

March 3, 2022 Special Meeting Regarding Legal Services to Review Proposed Ampion Contract

Cate: Okay we're here to discuss engaging an attorney to look at the contract with Ampion for community solar.

Fred: Hey, is this a real contract that once it's approved by the attorney and you sign becomes effective? I just wonder what the status is of this with Ampion

Deb: Once I apply Yes, I have to apply online. So what they've done is given me a, an example, that looks exactly like what we'll sign. But, yes,

Arlene: We probably ought to see that too, I would think and then also I think we are going to have to formally approve it. If the lawyer removes it, or, no, approves it, right,

Deb: right. That's why I don't want to go through and start the application yet, because then it would be in place and I don't want to do that. So.

Cate: Right. And the reason to have a meeting tonight is to have an attorney look at it and say it's okay or not okay. So that we have that knowledge that in order to approve it at the next board meeting, so it's good to doesn't linger, right.

Fred: I would expect to receive from an attorney would be the contract, proposed contract, but it's draft contract, I wouldn't call it the contract without allowing changes. And we would change we would change the language that's in accordance with our attorney's recommendation, and we return that to Ampion and let them chew on it for a bit. And then when they agree with our changes, then we come down to the Board approving the thing

Deb: yes, if there needs to be any changes. Right.

Fred: I'll make the point that eventually the board says that we approve of this draft contract, and we instruct the Board President to sign it.

Right. Yeah. Okay.

Fred: Questions for you. Yeah, right. Yeah. Jim, throws me off about that name Ray or the R there. I, can your friend now, Jermaine, is she a practicing attorney? Does she practice in this area, is she licensed in this area?

Jim: No, no.

Fred: Okay. I was just thinking the best attorney if they're okay is a pro bono attorney.

Jim: Yes. Yep. But she's No she doesn't practice. She practices in this area by phone to

someplace else So, okay.

Cate: All right. She's not licensed in New York. She's

Jim: I don't I don't think so.

Cate: Georgia or something. Yeah. Okay, so there are three attorneys that Arlene mentioned. And then Fred mentioned someone else on our phone call this morning. I didn't I wasn't taking notes. I was on my way out the door. So

Fred: we have a, I believe a continuing relationship with Robert. That is Bob Schofield of Whiteman Osterman & Hanna, which is a premier law firm in the city of Albany. And the last time he did any work for us was during the details of getting this present library building underway. Nothing since then, I have to say fortunately, since we haven't needed it. At that time we had an arrangement it wasn't the retainer but it was arranged whereby they worked as we deemed necessary for \$225 an hour which was sort of a quasi pro bono action on their part. And I would think that would be the place to continue with this contract. Because Whiteman Osterman & Hanna and you know, they've got over 20 partners, and their experience is in very many fields. And I would think they would be in a better position to review a proposed contract with a Community Solar energy vendor than anybody.

Cate: Okay, thank you, others.

Fred: At this point, if we don't get somebody who was reasonably good who works free.

Arlene: Yeah. Yeah, the, my only thing and I agree with Fred's premise, certainly while Bob Schofield is very capable. The only thing is, I'm sure Deb remembers this was that when we had him look at the GPS contract, he took an awful long time with it and changed a lot of things and then charged us a big bill for that small thing, which we didn't end up even following I forgot that was \$1,000.

Deb: It was I don't remember the amount but it was a lot. And it took a while. And that's my concern with that

Arlene: . Yep. That was just a look at the contract that simple GPS contract.

Cate: So one of the determining factors here other than cost is how quickly can you turn this around for us, this contract, right.

Arlene: And I think, whomever we approach we need to say we need this to be turned around by whatever.

Fred: Ask the question or when can you get started about it?

Cate: So is there someone local who I know you mentioned a couple of people? There's someone

Arlene: Yeah, John Sutton fees are certainly plenty low. I don't know if he's in the habit of dealing with contracts. That I can't tell you. He was the one who did all the work for us when we went from a town library to School District Library and he was the one who did all the legal work for us when we established the library, but as far as contracts, particularly, I don't know. And, you know, he just closed he just did the closing for the library. Before that everything he had done for us for over 10 years was pro bono but he left in less than pleasant circumstances, which I'm not going to get into it. Not from the board's point of view, but he was offended by the board and said he wouldn't, couldn't continue as pro bono lawyer. But we did go back to him to do the closing on the property on North Street and he did that and I think he charged us I think was \$500 Wasn't it that

Deb: I'm pretty sure, which is, you're probably right.

Arlene: Pretty standard on the low end, probably for closing. And then the other lawyer I had forgotten we actually we actually did have two other lawyers. There's another lawyer in town we who did the closing on the property and that was Allison Oravsky Thomas or Thomas Oravsky. I forget the order of her name. But again, I don't know what her specialty is. She just did the closing. And then the closing on the Docstader property John Cromie did and John Cromie in Ballston is very well versed in any kind of he's a very, he's a brilliant man and very well versed in things.

