

# **EnerNOC, Inc. Board of Directors Technology Committee Charter**

## **I. Purpose**

The purpose of the Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of EnerNOC, Inc. (the “Company”) is:

1. To serve as the representative of the Board for the purpose of assessing the health of the Company’s technology strategies and the scope and quality of the Company’s intellectual property; and
2. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

## **II. Membership**

1. Membership and Appointment. The Committee will consist of such number of directors as the Board appoints.
2. Qualifications; Independence. Each director on the Committee will meet the independence requirements of the NASDAQ and other regulatory requirements, and have such qualifications as the Board determines.
3. Removal. The entire Committee or any individual director on the Committee may be removed with or without cause by the affirmative vote of a majority of the Board.
4. Chairman. The Board may designate a Chairman of the Committee (the “Chairman”). In the absence of such designation, the Committee may designate the Chairman by majority vote of the Committee. From time to time the Chairman may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

## **III. Procedures**

1. Number of Meetings. The Committee will convene as necessary to fulfill its responsibilities.
2. Agenda. The Chairman will establish the agenda, with input from management and other directors on the Committee and the Board as appropriate.
3. Executive Sessions. As appropriate, the Committee may meet in executive sessions.
4. Delegation of Authority.
  - a. The Committee may create a subcommittee of the Committee

consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing standards.

- b. The Committee may delegate any of its duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards.
  - c. Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.
  - d. The Committee may terminate any such subcommittee and revoke any such delegation at any time.
5. Authority to Retain Advisors. In the course of its duties, the Committee will have sole authority, at the Company's expense, to engage and terminate consultants or advisors, as the Committee deems advisable, including the sole authority to approve the consultant or advisor's fees and other retention terms.
  6. Charter Review. The Committee annually will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the Nominating and Governance Committee and the Board for approval.
  7. Performance Review. The Committee annually will undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and will report the results of such evaluation to the Nominating and Governance Committee and the Board.
  8. Reporting to the Board. The Committee will report regularly to the Board with respect to the Committee's activities.

#### **IV. Responsibilities**

The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards.

1. Recommendations to Board on Technology Strategies. The Committee will report to the Board from time to time and make recommendations to the Board as to scope, direction, quality, investment levels and execution of the Company's technology strategies.

2. Execution of Technology Strategies. The Committee will oversee the execution of technology strategies formulated by management.
3. Guidance on Technology. The Committee will provide guidance on technology as it may pertain to, among other things, market entry and exit; investments, mergers, acquisitions and divestitures; new business divisions and spin-offs; R&D investments; and key competitor and partnership strategies.