CONDON O'MEARA MCGINTY & DONNELLY LLP
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1405

****

Instructions for filing
Regional Greenhouse Gas Initiative, Inc.
NY Form 500
New York 500 - Annual Filing for Charitable Org.
for the period ended December 31, 2008

****

Signature...
The original return should be dated and signed by two officers of the organization.

Filing...
The signed return should be filed on or before November 16, 2009 with...

NYS Department of Law
(Office of the Attorney General)
Charities Bureau - Registration Section
120 Broadway
New York, New York 10271

A filing fee of $50. must be submitted with the report payable to the NYS Department of Law.

The return should be sent certified mail, return receipt requested.

****

Form **CHAR500**

This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)

Annual Filing for Charitable Organizations

New York State Department of Law (Office of the Attorney General)
Charities Bureau - Registration Section
120 Broadway
New York, NY 10271
www.oag.state.ny.us/charities/charities.html

2008

Open to Public Inspection

1. General Information

a. For the fiscal year beginning (mm/dd/yyyy) ______ / 2008 and ending (mm/dd/yyyy) ______

b. Check if applicable for NYS:
- [ ] Address change
- [ ] Name change
- [ ] Initial filing
- [ ] Final filing
- [ ] Amended filing
- [ ] NY registration pending

c. Name of organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Number and street (or P.O. box if mail not delivered to street address): 90 CHURCH STREET, 4TH FLOOR | Room/suite:

City or town, state or country and zip + 4: NEW YORK, NY 10007

d. Fed. employer ID no. (EIN) (##-#######): 35-2316710

e. NY State registration no. (##-##-##): 40-91-69

f. Telephone number: (212) 417-7327

g. Email: jonathan.schrag@rggi.org

2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

	Signature	Printed Name	Title	Date
a. President or Authorized Officer	[signature]	Alexander Grannis	Chair	10/28/09
b. Chief Financial Officer or Treasurer	[signature]	Philip Giudice	Treasurer	10/21/09

3. Annual Report Exemption Information

a. Article 7-A annual report exemption (Article 7-A registrants and dual registrants)

Check ▶ [ ] if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed $25,000 and the organization did not use the services of a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.

NOTE: An organization may also check the box to claim this exemption if no PFR or FRC was used and either: 1) the organization received an allocation from a federated fund, United Way or incorporated community appeal and contributions from all other sources did not exceed $25,000 or 2) it received all or substantially all of its contributions from a single government agency to which it submitted an annual financial report similar to that required by Article 7-A).

b. EPTL annual report exemption (EPTL registrants and dual registrants)

Check ▶ [ ] if total gross receipts for this fiscal year did not exceed $25,000 and the assets (market value) of the organization did not exceed $25,000 at any time during this fiscal year.

For EPTL or Article 7A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above. *Do not* submit a fee, *do not* complete the following schedules and *do not* submit any attachments to this form.

4. Article 7-A Schedules

If you did not check the Article 7-A annual report exemption above, complete the following for this fiscal year:

a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? [ ] Yes* [X] No

*** If "Yes", complete Schedule 4a.**

b. Did the organization receive government contributions (grants)? [X] Yes* [ ] No

*** If "Yes", complete Schedule 4b.**

5. Fee Submitted: See last page for summary of fee requirements.

Indicate the filing fee(s) you are submitting along with this form:

a. Article 7-A filing fee	$ 25.
b. EPTL filing fee	$ 25.
c. Total fee	$ 50.

Submit only one check or money order for the total fee, payable to "NYS Department of Law"

6. Attachments: For organizations that are not claiming annual report exemptions under both laws, see last page for **required attachments.**

Schedule 4b: Government Contributions (Grants)

If you checked the box in question 4.b. on page 1, complete the following schedule for each government contribution (grant). Use additional copies of this page if necessary to list each government contribution (grant) separately.

Government Agency Name	Grant Amount
NEW YORK STATE ENERGY RESEARCH	$ 608,100.
AND DEVELOPMENT AUTHORITY	$
	$
	$
	$
	$
	$
	$
	$
	$
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	$
	$
Total Government Contributions (Grants)	$ 608,100.

5. Fee Instructions

The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500.

Organization's Registration Type	Fee Instructions
• Article 7-A	Calculate the Article 7-A filing fee using the table in part a below. The EPTL filing fee is $0.
• EPTL	Calculate the EPTL filing fee using the table in part b below. The Article 7-A filing fee is $0.
• Dual	Calculate both the Article 7-A and EPTL filing fees using the tables in parts a and b below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a single check or money order for the total fee.

a) Article 7-A filing fee

Total Support & Revenue	Article 7-A Fee
more than $250,000	$25
up to $250,000 *	$10

* *Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of $25, regardless of total support and revenue.*

b) EPTL filing fee

Net Worth at End of Year	EPTL Fee
Less than $50,000	$25
$50,000 or more, but less than $250,000	$50
$250,000 or more, but less than $1,000,000	$100
$1,000,000 or more, but less than $10,000,000	$250
$10,000,000 or more, but less than $50,000,000	$750
$50,000,000 or more	$1500

6. Attachments - Document Attachment Check-List

Check the boxes for the documents you are attaching.

