Wilson
Barb Yankie

C.T. Loyd

Tom Hamilton
Michael Holtz
Daran Wastchak
Erin Wiggins

The policy was adopted by the board.

Attachment A

Draft RESNET Document Retention and Destruction Policy

January 2008

I. Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by RESNET in connection with the transaction of corporation business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents shall be kept and how records shall be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate RESNET's operations by promoting efficiency and freeing up valuable storage space.

II. Document Retention

RESNET follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

III. Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years
Accounting and Corporate Tax Records	7 years

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 & State Information Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	7 years
Petty Cash Vouchers	5 years
Cash Receipts	5 years
Credit Card Receipts	5 years
Bank Records (Statements & Reconciliations)	7 years
Check Registers	Permanent
Bank Deposit Slips	7 years
Electronic Fund Transfer Documents	7 years
Payroll and Employment Tax Records	
Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years

Employee Records	
Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion
Legal, Insurance and Safety Records	
Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

IV. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

V. Emergency Planning

RESNET’s records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping RESNET operating in an emergency will be duplicated or backed up at least every week and maintained off site.

VI. Document Destruction

RESNET’s chief financial officer is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

VII. Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against RESNET and its employees and possible disciplinary action against responsible individuals. The chief financial officer and finance committee chair will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations.

Attachment B

Draft RESNET CONFLICT OF INTEREST POLICY January 2008

SECTION 1. PURPOSE:

The Residential Energy Services Network, Inc. (RESNET) is a 501(c)(3) nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of RESNET as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between RESNET and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of RESNET honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of RESNET. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with RESNET or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all employees and contractors who can influence the actions of RESNET. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning RESNET.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to RESNET.
2. Persons and firms from whom RESNET leases property and equipment.
3. Persons and firms with whom RESNET is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting RESNET.
6. Agencies, organizations and associations which affect the operations of

RESNET.

7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with RESNET.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with RESNET.
3. Receiving remuneration for services with respect to individual transactions involving RESNET.
4. Using RESNET's time, personnel, equipment, supplies, or good will for other than RESNET-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with RESNET. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of RESNET.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;

2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The board has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the Executive Director (or if she or he is the one with the conflict, then to the board president), who shall bring the matter to the attention of the board. Disclosure involving directors should be made to the board president, (or if she or he is the one with the conflict, then to the board vice president) who shall bring these matters to the board.

The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to RESNET. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of RESNET and the advancement of its purpose.

Attachment C

Draft RESNET Whistleblower Policy January 2008

RESNET is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees, contractors, or volunteers. This policy outlines a procedure for a director, officers, employee, contractor or volunteer to report actions that he or she reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to RESNET's business and does not relate to private acts of an individual not connected with the business of RESNET.

If a director, officer, employee, or volunteer (for simplification, herein referred to as employee) has a reasonable belief that an employee or contractor of RESNET has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the individual is expected to immediately report such information to the Executive Director. If the individual does not feel comfortable reporting the information to the Executive Director, he or she is expected to report the information to the President of the RESNET Board of Directors.

All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, RESNET will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

RESNET will not retaliate against an individual in the terms and conditions of employment because that employee: (a) reports to a supervisor, to the Executive Director, the Board of Directors or to a federal, state or local agency what the employee believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect the employee's rights.

RESNET may take disciplinary action (up to and including termination) against an employee who in management's assessment has engaged in retaliatory conduct in violation of this policy.

In addition, RESNET will not, with the intent to retaliate, take any action harmful to any employee who has provided, to law enforcement personnel or the court truthful information relating to the commission or possible commission by RESNET or any of its employees, a violation of any applicable law or regulation.

Supervisors will be trained on this policy and RESNET'S prohibition against retaliation in accordance with this policy.