Cate: What is that name? I didn't catch that. Arlene?.

Arlene: John Cromie. Cromie. He did not we didn't go to him for the bonding because that's a very particular thing. And Bob Schofield has worked on that kind of work for lots of different institutions. So I don't know. I don't know how complicated looking at a contract is and what kind of knowledge when, you know, legal knowledge one needs to look at that. No.

Jim: When do we have to have this approval. when we have to have a decision from our attorney on this?

Deb: The sooner, the better because as Jane said, If we wait too long, we won't be able to get in on this particular farm and she doesn't know when we would be able to get into a different farm.

Jim: All right, why don't I ask Jermaine to take a look at it and see what and see what her reaction is? I think she, her background may very well be contract law. And even if she can't give us an official opinion, while we're trying to find somebody else, she might be able to go through it and and give us some kind of an idea. Maybe that's crazy. I don't know what

Cate: is it seems to me that homeowners are signing and I know people who have signed up for Community Solar, then homeowners are signing these contracts. I understand the legal need for the library to have this looked at as signing the contract without an attorney. So I can't imagine it's terribly complicated. It has it would be you know, how long, how long and how long you notice six months notice to get off you know, like if you decide you don't want to do it, we know

that the contract says it takes them six months, just the, what? I'm just I agree with you that maybe it's simpler than we think and Jermaine is, I would think any attorney, it would be competent and looking at a contract with a community solar project. I just, it's not like what we've done in the past was selling a building and buying property and

Arlene: the bond Yeah,

Cate: no, it's it's not that complicated.

Arlene: No, the only thing is, as you said, we do have to have a lawyer look at it, because this is not our, these are not our things. We're, we're working for the community. And so I have to be responsible, but I don't know on the issue if indeed something were developed. And then somebody said, Well, well, where did you get advice and we say from this from Jermaine and, you know, where does, you know if her credentials were, were to come into question? I don't know. That's my only concern. Since she isn't if Jim is saying she's not authorized to practice you're

Jim: I'm not 100% sure. I know that was that was an issue at one point in time, but I don't know what the situation is now. And if she's not charging us, does that make a difference? Is she really not practicing or if she's not charging us for her opinion,

Arlene: but then we're not doing due diligence. Because we're not if we didn't have services of an authorized attorney,

Fred: if they make a mistake, it's still our fault. And therefore, you want to have an authority who is competent to reduce the probability of a mistake being made. I think this is much more complex and more dangerous, than buying or selling property. My feeling about this community solar thing is we're dealing with something that's on the edge of a scam. And we want to make sure that we're not being worked over by scam artists. With a deal that benefits them in some way and is painful to us. And so I think

Arlene: for regular affairs. You know, I again, I shouldn't speak to this because John Sutton is our lawyer but for regular affairs, we you know, we engage his services but John Cromie I know Dusty worked with him. He served as attorney for a while pro bono at the Eye Bank when Dusty was working at the bank and he is known in much of the county is really one of the best as far as lawyers with the mind and his talents and what he can do. So maybe we want to ask him and see if he, you know, if he does this sort of thing, and I guess you could ask ahead of time, what is his fees? You know, his fee is hourly fee, so we would know, but that's that's my input.

Deb: Another local lawyer is David Devall.

Fred: He is the Village's lawyer is he not, Village of Galway? Yeah.

Cate: And he is the town's attorney as well. I recognize the name I'm not sure.

I don't know.

Arlene: No, he's no, he can't be because he's the justice. He's a justice of the peace.

Cate: Oh, that's why I know the name. Okay. And

Arlene: Nicole Clark is also an attorney. But I don't know what her specialty is. She lives up on Lake Road

Cate: so are we getting any closer to who we're gonna have look at the contract?

Fred: I like how it is suggested that you send this proposed contract out to the board. We all can look at it.

Cate: Yeah, I would do, they're all good. But it would be good to make a decision while we're here. If it takes a motion to do that. To decide which attorney we'll run it by after we look at it. So we don't wait another two weeks.

Jim: Does anybody have any objections if I ask Jermaine to look at it and see if she's willing?

Cate: I have no objection.

Arlene: I don't mind her looking at it. But again, I'm not sure that I'm willing to take her if she's not licensed to New York State. I'm not willing to for her to be the person. Go ahead.

Jim: I would just look at somebody we could get on board right away to take a better look at it and give us what their thoughts were.

Arlene: I don't mind that. I mean, do we want to choose a couple people and have Deb call and find out what their hourly rates are and then and whether they'd have time to turn this around quickly and then we could make a decision.