For All Filers

Filing Fee

[X] Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

[X] **IRS Form 990**
[X] Schedule A to IRS Form 990
[X] Schedule B to IRS Form 990
[ ] IRS Form 990-T

[ ] **IRS Form 990-EZ**
[ ] Schedule A to IRS Form 990-EZ
[ ] Schedule B to IRS Form 990-EZ
[ ] IRS Form 990-T

[ ] **IRS Form 990-PF**
[ ] Schedule B to IRS Form 990-PF
[ ] IRS Form 990-T

Additional Article 7-A Document Attachment Requirement

Independent Accountant's Report

[X] Audit Report *(total support & revenue more than $250,000)*
[ ] Review Report *(total support & revenue $100,001 to $250,000)*
[ ] No Accountant's Report Required *(total support & revenue not more than $100,000)*

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Financial Statements
for the year ended
December 31, 2008

CONDON
O'MEARA
MCGINTY &
DONNELLY LLP

Certified Public Accountants

One Battery Park Plaza
New York, NY 10004-1405
Tel: (212) 661 - 7777
Fax: (212) 661 - 4010

Independent Auditors' Report

To the Board of Directors of the
Regional Greenhouse Gas Initiative, Inc.

We have audited the accompanying statement of financial position of the Regional Greenhouse Gas Initiative, Inc. (the "Corporation") as of December 31, 2008 and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Regional Greenhouse Gas Initiative, Inc. at December 31, 2008 and the results of its activities, functional expenses and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Condon O'Meara McGinty + Donnelly LLP

June 2, 2009

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Statement of Financial Position
December 31, 2008

Assets

Current assets	
Cash	$ 422,569
State receivables	524,053
Prepaid expense and other	16,680
Total current assets	963,302
Cash held by the Corporation as agent	153,603,780
Total assets	**$ 154,567,082**

Current Liabilities and Unrestricted Net Assets

Current liabilities	
Accounts payable	$ 183,248
Accrued expenses	174,306
Auction proceeds payable to states	62,336,329
Auction deposits returnable to bidders	91,261,125
Deferred state revenues	449,268
Grant advance – NYSERDA	142,666
Total current liabilities	154,546,942
Unrestricted net assets	20,140
Total current liabilities and unrestricted net assets	**$ 154,567,082**

See notes to financial statements.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Statement of Activities
For the Year Ended December 31, 2008

Revenues	
New York State Energy Research and Development Authority	$ 608,100
State revenues	910,655
Interest	20,140
Total revenues	1,538,895
Expenses	
Program services	
Direct	910,655
Other	349,499
Management and general	258,601
Total expenses	1,518,755
Increase in unrestricted net assets	**20,140**
Unrestricted net assets, beginning of year	**-**
Unrestricted net assets, end of year	**$ 20,140**

See notes to financial statements.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Statement of Functional Expenses
For the Year Ended December 31, 2008

	Program Services		Management and	
	Direct	Other	General	Total
Expenses				
Auctions	$ 390,000	$ -	$ -	$ 390,000
Emissions Allowance Tracking System	232,593	-	-	232,593
Legal fees	-	151,218	37,804	189,022
Market monitoring	184,662	-	-	184,662
Salaries and wages	-	73,670	31,573	105,243
Offsets monitoring	103,400	-	-	103,400
Outreach and communications	-	60,638	-	60,638
IT/Web design and consulting fees	-	39,862	17,083	56,945
Occupancy	-	-	44,382	44,382
Audit	-	-	37,535	37,535
Payroll taxes and employees' benefits	-	17,584	7,536	25,120
Financial and accounting services	-	-	23,520	23,520
Furniture and fixtures	-	-	19,893	19,893
Meetings	-	-	15,931	15,931
Insurance	-	-	15,786	15,786
Telephone, internet and service contracts	-	4,157	1,782	5,939
Travel	-	2,370	1,015	3,385
Other	-	-	2,649	2,649
Office supplies	-	-	2,112	2,112
Total expenses	**$ 910,655**	**$ 349,499**	**$ 258,601**	**$1,518,755**

See notes to financial statements.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Statement of Cash Flows
For the Year Ended December 31, 2008

Cash flows from operating activities	
Increase in unrestricted net assets	$ 20,140
Adjustment to reconcile increase in unrestricted net assets to net cash provided by operating activities	
(Increase) decrease in current assets	
State receivables	(524,053)
Prepaid expense and other	10,114
Increase (decrease) in current liabilities	
Accounts payable	183,248
Accrued expenses	174,306
Auction proceeds payable to states	62,336,329
Auction deposits returnable to bidders	91,261,125
Deferred state revenues	449,268
Grant advance – NYSERDA	(142,068)
Net cash provided by operating activities	153,768,409
Cash, beginning of year	**257,940**
Cash, end of year	**$154,026,349**
Consists of:	
Cash	$ 422,569
Cash held by the Corporation as agent	153,603,780
Total	**$154,026,349**

