

Minutes of Board of Directors Meeting

April 27, 2012

A special meeting of the Directors of the Western Climate Initiative, Inc. (the “Board”) was held on April 27, 2012, via teleconference pursuant to written notice sent to each Director.

The meeting was called to order by the Chair, James Goldstene, at approximately 11:15 a.m. Pacific Time. Lydia Dobrovolny kept the minutes of the meeting.

Attendance

The following Directors were present, constituting a quorum pursuant to the By-Laws:

- James Goldstene (Chair)
- Robert Noel de Tilly (Vice Chair)
- Tim Lesiuk (Secretary)
- Matthew Rodriguez
- Jessica Verhagen (alternate for James Mack)

Also present were:

- Edie Chang, Richard Corey, Michael Gibbs, Bob Languell and Mark Wenzel, State of California
- Kym Thrift and Jillian Zavediuk, Province of British Columbia
- Craig Golding and Bob Flemington, Province of Ontario
- Clifford Case, Carter Ledyard & Milburn, LLP
- Anita Burke, WCI, Inc. Executive Director
- Patrick Cummins, Western Climate Initiative Project Manager
- Lydia Dobrovolny, Ross & Associates

1. Status of the Contract for Interim Hosting and Quebec-Specific Development for CITSS

The Board convened a special meeting for staff to brief Directors on progress developing the statement of work, terms and conditions, and cost proposal to provide interim hosting and jurisdiction functionality for the Compliance Instrument Tracking System Service (CITSS). After no bids were received in response to a solicitation issued by WCI, Inc. in January 2012 for permanent hosting, application maintenance and help desk services for CITSS, the Board directed staff to pursue interim options to ensure that critical program implementation milestones are met.

At its meeting on April 10, 2012, the Board received a status update on options and directed WCI jurisdiction technical staff to confirm final details for a scope of work, and for WCI, Inc. staff and

corporate counsel to work with Michael Gibbs and Jean-Yves Benoit to finalize the terms and conditions for a contract.

WCI jurisdiction staff provided an overview of the draft scope of work, and answered Directors' clarifying questions about service availability, security, and accommodations within the scope for transitioning to the permanent host. No changes were requested.

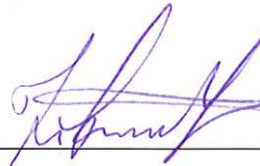
Michael Gibbs provided an overview of the draft terms and conditions. The terms and conditions have been revised based on feedback from companies that chose not to bid on the request for proposals that was released in January 2012, and in consultation with corporate counsel. WCI jurisdictional legal staff are currently reviewing the proposed changes, and will work with corporate counsel to address any questions that arise. The jurisdictional legal staff will also provide input directly to their respective Board members.

Directors agreed to reconvene on Monday, April 30, 2012, to discuss any outstanding issues.

Adjournment

With unanimous consent, the meeting adjourned at 12:05 p.m. Pacific Time.

Respectfully submitted,



Tim Lesiuk, Secretary