

GREENBELT COMMUNITY SOLAR LLC MINUTES of ANNUAL MEETING

Meeting was held on 10/4/2012, at 7:30 pm, at Greenbelt Baptist Church.

Attendees: Steve Skolnik (facilitator), Jerry Bonnell, Lore Rosenthal, Kevin Murphy, Steve Lindner, Luisa F. Robles, Cathie Meetre, Marjory Donn, Pat O'Leary, Frank Gervasi, John Mason, Suzette Agans, Shalom Fisher. Sign in sheet was circulated, and contact information for all attendees was collected.

Voting proxies were furnished by absent members as follows: Maggie Cahalan, Michael Hartman, Janet Kane, and Eva Fallon proxies were voted by Lore Rosenthal; Kevin Murphy proxy (had to leave early) was voted by Jerry Bonnell; Richard Roth proxy was voted by Steve Skolnik.

It was noted that a quorum was present.

Chairs were placed in circle for more interactive exchange.

Management Committee Report: Steve reported on the overall condition and operation of the LLC-owned solar PV energy system, which has been in continuous operation since January 2012. To date the PVES has generated 23.7mWh (megawatt-hours) of solar electricity, representing approximately 82.8% of the annual production shown in our projection – Steve concluded that the system is on track to meet or exceed the projection. He also reported that the system has experienced no problems, and has operated properly since it was commissioned.

Steve reported that the church representative has expressed great satisfaction with the overall project, no problems whatsoever.

Treasurer's Report: Jerry reported that all capital distribution checks (for federal and state grant moneys) have now been cashed by members. The LLC has sent an invoice to the church for each month of operation, and the church has paid each bill promptly – income from solar electricity to date is approximately \$3,000. Cathie noted with satisfaction that income from solar electricity exceeds expenses for the year. Jerry reported that the current bank account balance is \$20,877.57. He has consulted with our accountant, Rich Simonen, who plans to bill for his services in January 2013, when he prepares the tax forms for each LLC member. In addition to this expense, we will need to renew the insurance policy, these being the two large expenditures for operations. Steve noted that the Management Committee has discussed whether to return additional capital to members, the bank balance possibly being larger than needed for company operations; this will be discussed at a future Management Committee meeting.

Cathie asked about the status of sREC's; Steve replied that the Management Committee decided to enter a brokerage contract with Astrum Solar, who provides this service at zero fee. Astrum determines when to sell sREC's, GBC does not have control of this. It was noted that sREC values in Maryland continue to be low, currently around \$220; there is hope that this may rise, with possible action by the Maryland legislature.

Election of Management Committee: Steve read the names of current Management Committee members, noting that Robert Kessel has asked not to serve next year. Cathie Meetre has been nominated to serve on the committee. Steve opened the meeting for nominations from the floor; none being received, he asked for a motion to elect the Management Committee by acclamation. Such a motion was made by Frank, seconded by Suzette, and passed unanimously by voice vote. The Management Committee for 2013 is therefore:

1. Jerry Bonnell
2. Shalom Fisher
3. Frank Gervasi
4. Steve Lindner
5. John Mason
6. Cathie Meetre
7. Luisa Robles
8. Lore Rosenthal
9. Steve Skolnik

Change to Operating Agreement: Jerry moved to modify the GCS-LLC Operating Agreement in order to make it more convenient for members to vote by proxy if they cannot attend a meeting. The motion, seconded by Frank, is as follows:

I propose to modify Operating Agreement Section 6.2.3 by adding the sentence below shown in underlined italics: At a meeting of Members, the presence in person or by proxy of Members holding not less than one third of the total number of Members constitutes a quorum. A Member may vote either in person or by written proxy signed by the Member or by the Member's duly authorized attorney in fact. *A written proxy may be sent by email and will be considered signed by the Member whose email address is known to the Management Committee.* Membership Rights in multiple names have one vote and only one vote and any one or more of the owners of such Membership Rights shall be deemed one person for the purposes of a quorum.

The motion carried unanimously by voice vote. Cathie suggested that a good way to do email proxies would be to embed the proxy 'form' in the email announcing a meeting, thereby making it a simple matter for a member to 'reply' to the email to submit the proxy form if desired.

New Business: Frank reported that he continues to attempt communication with the responsible person at the American Legion, one possible host site for a second GCS solar project. Steve stated that GCS has been holding open meetings to consider forming a new community LLC to do a second solar PVES project; he reported that, after speaking with legal and accounting folks, forming a separate LLC for each project turns out to be far simpler than trying to do the complex accounting, insurance, etc. if the existing LLC were to undertake multiple projects.

A brief listing of potential host sites was discussed: American Legion, Laurel Presbyterian Church, Westchester Park Condominiums, City of Greenbelt Springhill Lake Recreation Center and DPW facility, GHI Administration complex, and Friends School were mentioned.

Lore made brief mention of upcoming meetings, including the 10/11 meeting at Steve's home, where the President of Clean Currents will speak on the possibility of establishing a solar 'farm' with virtual net-metering for local residents. Lore also reminded that the next open meeting of GCS-2 is scheduled for 10/16, to be held at the home of Jeannie Iacovazzi.

The next scheduled meeting of the **GCS Management Committee is Nov. 15, 2012 at 7:30.**

There being no further business, the meeting was adjourned at approximately 8:20pm.

These minutes were taken and transcribed by Steve Skolnik.