See notes to financial statements.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Notes to Financial Statements
December 31, 2008

Note 1 – Nature of organization

Regional Greenhouse Gas Initiative, Inc. (the "Corporation") is a non-profit, non-stock, corporation with no members established pursuant to a Memorandum of Understanding (the "MOU") entered into by a number of U.S. states. The current signatories to the MOU are Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island and Vermont, (the "Signatory States"). The exclusive purposes for which the Corporation is formed are to provide technical and scientific advisory services to the Signatory States in the development and implementation of a multi-state cap and trade, greenhouse gas control program, known as the Regional Greenhouse Gas Initiative ("RGGI") (or its successor), to reduce air pollutants that contribute to climate change, and to perform any other charitable or scientific function related to the reduction of greenhouse gas emissions or the increase in carbon sequestration at the request of the Signatory States. The Internal Revenue Service has determined that the Corporation is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code ("IRC") and is not a private foundation pursuant to Section 509 (a) (1) of the IRC. Contributions to the Corporation are deductible pursuant to Section 170 of the IRC.

The Corporation is governed by a Board of Directors, made up of two agency heads from each Signatory State who serve as directors of the Corporation *ex officio*. As provided in the By-laws of the Corporation, the directors serving *ex officio* are as follows: (1) the chair, or the commissioner designated by the chair, of the Signatory State's energy regulatory agency; (2) the chief executive of the Signatory State's environmental regulatory agency or department; or (3) in the event that the Governor of a Signatory State determines that a state official other than the aforementioned individuals is the appropriate representative to act as a director, the Governor of that Signatory State must notify the Chair of the Corporation in writing and such other official shall be a director from that Signatory State.

The Signatory States provide funds for the Corporation's activities. Each Signatory State has entered into a contract with the Corporation, which establishes, among other things, the amount to be contributed by that Signatory State to the Corporation for its services and the specific technical and advisory services to be provided by the Corporation to or on behalf of that Signatory State.

The technical and scientific advisory services to be provided to the Signatory States generally include the development and implementation of (1) a regional system for tracking emissions and emissions allowances, to support emissions inventory management, allowance trading, compliance and program analysis and user security; (2) model offsets consistency applications and model offsets monitoring and verification submittal forms; (3) guidance for offset projects and an accreditation process for independent verifiers of offset projects; (4) a tracking system for offset project submittals, approvals and supporting documentation; (5) a regional allowance auction platform, including pre-auction services, conduct of the auction, and post-auction services; and (6) monitoring and auditing services for both allowance auctions and the secondary allowance market. The Corporation is authorized to subcontract with outside vendors to fulfill its duties under its contracts with Signatory States.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Notes to Financial Statements (continued)
December 31, 2008

Note 1 – Nature of organization (continued)

The Corporation assists with regional allowance auctions (of which three have been conducted to date of our report) in a number of ways. In particular, the Corporation provides financial settlement services on behalf of the Signatory States offering emissions allowances at each auction. Financial security from auction participants is deposited into an account currently maintained at Bank of New York Mellon under the title "RGGI, Inc. as agent for the Signatory States of the Regional Greenhouse Gas Initiative" and is held in that account subject to the terms in the auction notice issued by the Signatory States offering emissions allowances. At the conclusion of each auction, the Corporation arranges for the transfer of funds in appropriate amounts to the Signatory States in payment for the emissions allowances purchased at that auction, and excess funds are returned to auction participants. The Corporation's receipt and management of these funds is solely as agent for the Signatory States. The Corporation has no legal right to retain any portion of these funds or to transfer them to its own account. The interest earned, if any, will be used to defray the cost of future auctions.

The Corporation is a technical assistance organization only. It has no regulatory or enforcement authority with respect to any existing or future program of any Signatory State. All such sovereign authority is reserved to each Signatory State.

Note 2 – Summary of significant accounting policies

Basis of presentation

The financial statements of the Corporation have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The following comprise the significant accounting policies of the Corporation.

Net assets

Under accounting principles generally accepted in the United States of America, net assets and revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions.

Unrestricted net assets consist of amounts that can be spent at the discretion of the Board of Directors. Temporarily restricted net assets consist of contributions that are restricted by the donor for a specific purpose or relate to future periods. Permanently restricted net assets consist of contributions that are restricted by the donor in perpetuity. The Corporation did not receive any temporarily or permanently restricted contributions during 2008.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Notes to Financial Statements (continued)
December 31, 2008

Note 2 – Summary of significant accounting policies (continued)

Allocation of expenses

The cost of providing the various programs and other activities has been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services. Program services are divided into two categories:

Direct program services

These are expenses incurred by the Corporation for direct costs related to the four main functions of the Corporation: auctions, emissions allowance tracking systems, market monitoring and offsets that are paid to outside contractors.

Other program services

These are expenses incurred by the Corporation for direct costs relating to the four main functions of the Corporation: auctions, emissions allowance tracking system, market monitoring and offsets that are incurred by the Corporation's staff and legal counsel.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from these estimates.

