

MIDWEST RENEWABLE ENERGY TRACKING SYSTEM, INC.

CONFLICT OF INTEREST POLICY

ACKNOWLEDGEMENT

Each Representative must acknowledge by annually executing the form provided below, which has been approved by the Board of Directors, indicating that they have received, understand and will comply with the Midwest Renewable Energy Tracking System, Inc.'s (M-RETS, Inc.) Conflict of Interest Policy.

All below disclosed conflicts will be reviewed by the Executive Committee. The Executive Committee will make a determination regarding any perceived or real conflict brought to their attention and any resolution thereof.

CONFLICT OF INTEREST STATEMENT

I have received a copy of M-RETS, Inc.'s Conflict of Interest Policy and have a copy of Wis. Stat. §181 of Wisconsin Nonstock Corporation law. I have read the Policy, I understand the Policy, and I agree to comply with all of the terms of the Policy. I understand that M-RETS, Inc. is a tax-exempt organization and in order to maintain its 501(c)(4) status, M-RETS, Inc. must consciously engage in activities which accomplish its mission.

In the event that any decision which involves any matter in which I or a member of my family have or may have any conflict of interest as described in the Policy, I will notify the President of the Board of Directors of M-RETS, Inc. of the existence and extent of that interest, and I will refrain from voting or otherwise using my personal influence during any meeting at which the interest is contemplated by the disinterested members of the Board of Directors. I will also make available to the President of the Board of Directors, all pertinent information in my possession with respect to such matters that should properly be disclosed.

Signed: _____

Name: _____

Position: _____

Dated: _____

ANNUAL DISCLOSURES:

BACKGROUND

This Conflict of Interest Policy (“Policy”) of The Midwest Renewable Energy Tracking System, Inc. (“M-RETS, Inc.”) is intended to promote conduct by the members of the Board of Directors and employees of M-RETS, Inc. (“Representatives”) which is consistent with and in support of M-RETS, Inc.’s mission as a non-profit, tax-exempt organization.

In addition to promoting compliance with legal standards, this Policy recognizes and serves as a reminder that M-RETS, Inc.’s reputation for integrity is one of its most valuable assets. M-RETS, Inc.’s reputation is well-served when its Representatives conduct themselves in a manner which upholds the highest standards of integrity, honesty, and fair dealing. Accordingly, Representatives of M-RETS, Inc. must avoid any appearance of any form of improper self-dealing or other unethical conduct, and must avoid influences, interests or relationships that might adversely affect their conduct or decisions, or distort their judgment, in addressing the affairs of M-RETS, Inc. M-RETS, Inc. holds itself to high standards of business ethics and fair dealings. M-RETS, Inc. expects that employees and Directors act with honesty, fairness and integrity as well as complying with all local, state, and federal laws, rules, and regulations at all times while acting as a representative of the organization.

DESCRIPTION

M-RETS, Inc. is incorporated under the Wisconsin Nonstock Corporation Statute (“Statute”). In general, this policy requires directors to make appropriate disclosures to M-RETS, Inc. prior to utilizing their positions for their own private benefit or in a manner which may have an adverse affect upon, or a conflict with, M-RETS, Inc.’s interests.

A conflict of interest may arise where there is a contract or other transaction between a corporation and:

1. its director or a member of the family of its director;
2. a director of a related organization, or a member of the family of a director of a related organization;
3. an organization in or of which the corporation’s director, or a member of the family of its director, is a director, officer, or legal representative; or
4. an organization in which the director has a material financial interest.

Unless one of the requirements set forth in Wis. Stat. § 181.0831(1) are satisfied, any such contract or transaction will be deemed void or voidable if the director is party or because the director is present at the meeting of the members or the board or a committee at which the contract or transaction is authorized, approved or ratified.

A director has a material financial interest in an organization in which the director, or a member of the family of the director, has a material financial interest.

A “member of the family” of a director as a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister of that director.

