

To: Members of Greenbelt Community Solar

From: Robert Kessel

CC:

Date: September 2, 2012

Subject: Minutes and Actions for the August 29, 2012 GCS meeting

Attendance: Frank Gervasi, Jerry Bonnell, Shalom Fisher, Luisa Robles, John Mason, Lore Rosenthal, Steve Skolnik (chair), and Bob Kessel

## Minutes

1. Minutes from the July 11th meeting were accepted as amended with corrections from John Mason, Lore Rosenthal, and Steve Skolnik.
2. Treasurer's report from Jerry Bonnell:
  - a. The return of capital distribution from the Federal and Maryland grants checks have been sent. All but four of the members have cashed their checks. When the outstanding checks are taken into account, the account balances.
  - b. The May and June electricity payments from Greenbelt Baptist Church (GBC) have been received.
  - c. The known upcoming expenses are the accountant's annual, liability insurance, and the property insurance rider on GBC's policy.
  - d. The issue of when GCS's income for 2012 should be paid to the members was discussed at some length. As an LLC, it appears that the members should report their share as part of their 2012 income for tax purposes. Whether we need to send the check during 2012 or include it with the K-1 in January is unclear. One of the LLC's members has told the management committee that the IRS considers income to be earned by the LLC on the date it is received. Since the LLC is passive, 2012 income must be paid out to the members during 2012.
3. Discussion of the Annual meeting:
  - a. We did not get an answer from the lawyers as to whether a narrower proxy was possible. For the upcoming Annual Meeting we will follow the same proxy process as was used for the July 11th special meeting.
  - b. In a related discussion to the proxy process, the issue of how to amend paragraph 6.2.3 of the Operating Agreement (OA) to allow email voting was considered. At least two members of the management committee will draft language for modification to be presented at the Annual meeting.
  - c. Settled on **October 4th at 7:30 pm for the Annual Meeting, probably at Greenbelt Baptist Church**. The official notice to our members about the Annual Meeting will need to go out no later than September 24th, assuming the date holds.

- d. We will need to recruit a replacement from our members for Bob Kessel who will be stepping down from the Management Committee as of the Annual meeting.
4. There was short discussion on SREC certification. The GBC array's SREC certification has been approved by the Maryland Public Service Commission (PSC). Astrum Solar has the certificate number and is setting up the GATS account so the SRECs can be sold.
5. John Mason reported that GBC continues to be happy with the array.
6. Discussion of potential second projects and potential hosts. The potential sites under the the most active consideration are the City of Greenbelt's Public Works Building and Springhill Lake recreation center as well as the Laurel Presbyterian Church.
  - a. Luisa Robles reported that the City continues negotiations with the Metropolitan Washington Council of Governments (MWCog). Currently, the Washington Metropolitan Area Transit Authority (WMATA) is leading this effort. As the PWB could host an array significantly larger than an LLC's 20 to 30 kW usual array (based on the likely funds we could raise), one option would be a cooperative installation at that site with GCS II responsible for only part of the array. Springhill Lake recreation center has a more appropriate roof size to an LLC's capability to do the complete system. Luisa has drafted a memo describing the options for the City from GCS II LLC involvement.
  - b. John Mason hasn't heard back from the Laurel Presbyterian Church members and will get back in touch about becoming a host for second GCS project.
  - c. Lore Rosenthal reported on an interesting potential route to mitigate the failure of the solar gardens bill to pass the Maryland legislature. Clean Currents is now registered as a utility. As such, they might be able to build a large solar array and allow rate payers to specify it as the source of their electricity via PEPSCO. It isn't exactly clear what role GCS would play in this approach.
  - d. Frank Gervasi brought up the Greenbelt American Legion Hall as potential second host site. They have a new flat roof, good solar exposure, and are interested. Frank will follow up on this potential host site.
7. Steve Skolnik reported that the Washington Ethical Society Community Solar has closed fund raising from its members and has a very good installation contract offer in hand. Getting this far has taken about a year. The payback will be lower, take longer, and is more complex than for the GBC project due to the end of the direct 30% Federal grant. Steve also reported that, in a deeply frustrating set back, the GHI board decided to table its large solar array project for three years.
8. Next management committee meeting is Thursday November 15th at 7:30 pm at Steve Skolnik's house (8a Ridge). Frank Gervasi is planning to bring excellent cookies. As noted above, the **GCS's Annual Meeting will be Thursday October 4th at 7:30 pm**, tentatively at GBC. The next open GCS II meeting will be Thursday September 20th at 7:30 pm at GBC.

## Actions

1. Bob Kessel to amend the July 11th minutes and actions, send them to the management committee, and generate a .pdf for distribution to our members and for posting on our web site.
2. Jerry Bonnell to ask Richard Simonen about when he will bill GCS.
3. Jerry Bonnell to ask Richard Simonen whether we satisfy the income distribution requirement for an LLC by sending the members checks for their share of the 2012 income along with their K-1 in January 2013.
4. All committee members to bring one or more member proxies (or the members themselves) to the Annual meeting so we will have a quorum. Clearly, having members attending in person is the preferred way to reach quorum so we can get their input on the LLC's operation.
5. Jerry Bonnell and Steve Skolnik will draft language for a modification to the OA's paragraph 6.2.3 to allow members to vote via email.
6. John Mason to check with GBC about availability of a meeting room on October 4th for the GCS's Annual meeting.
7. Bob Kessel to check with Toby Noyes at Astrum about progress in setting up a GATS account for the GBC array SRECs.
8. John Mason will ask GBC for their December PEPCO electricity bill so we can check the Church's total electricity usage.
9. Luisa Robles to send her draft memo to Steve Skolnik for review and comment. The memo then goes to the City.
10. John Mason to continue discussions with Laurel Presbyterian Church on possible routes forward.
11. Lore Rosenthal to get further details about the Clean Currents solar garden.
12. Frank Gervasi to continue discussions with the Greenbelt American Legion Post on possible routes forward.