Concentration of credit risk

The Corporation's financial instruments that are potentially exposed to concentrations of credit risk consist of cash and receivables. The Corporation places its cash and cash held by the Corporation as agent with what it believes to be quality financial institutions. The Corporation, through its banks, participates in either the transaction account guarantee program whereby funds maintained in its non-interest bearing transaction accounts in the United States are fully guaranteed by the FDIC through December 31, 2009 or collateralized state and municipal classified accounts to minimize any potential risk to its cash held as agent. The receivables consist of amounts due from the Signatory States. The Corporation believes no significant risk of loss is likely as a result of credit risk concentrations with respect to its cash and receivables.

Note 3 – Funding

The Corporation is funded by contributions from the ten (10) Signatory States' of proportionate shares of the cost of the annual budget as approved by the Corporation's Board of Directors. Each Signatory State has two seats on the Corporation's Board of Directors, and these board members are usually selected from the directors of a State's public utilities commission, environmental protection agency, or energy department, as described in note 1.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Notes to Financial Statements (continued)
December 31, 2008

Note 3 – Funding (continued)

The total contributed by all Signatory States during 2008 was $910,655. As of December 31, 2008, several states owed $524,053, which is shown as state receivables on the Statement of Financial Position. In addition, several other states paid an aggregate of $449,268 in advance for proportional funding costs, which are shown as deferred state revenues on the Statement of Financial Position.

During December 2007, the Corporation signed a grant agreement ("Grant Agreement") with the New York State Energy Research and Development Authority ("NYSERDA") funding all of the start-up costs for the Corporation up to $3,000,000 over the first 18 months in consideration for the Corporation placing its corporate headquarters in New York State. In May 2008, the Corporation signed a five (5) year office space license agreement with the New York State Office of General Services for its headquarters in New York City, NY and has incurred $44,382 in occupancy costs and related charges for 2008.

Under the Grant Agreement, start-up costs include all staff and operating costs incurred in the 18-months from November 1, 2007 to April 30, 2009. NYSERDA gave the Corporation an advance of $300,000 in December 2007 to begin paying its start-up expenses under the Grant Agreement. Through December 31, 2008, NYSERDA paid the Corporation $766,033 in connection with this Grant Agreement.

Note 4 – Auction Process

One of the main functions of the Corporation is to administer the entire auction process of carbon dioxide (CO_2) allowances for the participating states. The Corporation administered two (2) auctions during 2008.

Each CO_2 allowance auction is conducted in accordance with the statutory and/or regulatory authority of each Signatory State offering CO_2 allowances for sale in that auction. These uniform price sealed quarterly auctions are designed to prevent price collusion by the bidders and are monitored by an independent third party vendor (see note 6).

Each state's number of allowances is specified in the statutes and/or regulations authorizing its CO_2 allowance budget. Allowances of any participating state are recognized by each of the participating states even if that particular state is not participating in the auction.

Note 5 – Retirement Plan

The Corporation maintains a 403(b) plan whereby eligible employees may elect to defer contributions from their salary up to the limits established by the Internal Revenue Code. The Corporation will contribute up to 10% of an employee's annual compensation. Employees are vested in the Corporation matching contribution after eighteen months of employment. The Corporation's cost for the year ended December 31, 2008 totaled $10,083.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Notes to Financial Statements (continued)
December 31, 2008

Note 6 – Commitments and Contingencies

The Corporation receives funding under contracts and agreements from Signatory States and NYSERDA. Payments received under these arrangements are subject to audit by each Signatory State. Upon audit, if discrepancies are discovered, the Corporation could be held responsible for reimbursing the amount in question. As of the date of this report, no audit has been requested by any of the Signatory States.

The auction platform was created and is monitored by an unrelated independent contractor who is responsible for the integrity of the process. In addition, this independent contractor is responsible for verifying the collateral issued by the underlying institution for each bid made by an auction bidder.

In addition, the Corporation has an agreement with an independent contractor to serve as the market monitor for the RGGI CO_2 allowance market. This independent contractor monitors the conduct of the market participants in both the primary auctions and the secondary market to identify indications of market manipulation or collusion. It also reviews the administration of the auctions performed by the independent contractor referred to in the preceding paragraph above.

At December 31, 2008, the Corporation, as agent for the Signatory States, held $153,603,780 in an agency account, which represented auction deposits from bidders. The related auction proceeds and unused deposits payable to the Signatory States and to auction bidders were disbursed in full to the appropriate parties during January 2009 in accordance with contractual guidelines.

The Corporation's receipt and management of these funds was and is solely as agent for the Signatory States. The Corporation had and has no legal right to retain any portion of these funds or to transfer them to its own account.

Effective May 1, 2008, the Corporation has a five-year space license agreement with the New York State Office of General Services for space in common with the New York State Department of Public Service (DPS) for conducting its programs. The license may be renewed at the option of the Corporation for the period May 1, 2013 to December 31, 2015. However, the Corporation's ability to extend its license is predicated on DPS' ability to exercise its right of renewal under its lease.

During the license period, the Corporation is permitted to use the furniture, electronic, and computer equipment in the licensed space; therefore, the Corporation's Statement of Financial Position has no capitalized fixed assets. The use of some of this equipment is subject to an additional monthly charge.

