



Board of Directors and Association Committee Members' Conflict of Interest Policy

It is the policy of the Professional Landcare Network, Inc. ("PLANET") that the members of its Board of Directors and Association Committees must act at all times in the best interests of PLANET and shall not derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the leadership of PLANET. The purpose of this policy is to help inform Directors and Association Committee members about what constitutes a conflict of interest, assist in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

1. Directors and Association Committee members have a fiduciary duty to conduct themselves without conflict to the interests of PLANET. Directors and Association Committee members must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of PLANET.

2. A conflict of interest arises when a Director or Association Committee member has an actual or potential business, professional or personal interest such that his or her loyalty and fiduciary duty to PLANET could be impaired. Examples of actual or potential conflicts of interest include, but are not limited to, engaging in any of the following activities:

- a. Participating directly or indirectly in any decision which has resulted or could result in personal benefit;
- b. Receiving salary payments, unreasonable expense reimbursements, loans, gifts, free services, or any other fees from or on behalf of any person or organization engaged in any transaction with PLANET;
- c. Owning stock in excess of 1% or holding debt or other proprietary interest in any third party dealing with PLANET;
- d. Holding office, serving on the board, participating in management or being otherwise employed or formerly employed in or by any third party dealing with PLANET;
- e. Receiving remuneration for services with respect to individual transactions involving PLANET;



f. Using the time, personnel, equipment, supplies, or property of PLANET for purposes other than PLANET's approved activities, programs and purposes;

g. Appropriating for personal gain any business or other opportunities relating to the business of PLANET;

h. Using the confidential information of PLANET for personal gain or to compete with PLANET.

3. All Directors and Association Committee members shall disclose fully any actual and/or potential conflicts of interests to the PLANET Management Team annually through the annual disclosure form and promptly thereafter whenever an actual or potential conflict becomes apparent to the individual. All Directors and Association Committee members have a continuing responsibility to scrutinize their outside business and personal interests for potential conflicts and to promptly disclose same. This policy is to be construed broadly, rather than narrowly, and any doubts as to the application of this policy should be resolved in favor of disclosure.

4. The disinterested members of the PLANET Management Team shall confer with counsel and make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). A member of the Management Team or PLANET's counsel shall review with the director or committee member the outcome of the Management Team discussion. If necessary, The PLANET Management Team shall inform the Board of such determination and action. The disinterested members of the Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

5. Any interested Directors or Association Committee members must be recused from participating in debates and voting on any matter in which there may be a perceived or actual conflict of interest.

6. On an annual basis, all Directors and Association Committee members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form attached. All completed forms shall be provided to and reviewed by the PLANET Management Team, as well as all other conflict information provided by Directors and Association Committee members.



ACKNOWLEDGEMENT OF RECEIPT OF CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM

I have read PLANET's *Board of Directors and Association Committee Members' Conflict of Interest Policy* set forth above and agree to comply fully with its terms and conditions at all times during my service as a member of PLANET's Board of Directors and/or any Association Committee(s). If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the PLANET Management Team in writing. I hereby certify as follows:

_____ I have no actual or potential conflict of interest to report.

_____ I have the following potential or actual conflicts of interest to report: (Please identify any "green industry" entity in which you or your parent, spouse, or child has an ownership interest or receives fees, travel benefits or gifts exceeding \$100 in value; any "green industry" entity in which your company has an ownership interest, affiliation or partnership; any "green industry" organization for which you or another representative of your company serves as a director or an officer; and any other actual or potential conflicts of interest.)

Signature: _____

Printed Name: _____

Date: _____

<p style="text-align: center;">Please sign and return to PLANET within two weeks of receipt:</p> <p style="text-align: center;">PLANET, Attention: Sabeena Hickman, COO, 950 Herndon Parkway, Suite 450, Herndon, VA 20170;</p> <p style="text-align: center;">Phone: 800—395-2522; Fax; 703-736-9668; Email: sabeenahickman@landcarenetwork.org</p>
