

Green Energy Management Services Holdings, Inc. and Subsidiaries

Nominating Committee Charter

Purpose of the Committee

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (“Board of Directors”) Green Energy Management Services Holdings, Inc. and Subsidiaries (the “Company”) shall be as follows:

To select, or recommend for the Board of Directors’ selection, the individuals to stand for election as directors at the annual meeting of stockholders or, if applicable, a special meeting of stockholders.

To oversee the selection and composition of the committees of the Board of Directors ensuring that each committee has the benefit of qualified and experienced "independent directors" and, as applicable, oversee the management continuity planning processes.

The Board of Directors shall determine whether the Committee shall make determinations as a Committee or shall make recommendations to the Board of Directors.

Composition of the Committee

The Committee shall consist of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”), the National Association of Securities Dealers (“NASD”), and any stock exchange, quotation system or market on which the Company’s securities are listed (the “Exchange”).

Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board of Directors. A member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman of the Committee

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Committee Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee. The Chairman of the Committee shall ensure that the agenda for the meeting is circulated to each Committee member in advance of the meeting. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

Should the Board of Directors request that the Committee make a determination on an issue, a majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee and if the Committee only consists of two (2) members, then this shall constitute a quorum and the unanimous vote of the two (2) members, shall constitute the act of the Committee.

Duties and Responsibilities of the Committee

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside auditors, attorneys and advisors, to the fullest extent permitted by applicable law. Pursuant to resolutions of the Board of Directors, the Committee shall have and may exercise all the powers and authority of the Board of Directors in all matters required, necessary or reasonable in the performance of the Committee purpose, responsibility and functions described in this Charter.

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties as are reasonably delegated to it, pursuant to applicable law, by the Board of Directors from time to time related to the purposes of the Committee outlined in this Charter.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority, without seeking approval of the Board of Directors, to retain outside counsel or other advisors, experts and staff for this purpose, including the authority to approve the fees payable to such counsel or advisors, experts and staff and any other terms of retention, at the sole cost and expense of the Company and without any further approval or authorization. In addition to individual compensation to members for serving on the Committee as reasonably determined by the Board of Directors, the Company shall provide appropriate funding, as determined by the

Committee, for payment of (i) compensation to any counsel, experts or other advisers employed by the Committee, (ii) obtaining any insurance coverage deemed reasonable or necessary by the Committee, and (iii) funding ordinary administrative expenses of the Committee that it deems reasonable or necessary in carrying out its duties, subject only to any limitations imposed by applicable laws, rules and regulations.

Board Selection, Composition, and Evaluation

In selecting individuals for nomination to the Board of Directors, the Committee shall:

Establish criteria for the selection of new directors to serve on the Board of Directors, including, but not limited to the following:

Each director should be an individual of the highest character and integrity;

Each director should be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of a director's responsibilities;

Each director should be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director; and

Each director should have the capacity and desire to represent the best interests of the stockholders as a whole and not primarily a special interest group or constituency.

Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board of Directors.

Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors the class of directors in which the director-nominee should serve.

Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.

Develop a policy and if applicable, procedures, with regard to consideration of director candidates recommended by shareholders.

Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

Reports

Report regularly to the Board of Directors following meetings of the Committee, (a) with respect to matters that are relevant to the Committee's discharge of its responsibilities, and (b) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

Maintain minutes or other records of meetings and activities of the Committee.

The Committee may perform any other activities consistent with this Charter, the Company's Bylaws and the governing law of the state in which the Company is incorporated as the Committee or the Board of Directors deems appropriate.

Indemnification of Committee Members

The Company shall, to the maximum extent and in the manner permitted by the Delaware General Corporation Law, indemnify each member of the Committee against expenses judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a member of the Committee or the Board of Directors.

Adopted: October 6, 2010