The Corporation has not accounted for this licensed space expense using the straight-line method because the difference between the amortized and paid amounts would be immaterial.

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Notes to Financial Statements (continued)
December 31, 2008

Note 6 – Commitments and Contingencies (continued)

Future minimum payments under the license agreement are as follows:

Year		Amount
2009		$ 52,164
2010		52,164
2011		49,443
2012		49,443
2013		16,481
	Total	$ 219,695

Note 7 – Recent accounting pronouncement

The Financial Accounting Standards Board (FASB) has issued FASB interpretation No. 48 (FIN-48) "Accounting for Uncertainty in Income Taxes". The implementation of FIN-48 has been deferred for a one-year period for nonprofit organizations by FASB staff position FIN 48-3. The deferred effective date is intended to give the FASB additional time to develop guidance on the application of FIN-48 by non-profit organizations.

Form **990** — **Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047 — **2008** — Open to Public Inspection

A For the 2008 calendar year, or tax year beginning , 2008, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 90 CHURCH STREET, 4TH FLOOR — Room/suite

City or town, state or country, and ZIP + 4: NEW YORK, NY 10007

D Employer identification number: 35-2316710

E Telephone number: (212)417-7327

G Gross receipts $ 1,538,895.

F Name and address of principal officer:

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.RGGI.ORG

H(c) Group exemption number ▶

K Type of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2007 M State of legal domicile: DE

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: PROVIDES TECHNICAL & SCIENTIFIC ADVISORY SERVICES TO THE SIGNATORY STATES OF THE U.S. IN THE DEVELOPMENT & IMPLEMENTATION OF A MULTI-STATE CAP & TRADE PROGRAM TO REDUCE AIR POLLUTANTS.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	20
5	Total number of employees (Part V, line 2a)	5	2
6	Total number of volunteers (estimate if necessary)	6	
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

			Prior Year	Current Year
Revenue	8	Contribution and grants (Part VIII, line 1h)	27,055.	608,100.
	9	Program service revenue (Part VIII, line 2g)		910,655.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		20,140.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	27,055.	1,538,895.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		130,363.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses, Part IX, column (D), line 25) ▶		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	27,055.	1,388,392.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	27,055.	1,518,755.
	19	Revenue less expenses. Subtract line 18 from line 12		20,140.
			Beginning of Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	284,734.	154,567,082.
	21	Total liabilities (Part X, line 26)	284,734.	154,546,942.
	22	Net assets or fund balances. Subtract line 21 from line 20		20,140.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ Signature of officer — Date

▶ Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Date OCT 12 2009 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions) P00183769

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CONDON O'MEARA MCGINTY & DONNELLY L — ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405

EIN ▶ 13-3628255

Phone no. ▶ 212-661-7777

May the IRS discuss this return with the preparer shown above? (See instructions) ☒ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Part III **Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . ☐ Yes ☒ No

If "Yes" describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 539,678. including grants of $) (Revenue $ 390,000.)

AUCTIONS: PROVIDED TECHNICAL SUPPORT TO STATES IN THE DEVELOPMENT AND EXECUTION OF AUCTION PLATFORMS FOR ALLOWANCES TO EMIT CARBON DIOXIDE. THIS RESULTED IN PUBLICATION OF AUCTION NOTICES AND MATERIALS AND THE COMPLETION OF TWO AUCTIONS.

4b (Code:) (Expenses $ 321,859. including grants of $) (Revenue $ 232,593.)

EMISSIONS ALLOWANCE TRACKING SYSTEM: DEVELOPED A DATABASE, USER GUIDE, AND PUBLIC REPORTING CAPABILITY TO TRACK EMISSIONS AND ALLOWANCE TRANSFERS OCCURRING IN PARTICIPATING STATES. THIS SYSTEM IS AVAILABLE AT WWW.RGGI.ORG.

4c (Code:) (Expenses $ 255,533. including grants of $) (Revenue $ 184,662.)

MARKET MONITORING: DEVELOPED TECHNIQUES TO MONITOR CARBON DIOXIDE ALLOWANCE MARKET ACTIVITY WHICH RESULTED IN TWO REPORTS OF MARKET ACTIVITY.

4d Other program services. (Describe in Schedule O.) SEE STATEMENT 2

(Expenses $ 143,084. including grants of $) (Revenue $ 103,400.)

4e Total program service expenses ▶ $ 1,260,154. *(Must equal Part IX, Line 25, column (B).)*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5,? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X

Form **990** (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a 4			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b NONE			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 2			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI **Governance, Management, and Disclosure** *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.

