



Regional Greenhouse Gas Initiative, Inc.
90 Church Street, 4th Floor
New York, NY 10007
212-417-7329

**Regional Greenhouse Gas Initiative, Inc.
Minutes of Board of Directors Meeting
March 17, 2014**

A Special Meeting of the Directors of the Regional Greenhouse Gas Initiative, Inc., a Delaware non-profit corporation (the “Corporation”), was held on March 17, 2014 via teleconference, pursuant to written notice sent to each Director.

The meeting was called to order by Chair Ken Kimmell at approximately 4:45 pm.

Persons in Attendance

The following Directors, constituting a quorum, were present for the meeting:

Collin O’Mara, DE
Dallas Winslow, DE
Patricia Aho, ME
David Littell, ME
Robert Summers, MD
Kelly Speakes-Backman, MD
Ken Kimmell, MA
Mark Sylvia, MA
Craig Wright for Thomas Burack, NH
Robert Scott, NH
Jared Snyder for Joseph Martens, NY
Jim Austin for Audrey Zibelman, NY
Frank Stevenson for Janet Coit, RI
Justin Johnson, VT
James Volz, VT

Craig Wright was appointed to serve as an alternate on behalf of Mr. Burack. Jared Snyder was appointed to serve as an alternate director on behalf of Mr. Martens. Jim Austin was appointed to serve as an alternate director on behalf of Ms. Zibelman. The written designations of the alternates were duly received and are attached to the minutes of this meeting.

Also present by invitation were the following people: Katie Dykes (CT), Jaimeson Sinclair (CT), Morgan Ellis (DE), Valerie Gray (DE), Marc Cone (ME), Diane Franks (MD), Kathy Kinsey (MD), Marissa Paslick (MD), Luke Wisniewski (MD), Rachel Evans (MA), Will Space (MA), Lois New (NY), Barbara Cesaro (RI), Kevin Fink (VT); Jason Brown (RGGI, Inc.),

Lisa DeVito (RGGI, Inc.), Katie Ho (RGGI, Inc.), Anna Ngai (RGGI, Inc.); and Nicole Singh as Executive Director.

Call to Order and Board of Directors Roll Call

Chair Kimmell opened the meeting. Ms. Speakes-Backman conducted a roll call and it was confirmed that a quorum of the Directors was present.

Welcome and Review of Procedures

Chair Kimmell thanked the Directors and staff for their attendance, as well as members of the public who were invited to listen to the meeting proceedings via teleconference.

Approval of Board of Directors Minutes

Ms. Speakes-Backman presented the September 30, 2013 and October 17, 2013 Board Meeting Minutes that were distributed prior to the meeting.

Mr. O'Mara moved to approve the minutes. Mr. Johnson seconded this motion. The motion was approved.

RESOLVED, that the Board Meeting Minutes presented for September 30, 2013 and October 17, 2013 are adopted with no abstentions.

RGGI, Inc. Board of Directors – Executive Committee Vacancy

Mr. Johnson presented a proposed slate of nominations to fill the vacancy for Chair on the Executive Committee and nominate Commissioner Sylvia to the Executive Committee. Mr. Johnson asked the Directors if there were any nominations from the floor. Hearing none, the Executive Committee and Officers of RGGI, Inc. will be comprised of:

Chair: Commissioner Kelly Speakes-Backman—Maryland

Vice Chair: Secretary Collin O'Mara—Delaware

Vice Chair: Commissioner Joseph Martens—New York

Secretary: Commissioner Thomas Burack—Secretary

Treasurer: Commissioner David Littell—Maine

Member-at-Large: Commissioner Mark Sylvia—Massachusetts

Member at-Large: Chairman James Volz—Vermont

Mr. Summers moved to approve and Mr. Snyder seconded.

RESOLVED, that the following Directors comprise the Executive Committee of the Board of Directors of the Corporation. Officers of the Corporation are hereby appointed as designated:

Chair: Commissioner Kelly Speakes-Backman—Maryland

Vice Chair: Secretary Collin O'Mara—Delaware
Vice Chair: Commissioner Joseph Martens—New York
Secretary: Commissioner Thomas Burack—Secretary
Treasurer: Commissioner David Littell—Maine
Member-at-Large: Commissioner Mark Sylvia—Massachusetts
Member at-Large: Chairman James Volz—Vermont

Chair Kimmell proposed that the new Executive Committee members begin their positions on March 26, 2014. Hearing no objection, Mr. Johnson accepted the proposal.

Ms. Speakes-Backman thanked Chair Kimmell for his work during his tenure as Chair and thanked the group for the nomination and opportunity to serve as Chair.

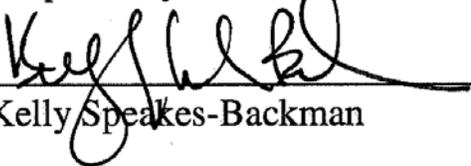
Progress on Annual RGGI, Inc. Audit

Ms. Singh provided an update on the annual RGGI, Inc. audit and reported that no problems are anticipated in meeting the May deadline for the 2013 tax filing. The Audit Committee will review the results of the audit and present to the Executive Committee, followed by review by the Board of Directors before posting to the RGGI, Inc. website.

Adjournment

There being no further business of the Board, the Board agreed upon consensus to adjourn at 4:58 pm.

Respectfully submitted,



Kelly Speakes-Backman

Regional Greenhouse Gas Initiative, Inc.

Appointment of Alternate Director

I, the undersigned, appoint Craig Wright, Air Resources Director, New Hampshire Department of Environmental Services, as the alternate director to act in my place as a director of the Regional Greenhouse Gas Initiative, Inc. at the RGGI, Inc. Board of Directors Meeting on Monday, March 17, 2014.

A handwritten signature in black ink that reads "Thomas S. Burack". The signature is written in a cursive style with a horizontal line underneath the name.

Thomas S. Burack, Commissioner
NH Department of Environmental Services

ANDREW M. CUOMO
GOVERNOR



JOE MARTENS
COMMISSIONER

STATE OF NEW YORK
DEPARTMENT OF ENVIRONMENTAL CONSERVATION
ALBANY, NEW YORK 12233-1010

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Regional Greenhouse Gas Initiative, Inc.
90 Church Street, 4th Floor
New York, New York 10007

Dear Chair of the Board of Directors:

I, the undersigned, appoint J. Jared Snyder, Assistant Commissioner for the Office of Air Resources, Climate Change & Energy, to act in my stead whenever I am unavailable to fulfill my role as a director of the Regional Greenhouse Gas Initiative, Inc.

Sincerely,

A handwritten signature in black ink that reads "Joseph J. Martens".

Joseph J. Martens

cc: Jared Snyder
Jonathan Schrag



Regional Greenhouse Gas Initiative, Inc.

Appointment of Alternate Director

I, the undersigned, appoint Jim Austin, as the alternate director to act in my place as a director of the Regional Greenhouse Gas Initiative, Inc. at the RGGI, Inc. Board of Directors Call on Monday, March 17, 2014.

A handwritten signature in black ink, appearing to read "Audrey Zibelman", is written over a solid horizontal line.

Name: Audrey Zibelman

Title: Chair

New York Public Service Commission

Regional Greenhouse Gas Initiative, Inc.

Appointment of Alternate Director

I, the undersigned, appoint Frank Stevenson as the alternate director to act in my place as a director of the Regional Greenhouse Gas Initiative, Inc. at the RGGI, Inc. Board of Directors Call on Monday, March 17, 2014.



Name: Janet Coit

Title: Director

Rhode Island Department Environmental
Management