

**Results of Electronic Ballot of RESNET Board of Directors on
Authorizing the RESNET Executive to Enter into a
Memorandum of Understanding with the Home Depot At-
Home Servicesm**

September 10, 2010

Shall the RESNET Board of Directors authorize to enter into the Memorandum of Understanding with The Home Depot At-Home Services?

Yes (17)	No (1)	Abstain (1)	Not Voting (2)
Steve Byers	Greg Thomas	Dave Bell	Ben Adams
Dennis Creech			Orlo Stitt
Brett Dillon			
Lance DeLaura			
Charles Eley			
Richard Faesy			
Philip Fairey			
David Goldstein			
Andy Gordon			
Mark Jansen			
Maci McDaniel			
Lee O'Neal			
Kelly Parker			
Bill Prindle			
Javier Ruiz			
Daran Washcak			
Barb Yankie			

The RESNET Executive Director was authorized to enter into the Memorandum of Agreement with the Home Depot At-Home Services.

Attachment A

THD AT HOME SERVICES AND RESNET ALLIANCE MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (“MOU”) outlines the mutual desires of THD At-Home Services, Inc. (“THD AHS”) and Residential Energy Services Network (“RESNET”) to work together to take advantage of a unique opportunity in the residential retrofit market. Through developing a professionally executed Home Energy Survey, THD AHS and RESNET will work to help consumers address the energy efficiency of their homes and to take advantage of a number of public incentives.

THD AHS and RESNET intend to partner to create a survey and training curriculum that is robust enough to provide value and insight to the consumer, yet streamlined enough to be completed efficiently at a market tolerant price point.

To achieve these goals, the following actions will be taken:

- THD AHS, in conjunction with RESNET and RESNET’s authorized service provider, will train and certify a workforce to complete these audits, estimated at between 400 and 800 associates
- THD AHS will develop and deploy a marketing and sales initiative that includes both in home sales force and in-store marketing. Mass-market initiatives may be considered in the future
- RESNET and its authorized service provider will develop a training and certification program that combines the HESP and *EnergySmart* Contractor certifications into a unified program for THD AHS associates
- THD AHS and RESNET will tailor ongoing quality assurance requirements to allow THD AHS to utilize its existing infrastructure while still maintaining the level of third party oversight necessary for the independence and integrity of the RESNET brand
- THD AHS will develop marketing and sales materials utilizing the RESNET brand and logos in a manner consistent with RESNET principles

THD AHS anticipates piloting this program in October 2010 with future rollouts determined by the success of the pilot. Both THD AHS and RESNET agree to strive to meet this timeline.

This MOU is intended to reflect the plans of THD AHS and RESNET, but it is not intended to, and shall not, create any binding legal obligations between the parties or

obligate either party to enter into any additional agreements with the other. These plans may change in part or whole as business needs and conditions dictate.

Neither party shall be held liable for actions taken by the other party in reliance upon the plans or actions outlined in this MOU.

THD At-Home Services, Inc.

RESNET

By: _____ By: _____

Its: _____ Its: _____

Date: _____ Date: _____