		Line	Yes	No
1a	Enter the number of voting members of the governing body . . . 1a 20			
b	Enter the number of voting members that are independent . . . 1b 20			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	11		X

Section B. Policies

		Line	Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:			
a	The organization's CEO, Executive Director, or top management official?	15a	X	
b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	15b	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ DELAWARE AND NEW YORK

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

[X] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ DAVID TERRIO, BTQ FINANCIAL, 80 BROAD STREET, NEW YORK, NY 10004 212-901-2445

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

[X] Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
SEE SCHEDULE J-2										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total ▶								NONE	NONE	NONE

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ NONE

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
SEE STATEMENT 3		

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 4

Part VIII Statement of Revenue 35-2316710

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 608,100.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f: $					
	h **Total.** Add lines 1a-1f ▶		608,100.			
Program Service Revenue		Business Code				
	2a STATE REVENUES	541900	910,655.	910,655.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		910,655.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		20,140.			20,140.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6a Gross Rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ▶					
	8a Gross income from fundraising events (not including $ ______ of contributions reported on line 1c). See Part IV, line 18.	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events ▶					
	9a Gross income from gaming activities. See Part IV, line 19.	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d ▶					
	12 **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶		1,538,895.	910,655.		20,140.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	105,243.	73,670.	31,573.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions)	10,083.	7,058.	3,025.	
9 Other employee benefits	6,358.	4,451.	1,907.	
10 Payroll taxes	8,679.	6,075.	2,604.	
11 Fees for services (non-employees):				
a Management				
b Legal	189,022.	151,218.	37,804.	
c Accounting	61,055.		61,055.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	60,638.	60,638.		
12 Advertising and promotion				
13 Office expenses	27,944.	4,157.	23,787.	
14 Information technology	56,945.	39,862.	17,083.	
15 Royalties				
16 Occupancy	44,382.		44,382.	
17 Travel	3,385.	2,370.	1,015.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	15,931.		15,931.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	15,786.		15,786.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a AUCTIONS	390,000.	390,000.		
b EMISSIONS ALLOWANCE TRACKING	232,593.	232,593.		
c MARKET MONITORING	184,662.	184,662.		
d OFFSETS MONITORING	103,400.	103,400.		
e MISCELLANEOUS EXPENSE	2,649.		2,649.	
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	1,518,755.	1,260,154.	258,601.	
26 **Joint Costs.** Check here ▶ ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	257,940.	1	422,569.
	2	Savings and temporary cash investments		2	153,603,780.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sales or use		8	
	9	Prepaid expenses and deferred charges	26,794.	9	16,680.
	10a	Land, buildings, and equipment: cost basis 10a			
	b	Less: accumulated depreciation. Complete Part VI of Schedule D. 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	524,053.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	284,734.	16	154,567,082.
Liabilities	17	Accounts payable and accrued expenses		17	357,554.
	18	Grants payable		18	
	19	Deferred revenue STMT 4		19	449,268.
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities. Complete Part X of Schedule D	284,734.	25	153,740,120.
	26	**Total liabilities.** Add lines 17 through 25	284,734.	26	154,546,942.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	20,140.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances		33	20,140.
	34	Total liabilities and net assets/fund balances	284,734.	34	154,567,082.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits?	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710

Part I **Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H.)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______________________

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally Integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")				27,055.	608,100.	635,155.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3				27,055.	608,100.	635,155.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						635,155.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4				27,055.	608,100.	635,155.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					20,140.	20,140.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						655,295.

12 Gross receipts from related activities, etc. (See instructions.) . . . 12 | 910,655.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . ▶ [X]

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . 14 | %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . 15 | %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ [ ]

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ [ ]

17a **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ [ ]

b **10%-facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances"" test. The organization qualifies as a publicly supported organization . . . ▶ [ ]

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . ▶ [ ]

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer identification number: 35-2316710

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

[ ] For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[X] For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.) . . . . . ▶ $ ______

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer identification number 35-2316710

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NYS ENERGY RESEARCH AND DEVELOPMENT AUTH 17 COLUMBIA CIRCLE ALBANY, NY 12203	$ 608,100.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer identification number: 35-2316710

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically importantly land area
☐ Preservation of certified historic structure

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ ____________

4 Number of states where property subject to conservation easement is located ▶ ____________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ ____________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $ ____________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

(ii) Assets included in Form 990, Part X ▶ $ ____________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

b Assets included in Form 990, Part X ▶ $ ____________

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ______
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV **Trust, Escrow and Custodial Arrangements.** Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No
b If "Yes," explain the arrangement in Part XIV.

Part V **Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:
a Board designated or quasi-endowment ▶ ______ %
b Permanent endowment ▶ ______ %
c Term endowment ▶ ______ %
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI **Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e. *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col. (B) line 12.)* ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col. (B) line 13.)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col. (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
Federal income taxes	
GRANT ADVANCE - NYSERDA	142,666.
AUCTION PROCEEDS PAYABLE TO STATES	62,336,329.
AUCTION DEPOSITS RETURNABLE TO BIDDERS	91,261,125.
Total. *(Column (b) should equal Form 990, Part X, col. (B) line 25.)* ▶	153,740,120.

