

To: Members of Greenbelt Community Solar
From: Robert Kessel
Date: January 21, 2011
Subject: **Minutes and Action Items for the January 19, 2011 GCS meeting**

Attendance: Jerry Bonnell, John Mason, Shalom Fisher, Dale Barish, Frank Gervasi, Steve Skolnik, Lore Rosenthal (facilitator), and Bob Kessel (note taker)

Absent (still interested?) Steve Lindner, Marat Moore, Kevin Fisher, Susan Barnett (?), Michael Hartman (?)

Minutes

1. Brief discussion of the extension of the 30% Federal Solar grant. Beyond recognizing that the extension through December 31, 2011 is very helpful, not much said.
2. Slightly less brief discussion of a controversy over the GHI solar project. Other than possible confusion, this has no direct effect on the GCS effort. It sounds as though we need to say, if asked, that a Power Purchase Agreement (PPA) or outright ownership are the two usual routes to getting a solar system installed and the GHI is exploring both. If not asked, I suggest not saying a thing.

LEGAL/BANK ACCOUNT

3. Jerry Bonnell's report on meeting with Mark Hessel (lawyer)
 - Prior to the meeting Jerry and Steve Skolnik filled in the Maryland Articles of Organization form.
 - Jerry met with Mark Hessel (on Jan 5) on his own and Mark considered the meeting as a free consultation.
 - Despite not billing, Mark recommended a wording change to Articles of Organization (inclusion of an "incidental and other actions" clause to give us some flexibility). He also said that we could file the form on our own. To file by mail takes seven to eight weeks. A \$50 expediting fee gets it done in seven days.
 - 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.
 - The LLC will owe \$70 in taxes each April starting in 2012.

Motion (Skolnik) and second (Kessel) to authorize Jerry to file the Articles of Organization (\$140) with the \$50 expediting fee agreed by all present. Jerry is to xerox the check and first payment of the GCS bank account will be to refund Jerry for the outlay minus his share.

(Robert's note: Based on tonight's attendance, there are eight members contributing. Hence Jerry will get back seven-eighths of the cost. Is just the core membership going to pay the start-up costs or do we keep track of all the start-up costs and then split it among all thirty-five members at some later date?)

(Lore's note: Or, we each put in \$50-\$100, then Jerry is reimbursed IN FULL for his outlay of costs, so we have a record of what each item cost us. When we are ready to invite our full list of investors, our start up contributions will be deducted from our share.)

DOCUMENTS

4. Steve Skolnik's report on the UPCS Operation Agreement conversion
 - Steve has edited the UPCS legal documents into drafts for GCS by substituting "Greenbelt" for "University Park" and changing the names and addresses to those in our group.
 - We all need to read through the Operating Agreement. (Lore will be forwarding this and the other legal documents.)
 - Steve was particularly concerned about the Operating Agreement's requirement for a "tax matters partner" and who would be willing to take on the responsibility. (My understanding of this position is it assigns a member 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. I am checking with UPCS to find out who's the tax matters partner and that I have their responsibilities correct.)
 - Steve also found the various recourse and nonrecourse expenses in Article 5 (Allocations of Profits and Losses) less than immediately obvious.
 - There was some discussion of having the LLC's lawyer, once we have one, review the Operating Agreement and attend a single purpose meeting to go over all the members questions.

