



NORTH AMERICAN ADVISORY BOARD

ADVISORY BOARD BENEFITS & RESPONSIBILITIES FAQ SHEET

- 1. What is the purpose and mission of the AB?**
Delta Controls Advisory Board Mission Statement
 - To increase sales and profitability by providing an advisory forum to facilitate information exchange for Delta Controls and the Delta Controls Partnership
- 2. What is the structure of the Advisory Board (how many representatives, appointed versus elected)?**
 - There are 4 Appointed members and 6 Elected members (4 from the US, & 2 from Canada)

3. Who is on the Advisory Board?

- Elected members currently are: US West (Josh Larkin, Automated Temperature Controls, Reno, Nevada), US Central (Ben Francis, TES Controls, Kentucky), US East (Mike Bletzacker, Engineered Systems, Virginia & Hector Hernandez, South Florida Controls, Miami) Canada (Brian Dutt, Controls & Equipment & Frederic LaForge, Regulvar)
- Appointed members are: Adam Sleeper, Scot Stickle, Jeremy Truett, John Woodard

4. How often does it meet?

- At least once a year...typically in September/October. Rest of the time by teleconference

5. How long does a partner remain on the AB?

- 3 Years

6. How does the AB benefit the Partnership as a whole?

Delta Controls Advisory Board Objectives

- To function as an advisory board for the Delta Controls Partnership

- To provide a positive forum for issues to be brought forward and discuss leading to unified consensus
- To provide an alternate avenue to receive input from the Delta Controls Partnership
- To collaboratively and collectively share best business practices with Delta Controls and the Partnership to create a more unified team/market approach
- Focus on Delta Controls Partner needs and market issues
- Develop ways to bring more opportunities to each Delta Controls Partner

7. How does the Advisory Board benefit the individual representative?

- They have the opportunity of ensuring that their direct concerns are tabled as agenda items

8. What are the past accomplishments of the AB?

- Train the trainer initiative for Partners
- Partner Conference guidance
- National Account Agreement
- Product Feedback and Prioritization
- CopperTree pricing model for Partners

9. Does the AB have input to future product development?

- Yes

10. Does the AB have input to Delta Controls marketing (or other) programs?

- Yes

11. What are the responsibilities of the AB representatives?

Member Responsibilities / Qualifications

- A partner criterion for membership is a noncompetitive relationship in markets to other council members
- The Advisory Board will vote on which member will be removed in the event a member's circumstances change
- Memo of Understanding / Non-Disclosure Agreement (NDA) signed.
- Must be in "good standing" with Delta Controls
- May not develop, promote or install products that compete with Delta Controls
- All travel expenses and accommodations are covered by individual member and/or sponsoring company.
- AB members must be principals or officers of their organization

12. Who covers which expenses?

- Members cover their own travel and accommodation expenses
- Delta pays for use of Boardrooms and common meals

13. How long have we had the AB?

- Since July 15, 2003

14. What can the reps discuss with other Partners without violating their non-disclosure agreements?

- Nothing, as they are under an NDA. All topics discussed during the Advisory Board meeting are considered confidential

15. If a Partner has a product suggestion, who should they contact? RSM? AB rep?

- Either or both

16. What feedback does the AB provide to the Partnership?

- They typically provide an update at the Partner Conference

17. What is the process for the Partner to contact the AB?

- They know who the elected member for their region is, and if they don't, they can ask the RSM. Then they simply pick up the phone or write an email

18. Why are there "Appointed" Partners to the AB?

- There are appointed people because they represent forward thinking individuals who are experts in integration, energy management,

business, and have expertise in leading edge projects. Having appointed members ensures that we maintain a productive discussion regarding the direction that Delta Controls and the Partnership is going. Having appointed and elected members is a good mechanism of achieving that balance

19. What role do the Regional Sales Managers play in the election process?

- They can notify partners in their region when elections are approaching.
- They can encourage partners who would represent their region well, to become members

20. How often and under what processes are elections held?

Elections

Section 3.01 Election of the 6 nominees to the Advisory Board shall be held via the web.

- a) There are positions for two Canadian Representatives.
- b) Each region shall vote on nominations, by secret ballot, via a web-based ballot.
- c) Advisory Board nominees will be sent to the Advisory Board Chairman for vetting by the Council

- d) Results shall be announced after the winners have been notified.

Section 3.02 Nominees may submit a written biography to be assembled and distributed to their region.

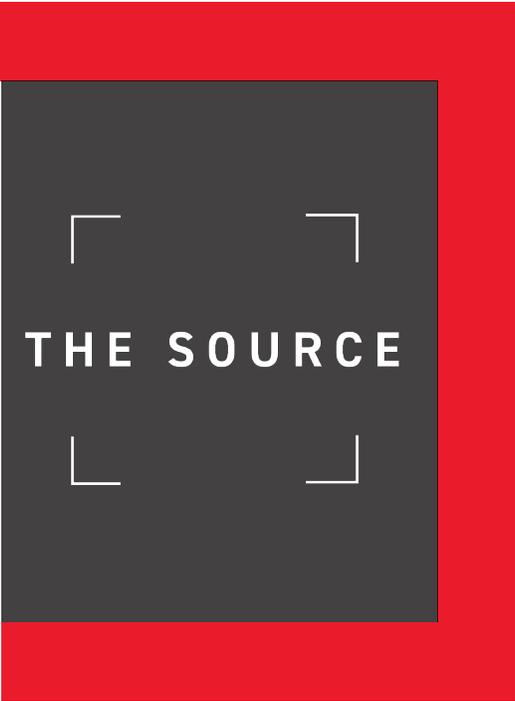
Section 3.03 Individuals that do not meet the criteria established under the Advisory Board Bylaws will be notified of such by the Regional Sales Manager.

Section 3.04 Each Region shall vote on nominations, by secret ballot, via the web-based ballot.

Section 3.05 A Partner shall receive only one vote.

21. How should other Partners utilize their respective elected AB member and others on the AB?

- If they have concerns related to their relationship with Delta Controls, or strategic concerns regarding the way the industry is moving, they should feel free to inform their regional AB representative. This information can then be moved forward during the AB meeting



THE SOURCE

22. What communications to the sales management (or from them) should be expected by the AB member and the other Partners?

- See #21

23. How does Delta Controls define its role in response to AB issues?

- Essentially in an effort to reach our objective, we listen to the issues, and discuss the items amongst the Advisory Board members. This provides Delta Controls with guidance on recommended courses of action
- As per the Bylaws:

Delta Controls Responsibilities

- To provide an open communications environment.
- To listen with an open mind.
- To handle meeting logistics and meeting room expenses.
- To solicit and compile agenda items for meetings