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,538,895.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,518,755.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	20,140.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	20,140.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	1,538,895.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	1,538,895.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12.)			5	1,538,895.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	1,518,755.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	1,518,755.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18.)			5	1,518,755.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

Part XIV **Supplemental Information** *(continued)*

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the Organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer Identification number: 35-2316710

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
GINA MCCARTHY DIRECTOR	3.	X						NONE	NONE	NONE
JOHN W. BETKOSKI III DIRECTOR	3.	X						NONE	NONE	NONE
DAVID SMALL DIRECTOR	3.	X						NONE	NONE	NONE
ARNETTA MCRAE DIRECTOR	3.	X						NONE	NONE	NONE
DAVID LITTELL DIRECTOR & SECOND VICE CHAIR	3.	X		X				NONE	NONE	NONE
SHARON M. REISHUS DIRECTOR	3.	X						NONE	NONE	NONE
LAURIE BURT DIRECTOR	3.	X						NONE	NONE	NONE
PHILIP GIUDICE DIRECTOR & TREASURER	3.	X		X				NONE	NONE	NONE
SHARI T. WILSON DIRECTOR	3.	X						NONE	NONE	NONE
SUSANNE BROGAN DIRECTOR	3.	X						NONE	NONE	NONE
THOMAS S. BURACK DIRECTOR	3.	X						NONE	NONE	NONE
CLIFTON BELOW DIRECTOR & SECRETARY	3.	X		X				NONE	NONE	NONE
MARK N. MAURIELLO DIRECTOR	3.	X						NONE	NONE	NONE
JEANNE M. FOX DIRECTOR	3.	X						NONE	NONE	NONE
ALEXANDER B. GRANNIS DIRECTOR & CHAIR	3.	X		X				NONE	NONE	NONE
GARRY A. BROWN DIRECTOR	3.	X						NONE	NONE	NONE
W. MICHAEL SULLIVAN DIRECTOR	3.	X						NONE	NONE	NONE
ELIA GERMANI DIRECTOR	3.	X						NONE	NONE	NONE
JONATHAN L. WOOD DIRECTOR	3.	X						NONE	NONE	NONE
JAMES VOLZ DIRECTOR	3.	X						NONE	NONE	NONE
LISA P. JACKSON DIRECTOR & FIRST VICE CHAIR	3.	X		X				NONE	NONE	NONE

SCHEDULE J-2 (Form 990)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the Organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer Identification number: 35-2316710

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
PATRICIA ACAMPORA DIRECTOR	3.	X						NONE	NONE	NONE
GEORGE CROMBIE DIRECTOR	3.	X						NONE	NONE	NONE
ANNE GEORGE DIRECTOR	3.	X						NONE	NONE	NONE
ANDREW DZYKEWICZ DIRECTOR	3.	X						NONE	NONE	NONE

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710

PROGRAM SERVICE ACCOMPLISHMENTS

PART III, STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS, LINE 4D

OFFSETS MONITORING: DEVELOP TECHNICAL STANDARDS FOR RGGI OFFSET CATEGORIES.

Name of the organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer identification number: 35-2316710

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A - GOVERNING BODY AND MANAGEMENT, QUESTION 7A

THE BOARD SHALL CONSIST OF TWO DIRECTORS FROM EACH SIGNATORY STATE, AS FOLLOWS: (1) THE CHAIR, OR THE COMMISSIONER DESIGNATED BY THE CHAIR, OF THE SIGNATORY STATE'S ENERGY REGULATORY AGENCY; (2) THE CHIEF EXECUTIVE OF THE SIGNATORY STATE'S ENVIRONMENTAL REGULATORY AGENCY OR DEPARTMENT; OR (3) IN THE EVENT THAT THE GOVERNOR OF A SIGNATORY STATE DETERMINES THAT A STATE OFFICIAL OTHER THAN THE AFOREMENTIONED IS THE APPROPRIATE REPRESENTATIVE TO ACT AS A DIRECTOR, THE GOVERNOR OF THAT SIGNATORY STATE SHALL SO NOTIFY THE CHAIR OF THE CORPORATION IN WRITING AND SUCH OTHER OFFICIAL SHALL BE A DIRECTOR FROM THAT SIGNATORY STATE. EACH OF THE AFOREMENTIONED OFFICERS SHALL SERVE AS AN EX OFFICIO DIRECTOR OF THE CORPORATION. EACH SUCH EX OFFICIO DIRECTOR SHALL PROVIDE WRITTEN NOTICE TO THE CHAIR OF HIS OR HER ACCEPTANCE OF THE POSITION OF DIRECTOR OF THE CORPORATION.

Name of the organization	Employer identification number
REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A - GOVERNING BODY AND MANAGEMENT, QUESTION 10

THE PROCESS THAT THE ORGANIZATION USES TO REVIEW THE FORM 990 IS AS FOLLOWS:

1-COPY OF THE FORM 990 WAS PRESENTED TO THE AUDIT COMMITTEE;

2-COPY OF THE FORM 990 WAS DISTRIBUTED TO THE EXECUTIVE COMMITTEE VIA EMAIL; AND

3-COPY OF THE FORM 990 WAS DISTRIBUTED TO THE ENTIRE BOARD OF DIRECTORS VIA EMAIL.