HOST SITE REPORTS

5. Marat Moore and Steve Lindner (couldn't attend the meeting) will be sending their report to Lore on **Greenbriar** shortly.
6. John Mason's report on **Greenbelt Baptist Church**
 - They're actively interested, but John had not yet gotten an electricity bill.
 - Separately (I think) Ron England (GBC's Building and Grounds chair) had spoken with Steve Skolnik and was willing to send John electricity bill and perhaps a roof plan.
7. Shalom Fisher's report on **Mishkan Torah**
 - Spoke with congregation's president who was interested and significantly more responsive than the Building and Grounds chair. It sounded like they would be willing to meet with us to discuss the concept.
(At this point there was a lengthy discussion of what exactly we want from a prospective host. The basic requirements are: 1) recent electricity bills, 2) agree to a meeting to discuss the concept between GCS and whatever group has the authority to decide to install a solar array, and 3) a roof drawing. Ideally the roof drawing should be a full structural drawing.)
 - Shalom also asked how much area the arrays take. The University Park Church of the Brethren is a 22 kW system in approximately 14 columns wide by 7 rows high and each panel is 1.6 m wide by 1 m high. Hence it's 22.4 m wide by 7 meters high (or 73.4 feet by 32.8 feet).
8. Frank Gervasi report on the **City buildings**
 - The city had send .pdf copies of the electricity bills for Green Ridge House, the Community Center, and the Public Works building. All three sites will easily use all the power we can generate with a 20 to 30 kW array.
 - Green Ridge House is separately metered by apartment except the common areas. The commons areas use 36,000 to 67,000 kW-hr/month. Frank was concerned that the building didn't offer a good south-facing shade-free site.

- The Community Center uses 55,000 to 112,000 kW-hr/month.
- The Public Works building uses a pretty steady 20,000 kW-hr/month and has standing seam roof, and hence, the simplest (cheapest) installation.
- I think we decided that the Public Works building is the preferred option, though visibility to Greenbelt's citizens is an issue.
- Next Steps: _____?

9. Skolnik's report on the Co-Op Food Store

- For the Co-Op, we want to attend a board meeting to make a presentation.

POWER POINT PRESENTATION

10. The discussion switched to what exactly we should present during a first meeting with a prospective host. I don't think we decided between a completely generic presentation versus one tailored to each host's electricity bill and site. Steve Skolnik will revise the presentation from last meeting and post it to an FTP site for us to consider. He'll send the link via Lore.

TAXES

11. Discussion of taxes. Since we learned from UPCS that the LLC would not have to collect taxes on the electricity we sell to the host, the discussion was quite short. There is a clause in the UPCS PPA that should the tax situation change, the taxes will be a direct pass-through charge. We'll need an equivalent clause in our PPA.

WEBSITE

12. Dale Barish report on web-hosts.

- Cheapest is via Google plus a \$10 (approx) domain registration.

Motion (Kessel) and second (Rosenthal?) to authorize Dale set up the web site. Dale is to xerox the check and second payment of the GCS bank account will be refund Dale for the outlay minus her share. (**Lore's note:** refund her in full, from our petty cash fund)

LOGO

13. Steve Skolnik's presentation of possible GCS logos

- Steve's daughter's first logo was selected by acclamation.
- Steve sent (or will send) the logo to Dale for inclusion on the web site.

14. Next meeting is **Sunday February 13th at 2pm** again at my house (7105 Mathew Street).

Action Items

1. Jerry Bonnell to file the Articles of Organization with the State of Maryland to create the Greenbelt Community Solar LLC with expedited processing.

2. Steve S. will send to Lore; then Lore Rosenthal will forward: the UPCS documents that Steve Skolnik has edited using our GCS name.

3. All to read through the modified documents and identify areas of concern. Bring your questions to Feb 13th Meeting. (Having read through all these documents multiple times during the formation of the UPCS, stiff black coffee helps.)
4. All five people contacting the prospective host site to ask for the electricity bills (if we don't already have them), a date for a meeting sometime in March, and the roof drawing.
5. Steve Skolnik to post a revised presentation to a FTP site and send the link to all.
6. Dale Barish to set up the Greenbelt Community Solar web site and register the domain.
7. Jerry Bonnell to ask an accountant he knows about working for the LLC
8. Lore Rosenthal send general request to the big GCS list if anyone is, or knows, an accountant with experience with small LLCs.
9. Robert to type minutes and forward to Lore for editing and distribution.
10. Steve S. will start working on "thumbnail" estimates for all 5 sites.