

To: Members of Greenbelt Community Solar

From: Dale Barish

Date: February 15, 2011

Subject: **Minutes and Action Items for the February 13, 2011 GCS meeting**

Attendance: Jerry Bonnell, John Mason, Shalom Fisher, Dale Barish (note taker), Frank Gervasi, Steve Skolnik, Lore Rosenthal (facilitator), Steve Linder, Darian Boggs (new, lives in Windsor Green), John Lippert and Bob Kessel

Absent (still interested?) Marat Moore, Kevin Fisher, Susan Barnett (?), Michael Hartman (?), Jane Young, Tim Medicus,

Minutes

1. Discussed the lawyer and accountant. Steve Skolnik spoke to David Roth (lives in Boxwood) about the Operating Agreement. Mr. Roth is willing to be involved. Steve will follow-up with him to see how much he would charge us. Mark Hessel is another lawyer that is willing to be involved. Jerry has met with him already.
Robert had been in touch with an accountant and had gotten his fees to do the work we need, about \$1,000/year.
2. Steve Skolnik will be out of town from 02/14-03/02.
3. It was noted that the documents are available through the FTP site.
4. There was a brief discussion of fire concerns and how the fire department would respond to a building with a solar array since the grid will still be generating electricity as long as it has sun on it. John volunteered to contact the Fire Dept.
5. Seed money – it was agreed that each member should put in an equal amount. If a member is owed money, they will be written a check from the bank account.

LEGAL/BANK ACCOUNT

6. Jerry Bonnell reported that the filing of the LLC was done by fax on 02/07/2011. The fee for filing and expediting was \$231.00.
- The bank (we have chosen M & T Bank) will want to see our LLC Operating Agreement (30 page legal document that governs how the LLC runs and which LLC officers can draw funds against the account.) The one page Articles of Organization is the only public document required of the LLC. Jerry agreed to clarify whether they need the one-page doc or the 30-page doc in order to open an account.

DOCUMENTS

7. The Operating Agreement and Subscription Agreement were discussed at length. The group does not have a good understanding specifically of Operating Agreement Article 5. This section needs to be addressed with an accountant. Need to define someone to be the “tax matters partner”. Responsibilities of this position are: this member has the authority to act on behalf of

the LLC to have our accountant file the LLC's taxes and send the K-1 statements to the LLC'S members.

HOST SITE REPORTS

8. Shalom Fisher reported that the PowerPoint presentation to **Mishkan Torah** on 01/30/2011 went well. Six of our team were present. About 4-5 people from the synagogue (including the president, chair of buildings committee, several other knowledgeable members.) The members of the synagogue asked good questions and the presentation was well received. We will hear from them after their next board meeting (in about a month? End of Feb?).

Mistakes made at presentation:

- Did not leave the meeting with a copy of the electric bills. Therefore we cannot do the thumbnails. We think they are paying \$18.5/kWh
- Did not ask the synagogue to give us a specific date to respond by.

9. John Mason's report on **Greenbelt Baptist Church**

- Got a copy of their electric bills, but it only shows their distribution charges. Need the bill from the supplier.
- Their roof is 5-6 years old and is a rubber roof.
- Waiting on a date to do a presentation.

10. Frank Gervasi's report on the **City buildings**

- Have the electric bills.
- The Public Works building is still the best option. The Community Center roof is old and Green Ridge House roof is old and does not face south.
- next step is to arrange a meeting, to make a presentation

11. Steve Skolnik's report on the **Co-Op Food Store**

- For the Co-Op, we want to attend a board meeting to make a presentation.
- The Co-Op will need a new roof in 12-18 months.
- Steve will contact Bob Davis after he returns on March 2nd.

12. Steve Linder's report on **Greenbriar**

- Need someone to take over this location. Kevin Fisher may be willing to take over this location. If he cannot, John Mason or Darian Boggs may be able to. Lore is waiting to hear back from Kevin Fisher.

WEBSITE

13. Dale Barish reported that there is now a gmail account (greenbeltcommunitysolar@gmail.com) and a free "Google" website (www.greenbeltcommnitysolar.com). It cost \$24 to register the domain name for two years. The website had just become live that morning. It has our logo, mission statement and FAQ. Please let Dale know what else she should add.

14. It was noted that by December of this year, we need x% of the money invested in our LLC, and a contract with the installer, in order to qualify for the Federal Grant Money (30%). We do not need to have the solar array up and running.

15. A sheet was distributed for everyone to share their address, phone number, email, so it is easier to contact one another between meetings, to carpool, to hold “prep” meetings prior to each presentation, etc.
16. Next meeting is **Wednesday, March 16th at 7:30pm** again at Bob Kessel’s house (7105 Mathew Street).

Action Items:

All attendees - review the Subscription Agreement and Operating Agreement and come up with a **list of questions** before the next meeting. Need to determine the number of members that will comprise the Board of Directors. Need to appoint a member to be the Tax Matters Partner.

Dale Barish – type up the minutes and send them to Lore for distribution. Investigate making the documents available through the web site. Add content to the web site.

Jerry Bonnel - double check with the bank to see if they need the full LLC Operating Agreement before opening up an account. Take the LLC document to the bank to see if that is enough to open the bank account.

Steve Skolnik – Contact the lawyer, David Roth to see if he is willing to be our lawyer and what the cost would be. Setup a date to make a presentation at a board meeting of the Co-Op.

Shalom Fisher – Check the Mishkan Torah website for when the next board meeting is. Follow up with their board.

John Mason – Get the electric bills from Greenbelt Baptist Church and setup a date to give them a presentation. Backup contacting Greenbriar. Contact the Greenbelt Fire Department to see if they can send a representative to the next meeting.

Darian Boggs – backup contacting Greenbriar.

Lore Rosenthal – type up the contact list and distribute it. Review the minutes and distribute them.

Frank Gervasi – contact David Moran from the city to setup a meeting to give them a presentation.