



JOINT WHPA HVAC STAKEHOLDER ENGAGEMENT STRATEGY (HSES) COMMITTEE – CHARTERING COMMITTEE MEETING

December 20, 2017 (12:00pm – 1:30pm PST)

AGENDA

1. Roll Call
2. HSES Co-Chair's Opening Comments
3. Incorporation Document Vetting
 - a) Bylaws (Live Edits)
 - b) Articles of Incorporation
4. Adjournment by 1:30pm

Note: Rather than take agenda time, Committee Minute Minutes will be emailed for review and stated vote approval outside of meetings.



For Telephone access:

1. Dial 1-712-775-7035
2. Enter Participant Access Code: 209130#

Announce yourself and organization when speaking.

Mute when not speaking.

- Use *6 to take on/off mute thru teleconference line if needed

ROLL CALL (Invitees)

WHPA Staff, Wendy Worrell (5 min)

- ❑ ACCA – Don Langston
- ❑ AHRI – Garrett McGuire
- ❑ ASHRAE – Ron Jarnagin
- ❑ CALBO – Bob Barks
- ❑ CEC – Lea Haro
- ❑ CPUC – Peter Biermayer, Justin Hagler & Jeorge Tagnipes
- ❑ Galawish Consulting Associates – Elsia Galawish
- ❑ HARDI – Talbot Gee
- ❑ HVAC Excellence – Eugene Silberstein
- ❑ ICSC – Keith Walker
- ❑ IHACI – **Bob Wiseman** (HSES CO-CHAIR)
- ❑ Indio Cooling & Heating Supply – Tim Mann
- ❑ JCEEP – **David Dias** (CHARTER CO-CHAIR)
- ❑ NCI – Mel Johnson
- ❑ PG&E – Mark Salavitch and Christian Weber
- ❑ SCE – Scott Higa
- ❑ SDG&E – **Paul Thomas** (HSES CO-CHAIR) & Pedro Ramirez
- ❑ SoCalGas – Harvey Bringas
- ❑ SMUD – Ravi Patel
- ❑ SynergyNexGen – Barbara Hernesman
- ❑ Transformative Wave – Joe Schmutzler
- ❑ Tre'Laine Associates – Pepper Hunziker
- ❑ WHPA Staff – Mark Lowry (Lead), Wendy Worrell (Committee Support), & Judy Johnson (Work Product)



◀ HSES Co-Chair's Opening Comments

HSES Co-Chair Paul Thomas (SDG&E) – (10 min)

- ▶ Chartering Committee Welcome
- ▶ Agenda Overview

PDT TIME	TOPIC	FACILITATOR
5 min. 12:00pm-12:05pm	Roll Call	Wendy Worrell
10 min. 12:05pm-12:15am	HSES Co-Chair's Opening Comments <ul style="list-style-type: none"> • Chartering Committee Welcome • Agenda Overview • California Incorporation Email Vote Results 	Paul Thomas
75 min. 12:15pm-1:30pm	Incorporation Document Vetting <ul style="list-style-type: none"> • Bylaws (<i>Live Edits as Needed – Judy Johnson</i>) • Articles of Incorporation Overview & Vetting 	Mark Lowry & Dave Dias
by 1:30pm	Closing Comments & Adjournment	Bob Wiseman

- ▶ California Incorporation Email Vote Results
- Details on Slides 4–6



◀ HSES Co-Chair's Opening Comments

HSES Co-Chair Paul Thomas (SDG&E) – (10 min)

▶ California Incorporation Email Vote Results

- Email Vote Conducted Dec 15th – 18th to approve pursuing WHPA incorporation as a 501(c)(3) public benefit nonprofit corporation in the State of California
- 12 of 19 Eligible HSES Member Votes Received
- **DECISION: AYE (x10), ABSTAIN (x2) to pursue California incorporation**
 - Passed by Supermajority (60%+) of Votes Received
 - Member Vote Details on Slides 5–6



HSES Co-Chair's Opening Comments

HSES Co-Chair Paul Thomas (SDG&E) – (10 min)

▶ California Incorporation Email Vote Results

- **AYE (x10):** in Alphabetical Member Order
 1. **CALBO** (Bob Barks)
 2. **CEC** (Lea Haro)
 3. **CPUC** (Justin Hagler) with Comment: “Judging from comments, CA incorporation’s risk mitigation is worth the extra effort.”
 4. **IHACI** (Bob Wiseman)
 5. **Indio Cooling & Heating Supply** (Tim Mann)
 6. **PG&E** (Mark Salavitch)
 7. **SCE** (Scott Higa)
 8. **SDG&E** (Paul Thomas)
 9. **SynergyNexGen** (Barbara Hernesman)
 10. **Transformative Wave** (Joe Schmutzler) with Comment: “I think politically this will be the best option.”



HSES Co-Chair's Opening Comments

HSES Co-Chair Paul Thomas (SDG&E) – (10 min)

▶ California Incorporation Email Vote Results

- **ABSTAIN (x2):** in Alphabetical Member Order
 1. AHRI (Garrett McGuire)
 2. NCI (Mel Johnson) with Comments: “Recommend a SWOT Analysis be performed prior to making this decision. The decision making factors for incorporation planning differ from the decision on its geographic location in the context of a business plan. I cannot vote with a clear conscience in the knowledge that my vote would be based on a perception of the publics’ perception.”
- **ELIGIBLE VOTES NOT RECEIVED (x7):**
 1. ACCA
 2. Galawish Consulting
 3. HARDI
 4. HVAC Excellence
 5. SoCalGas
 6. Tre’Laine Associates



◀ Incorporation Document Vetting

WHPA Staff, Mark Lowry (BBI)/Chartering Chair, Dave Dias (JCEEP) – (75 min)

- ▶ **Bylaws for California 501(c)(3) Nonprofit Corp**
 - Reflects input from Legal Counsel
 - Open Question: IOU Seat Count if EC becomes Interim Board and which IOUs?
- ▶ **Articles of Incorporation for California**
 - Reflects input from Legal Counsel
- ▶ **Live Onscreen Edits During Meeting –**
 - *Judy Johnson (WHPA Staff – Key SEO)*



Meeting Close

HSES Co-Chair, Bob Wiseman (IHACI)

- ▶ Closing Comments
- ▶ Adjournment by 1:30pm PST



For More Information, Contact ...

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