

To: Members of Greenbelt Community Solar

From: Robert Kessel

Date: August 23, 2011

Subject: Minutes and Actions for the August 22, 2011 GCS meeting

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

Absent: Steve Lindner, Shalom Fisher

Minutes

1. The minutes from the 8/11/11 meeting was approved by acclamation.
2. Steve Skolnik went over the Astrum Solar cost and returns estimate and his own cost and returns spread sheet. There was a noticeable disconnect in the payback times and rate of returns. (Subsequent to the meeting Steve traced the source of the disagreement to the assumed production period.)
3. Dale Barish has the “save the date” email for the subscriber meeting ready. She’ll send it to the full distribution list by Wednesday (8/24).
4. We had a somewhat extended discussion of the content needed in the longer cover email to send with the electronic copies of the Operating Agreement (OA), Subscription Agreement (SA), Investor Questionnaire (IQ), Power Purchase Agreement (PPA), and Prospectus. The consensus content was: 1) please read all the documents before the meeting, 2) please fill in the IQ, and 3) please bring a check to cover each potential member’s agreement capital contribution. Steve Skolnik agreed to draft the cover email with Bob Kessel to review.
5. Jerry Bonnell reported that we have a room scheduled at Greenbelt Baptist Church from 7:00 pm to 9:00 pm on September 8th. We then covered the logistics for the subscriber meeting and settled on:
 - a. Print enough hard copies (twenty-five) of the final OA, SA, IQ, and PPA for all members to make certain all members have the full final documents. Print a smaller number (five) hard copies of the installation contract
 - b. Bring extra pens, a laptop with electronic copies of all the documents and spreadsheets, a projector, but no snacks.
 - c. We’ll request all members read the documents prior to the meeting and assume they have done so.
 - d. After briefly discussing the function of documents, ask all members to fill in the SA and IQ.
 - e. All members provide checks for their Capital Contributions and Jerry will counter sign their SA. Dale will write receipts. The other management committee members will check the IA’s for completeness, though not in full detail.

- f. Circulate the OA signature page and have all new members sign and have their signatures witnessed.
6. All members of the GCS management committee present then filled in their SA and IQ except Steve Skolnik who had done it ahead of time and Frank Gervasi who wanted better light than was available on the deck that late in the evening. All members of the GCS management committee present then handed Jerry Bonnell their Capital Contributions checks (minus the \$100 seed contribution) and their SA to sign as accepted.
7. With the stack of signed SAs and completed IQ sitting on the table, which are quite central to the LLC's legal existence, we voted to authorized Jerry Bonnell to buy a fire box to protect them.
8. After a short discussion, we voted to have Lore Rosenthal send .pdf versions of the GCS's OA, SA, IQ, and PPA to the Takoma Park Community Solar.
9. Frank Gervasi reported on the negotiations to finalize the installation contract with Astrum Solar:
 - a. Frank continues to be worried about the 18" reserve around the roof's perimeter. After some back and forth discussion, we agreed that if Astrum's engineers are comfortable with the design, we'll accept it.
 - b. Astrum will have the installation in by the end of the calendar year. Earlier may well also be possible
 - c. The 10% non-refundable deposit will returned by Astrum if their engineering group refuses the job minus the cost of the engineering analysis. They describe the 10% as a sufficient amount to show GCS is serious.
 - d. Use of American-made panels is still an open question. All members of the management committee were quite adamant about using American-made, so Frank will reiterate this as he finalized the contract terms.
10. Frank Gervasi reported that his insurance broker had yet to get back to him. Bob Kessel had not gotten a quote through the UPCS insurance broker. The issue GBC's liability coverage came up with John Mason agreeing to check the status.
11. Subscriber meeting is Thursday September 8th at 7:00 pm at Greenbelt Baptist Church.
12. Next management committee meeting is Thursday September 22nd at 7:30 pm at Robert Kessel's house (7105 Mathew Street).

Actions

1. Lore Rosenthal to create and send a shortened version of the previous meeting minutes to the large distribution list.
2. Steve Skolnik to get his cost and returns spreadsheet to agree with the prospectus narrative.
3. Dale Barish to send the “save the day” email to all potential members that are definite on the large distribution list.
4. Steve Skolnik will draft the longer cover email to send with the electronic copies of the Operating Agreement, Subscription Agreement, Investor Questionnaire, and Prospectus.
5. Bob Kessel to review Steve Skolnik’s cover email.
6. Dale Barish to print 25 hard copies of the final OA, SA, IQ, and PPA for the subscriber meeting. Also 5 hard copies of the Installation Contract with Astrum Solar. (Presumably all management committee members will bring their own annotated copies of the five documents.) Dale will also get a receipt book.
7. Lore Rosenthal to load the final OA, SA, IQ, PPA, prospectus, cost and returns spread sheet onto her laptop and bring both her laptop and projector to the meeting. Also Lore will check prior to the meeting with Glayde Goodenough about a wall or a screen in the meeting room.
8. Jerry Bonnell to deposit the management committee capital contributions. Jerry Bonnell to buy a fire box to protect the LLC’s documents.
9. Lore Rosenthal to send .pdf versions of the OA, SA, IQ, and PPA to Takoma Park Community Solar.
10. Frank Gervasi to continue negotiations with Astrum to finalize the installation contract.
11. Bob Kessel to get quote from UPCS’s insurance agent.
12. John Mason to check with Greenbelt Baptist Church about the status of their insurance rider to cover their liability for damage to solar panel system.