Name of the organization	Employer identification number
REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B - POLICIES, QUESTION 12C

THE CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE IS UPDATED ANNUALLY BY DIRECTORS, OFFICERS AND EMPLOYEES. IN ADDITION, ALL NEWLY APPOINTED DIRECTORS MUST COMPLETE A CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE PRIOR TO PARTICIPATING IN ANY ACTION OR DELIBERATION OF THE BOARD.

Name of the organization	Employer identification number
REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B - POLICIES, QUESTION 15A

THE PROCESS INCLUDES REVIEW OF DATA PROVIDED BY THE NON PROFIT COORDINATING COMMITTEE OF NEW YORK AND BOARD MEMBERS KNOWLEDGE OF OTHER COMPARABLE ORGANIZATONS.

Name of the organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer identification number: 35-2316710

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B - POLICIES, QUESTION 15B

THE SALARY AMOUNTS WERE REVIEWED BY THE BOARD OF DIRECTORS IN THE COURSE OF THEIR REVIEW OF THE BUDGET. THAT DETERMINATION WAS SUPPORTED BY A REVIEW OF DATA FROM THE NON PROFIT COORDINATING COMMITTEE OF NEW YORK.

Name of the organization: REGIONAL GREENHOUSE GAS INITIATIVE, INC.

Employer identification number: 35-2316710

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION C - DISCLOSURE, QUESTION 19

THE ORGANIZATION WILL MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC THROUGH THE ORGANIZATION'S WEBSITE.

Form **8868** (Rev. April 2008)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return. See instructions.	REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710
	Number, street, and room or suite no. If a P.O. box, see instructions. 90 CHURCH STREET, 4TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Check type of return to be filed (file a separate application for each return):

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ C/O THE ORGANIZATION

Telephone No. ▶ 212 417-7327 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 2009 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2008 or

▶ [ ] tax year beginning ______ , ______ , and ending ______ , ______ .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 4-2008)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return. See instructions.	REGIONAL GREENHOUSE GAS INITIATIVE, INC.	35-2316710
	Number, street, and room or suite no. If a P.O. box, see instructions. 90 CHURCH STREET, 4TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10007	

Check type of return to be filed (File a separate application for each return):

- [X] Form 990
- [ ] Form 990-BL
- [ ] Form 990-EZ
- [ ] Form 990-PF
- [ ] Form 990-T (sec. 401(a) or 408(a) trust)
- [ ] Form 990-T (trust other than above)
- [ ] Form 1041-A
- [ ] Form 4720
- [ ] Form 5227
- [ ] Form 6069
- [ ] Form 8870

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ DAVID TERRIO, BTQ FINANCIAL,

Telephone No. ▶ 212 901-2445 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box . . . ▶ [ ]. If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2009.

5 For calendar year 2008 , or other tax year beginning ____________, and ending ____________.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ ACCOUNTANTS AUTHORIZED TO SIGN RETURNS Date ▶ AUG 12 2009

CONDON O'MEARA MCGINTY & DONNELLY L
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1405

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE EXCLUSIVE PURPOSE FOR WHICH THE CORPORATION IS FORMED IS TO PROVIDE TECHNICAL AND SCIENTIFIC ADVISORY SERVICES TO THE STATES OF THE UNITED STATES THAT ARE SIGNATORY STATES IN THE DEVELOPMENT AND IMPLEMENTATION OF A MULTI-STATE CAP AND TRADE PROGRAM, KNOWN AS THE REGIONAL GREENHOUSE GAS INITIATIVE (OR ITS SUCCESSOR), TO REDUCE AIR POLLUTANTS THAT CONTRIBUTE TO CLIMATE CHANGE, AND TO PERFORM ANY OTHER CHARITABLE OR SCIENTIFIC FUNCTION RELATED TO THE REDUCTION OF GREENHOUSE GAS EMISSIONS OR THE INCREASE IN CARBON SEQUESTRATION ON BEHALF OF THE SIGNATORY STATES.

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

DESCRIPTION	GRANTS	EXPENSES	REVENUE
OFFSETS MONITORING		143,084.	103,400.
TOTALS		143,084.	103,400.

REGIONAL GREENHOUSE GAS INITIATIVE, INC. 35-2316710

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
PERRIN QUARLES ASSOCIATES 652 PETER JEFFERSON PARKWAY, SUITE 300 CHARLOTTESVILLE, VA 22911	CO2 TRACKING SERVICE	232,593.
WORLD ENERGY SOLUTIONS, INC. 446 MAIN STREET WORCESTER, MA 01608	AUCTIONS	390,000.
POTOMAC ECONOMICS, LTD. 9990 FAIRFAX BLVD., SUITE 560 FAIRFAX, VA 22030	MARKET MONITORING	184,662.
CARTER LEDYARD AND MILBURN, LLP 2 WALL STREET NEW YORK, NY 10005-2072	LEGAL SERVICES	189,022.
TOTAL COMPENSATION		996,277.

STATEMENT 3

FORM 990, PART X - DEFERRED REVENUE

DESCRIPTION	ENDING BOOK VALUE
DEFERRED STATE REVENUES	449,268.
TOTALS	449,268.

STATEMENT 4