

Minutes of Board of Directors Meeting

May 8, 2012

A special meeting of the Directors of the Western Climate Initiative, Inc. (the “Board”) was held via teleconference on May 8, 2012, pursuant to written notice sent to each Director.

The meeting was called to order by the Chair, James Goldstene, at approximately 9:10 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)
- Jean-Yves Benoit (Treasurer)
- Matthew Rodriguez
- Jessica Verhagen (alternate for James Mack)

Also present were:

- Edie Chang, Chris Crook, Michael Gibbs, and Mark Wenzel, State of California
- Jillian Zavediuk, Province of British Columbia
- Heather Pearson, 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. Review and Approve Contract and Supporting Materials for CITSS Interim Hosting and Development of Jurisdictional Functionality

The Board convened on May 8, 2012, to review and approve the final contract with SRA, International (SRA) to provide interim hosting services and jurisdictional functionality for the Compliance Instrument Tracking System Services (CITSS); the justification for taking a sole source approach for this procurement; and the final RIDGE license agreement.

Mr. Cummins provided an overview of the final version of the contract and accompanying materials. WCI, Inc. and jurisdictional staff have worked together to resolve outstanding issues with the terms and conditions, and to finalize the sole source justification. Staff have also worked with SRA to identify what additional bid information can be included in the contract to achieve WCI, Inc.’s interest in maintaining a

transparent process while maintaining SRA's proprietary business information confidential. SRA also produced a revised RIDGE license agreement for WCI, Inc. that addressed all previously identified issues. WCI, Inc. corporate counsel has also reviewed the final contract and final version of the license agreement. Directors thanked staff for all their work on completing the contract arrangements.

Technical staff from the jurisdictions also produced a version of the contract with recommendations for Board consideration about what text from the scope of work should be redacted to address security concerns. The Board requested staff to continue to refine these redaction recommendations, giving due consideration to which elements are critical for maintaining CITSS security and any applicable disclosure laws. Staff will return updated redaction recommendations to the Board for review and approval at a future meeting.

Mr. Goldstene invited a motion to approve the justification for procuring hosting and jurisdictional functionality for CITSS on a sole source basis from SRA. With a motion by Mr. Benoit, and seconded by Mr. Rodriguez, the sole source justification was unanimously adopted.

Mr. Goldstene invited a motion to approve the contract for interim hosting and jurisdiction functionality for CITSS with SRA, and to assign Ms. Burke as the project representative for WCI, Inc. With a motion by Mr. Rodriguez, and seconded by Mr. Benoit, the contract for interim hosting and jurisdiction functionality for CITSS with SRA was unanimously adopted.

Mr. Goldstene invited a motion to approve the RIDGE licensing agreement. With a motion by Mr. Benoit, and seconded by Mr. Rodriguez, the contract for RIDGE licensing agreement was unanimously adopted.

The Board directed Ms. Burke and Mr. Cummins to obtain final signatures and execute the contract. Ms. Burke will follow-up with lead technical staff from each jurisdiction and the WCI CITTS project management and development teams to coordinate implementation of the contract.

Adjournment

With unanimous consent, the meeting adjourned at 10:00 a.m. Pacific Time.

Respectfully submitted,

Tim Lesiuk, Secretary