ILLUSTRATIONS

Although it is not possible to list all circumstances that may create a possible conflict of interest or the appearance of a conflict of interest, the following examples illustrate the types of activities by a

Representative of M-RETS, Inc. that may cause a conflict or an appearance of a conflict and must be reported to the board of directors of M-RETS, Inc.:

1. having a material financial interest in a business that provides goods or services to M-RETS, Inc.;
2. competing, directly or indirectly with M-RETS, Inc. with respect to the activities of M-RETS, Inc. or services rendered in pursuit of its mission;
3. providing services (whether as an employee, officer, manager, director, or consultant) to any person or entity that does business with, or competes with, the activities or services of M-RETS, Inc.; or
4. accepting gifts, excessive entertainment, or other favors from any person or entity that does, or is seeking to do, business with, or is a competitor of M-RETS, Inc. This does not include the acceptance of items of nominal value that are clearly tokens of respect or friendship and not related to any particular transaction or activity of M-RETS, Inc.

APPLICATION TO EMPLOYEES

M-RETS, Inc. elects to hold its employees to the same conflict of interest standards which apply to directors.

It is critical for M-RETS, Inc.'s Representatives to understand that they may be construed to represent M-RETS, Inc. in settings outside of the workplace and they are therefore cautioned to be sensitive to any other affiliations that may infringe upon their ability to conduct their job effectively for M-RETS, Inc.

OUTSIDE EMPLOYEE ACTIVITIES

M-RETS, Inc. encourages its employees to be active members of their community, including volunteering their time to charitable, educational, civic, and trade organizations as long as this extracurricular work does not detract from the employee's job performance. In an effort to encourage employee engagement, M-RETS, Inc. does not believe it is necessary to require prior approval except in the rare circumstance that the employees outside activities could create a real or perceived conflict of interest.

If an employee believes that their outside work could possibly raise the risk of a real or perceived conflict of interest, if possible the employee is expected to speak with the Board President prior to their involvement in the organization. M-RETS, Inc. emphasizes that, in the event of a risk of conflict, the Board President and the employee are expected to work out an arrangement in writing where the employee can still engage in their outside activities without causing any real or perceived conflicts of interest between the employee and M-RETS, Inc. If, however, an unanticipated real or perceived conflict arises between the employee and M-RETS, the employee must alert the Board President immediately upon recognizing the real or perceived conflict.

Such conflicts, whether real or perceived include, but are not limited to, employee conduct through outside activities that:

- cloud the judgment of the employee,
- prevent the employee from acting in the best interest of M-RETS, Inc.,
- create an appearance that the employee could not act objectively, or
- are directly related to the energy industry.

Examples of such conduct may include activity with an organization that has a financial interest that is inconsistent with the best interest of M-RETS, Inc., activities, investments or associations that compete directly with M-RETS, Inc. and/or activity that exploits the employee's position with M-RETS, Inc. for personal gain.

It is best if the employee refrains from participation in activities with an organization giving rise to the real or perceived conflict until they can work out a written agreement where the employee can still engage in their outside activities without causing any real or perceived conflicts of interest between the employee and M-RETS, Inc.

M-RETS, Inc. employees who are asked by the organization to serve on a technical advisory board or work with or on behalf of an organization as an M-RETS employee are not required to obtain approval under this policy. If, however, they encounter a situation that raises a real or perceived conflict of interest with the work they are doing on behalf of M-RETS, Inc. with another organization they must immediately alert the Board President to the situation in writing.

M-RETS, Inc. employees who participate in outside activities must still abide by the M-RETS non-disclosure and confidentiality agreements as well as any non-disclosure and confidentiality agreements they may be party to as an employee of M-RETS, Inc.

DISCLOSURE

From the time a Representative is nominated or employed by M-RETS, Inc., that Representative should make M-RETS, Inc. aware of all board member positions held, business relationships, and immediate family that have relationships that may relate directly to M-RETS, Inc's business.

Each Representative must disclose, in writing, any circumstances that may present a conflict of interest or may appear to present a conflict of interest promptly upon that Representative learning of those circumstances. The material facts about M-RETS, Inc's proposed business relationship with the other party and nature of the Representative's interest that presents the conflict or potential conflict must be fully disclosed to the board of directors or committee involved in the consideration, recommendation or authorization of that matter.

PROCEDURE

A director presenting a conflict of interest must abstain from voting on the matter involved and that director's presence will not be counted in determining the presence of a quorum.

In addition, if requested by the President of the board of directors, or by a member of the Committee involved in the matter, the director will refrain from participating in the discussion of that matter, and if requested, will be excused from the meeting while that matter is being discussed and voted upon.