Cate: I think that's a good idea Arlene. So if we started local first then that would be well John Sutton.

Fred: Where is David DeVall's office located?

Arlene: Saratoga.

Deb: Yes, Saratoga.

Arlene: His ads all say he's a good divorce lawyer.

Jim: A contradiction of terms.

Deb: He does do other things, though. I know. I know he does.

Cate: So let's decide what order will we have done before and after? And how many have Jermaine look at it find out if she's licensed in New York? If she is and is willing to do this pro bono.

Cate: Then she could go on? Correct. Right. Okay, then who's next? Should we go with John Sutton next? I'm just gonna pull it out of a hat.

Fred: I had I would I would go with Bob Scofield.

Deb: Yeah, I think he's too expensive. But I I mean, we can ask him but

Cate: That's Schofields then

Arlene: I would ask John Cromie. I really again, he's only over in Ballston Spa and he does have a soft spot for not for profits and he he'll charge but

Cate: I like that. I like soft spots. That works. Alright, so we're going with Jermain Schofield. John Sutton and John Cromie in that order, okay. And then so to find out, but again if Jermaine is licensed in New York, have her look at it anyway. But if she was licensed in New York we can, right? go with her. All right.

Arlene; They have a time by which that you know, so you're going to ask what their hourly rate is, and then if they could turn it around by and I don't know where it is.

Jim: But he probably would have to see it in order to come up with an estimate of how long it's going to take him to turn it around.

Arlene: Yeah. Oh, yeah. Well, the hourly rate that is perhaps and if they would you know, would be interested in doing this.

Deb: But if they don't have time to look at it, in the next week or two, right, that wouldn't be useful.

Fred: When you call Bob Schofield it'd be worthwhile to get him to confirm the hourly rate that he gave us before will continue.

Arlene It sounds like I think you can ask an hourly rate for all of them. Yes. Right.

Deb: I would just ask their hourly rate, right, and how fast they can turn it around. Right. Right. Okay.

Deb: So do you happen to have a phone number for John Cromie?

Arlene: I don't, but I could look, I mean, it's he would be in the phonebook, Ballston spa.

Deb: Okay. I just know there's a lot of John Cromies.

Arlene: If you look up his name, attorney you know, John probably Esquire and Ballston spa, I'm sure you'll find it.

Cate: Okay, do we feel a little more settled here?

Deb: Do we do a motion and accepted for that

Arlene: I think we can do a motion to - not thinking of the word - delegate whatever our director to, we will direct our director to contact. And I don't know if that in our minutes we want to say who the lawyers are. I think in our minutes could say contact several lawyers to one

Cate: authorize Deb authorize the director contact several lawyers to look at the contract. The draft contract with Ampion,

Fred: Deb, Cromie phone number is 518-885-8451. Thank you. You're welcome.

Arlene So the wording has to be a little different, though because we're not asking authorizing Deb to contact the lawyers to look at the contract. We're because you wouldn't be contacting several

to authorize them to contact lawyers.

Investigate the availability and cost in

investigate availability,

contact

in see I guess,

cost.

Arlene; Well investigate their fees and availability,

Cate: fees and availability. To review. To review contract with Ampion Okay, so who's gonna make that motion.

So move Jim

Cate: Jim. Do I hear a second? I will second. Thanks, Fred.

Arlene: Alright, so this is what I have down to be sure. So the motion is to authorize our director

to contact several lawyers to investigate their fees and availability to review a contract with Ampion. Is it Ampion community solar or Ampion? Where does the community solar fit in?

Deb: I'm afraid if I click off I don't know what it will do

Cate: I can look, I can look it up. Whether they're official name is

Deb: I'll try and change screens.

Fred: Okay. I'd like to reinvent that a little bit as well. Yeah, go ahead. It should be proposed contract with Ampion Community solar contract. proposed by contracts. That it was proposed by

Deb: Jane calls it Ampion community solar.

Arlene: And that's what I'll put down. Yeah.

Cate: They call themselves Ampion, but the subtitle is community solar. So that'll cover it. Good. All right. All in favor. Any further discussion? We're good to vote. All in favor. Aye. Any opposed or abstaining? Motion carried. All right. Thank you. Thanks for making this time.

Arlene: Okay, just for clarification, I know that it was kind of because it was [indistinct] that we'll find out about this. Let's just remember that the only people that Deb can really on her own go ahead and hire or to choose and all that are staff, just immediate staff not any other providers. We can direct her like we are right now to gather information but the director does not choose and you know, whatever. Just staff

Cate: Yeah. Thank you for clarifying. All right. Any other business, anything? Good to see your smiling faces. It's March hang in there. Yeah. So I think a motion to adjourn. It's 5:23. So move, Jim. Jim. Second Fred

All in favor, aye. Motion? Motion to adjourn. We're adjourned.