

Cape & Vineyard Electric Cooperative Board of Directors Meeting  
Executive Session Minutes  
November 21, 2008

Members Attending: Charles McLaughlin, Town of Barnstable, E. Mark Zielinski, Barnstable County, Margaret Downey, Cape Light Compact

John Cunningham, Joe Soares, Lindsay Stranger and Jeff Bernstein were present.

The fifteenth meeting of the Board of Directors of the Cape & Vineyard Electric Cooperative convened at 11:12 am.

PV Project

E. O'Toole joined the meeting by phone and stated that comments by CES were extensive, and they were only partial comments on one of the four documents. She has concerns about the process, and that there could potentially be 2 or 3 more rounds of drafts, which would extend the process 2-3 months. M. Downey stated that CVEC has identified 3 key issues, indemnities, venue, and remedies, which need to be addressed. J. Bernstein stated that there are currently 3 sets of lawyers for CES working on the documents. M. Downey stated that she would like to talk to the executives at CES, find out what the issues are, and that CVEC has spent around \$50,000 and they are not going to re-hash issues that have already been resolved. M. Zielinski stated that CVEC cannot indemnify CES per the memo from Bob Troy, and that they will only strike that language if they can get an insurance product. J. Bernstein stated that they will not mutually indemnify CES, but will scale back the indemnification. M. Downey would like to find out the cost of the insurance product, and if it is cost prohibitive or if the insurance won't cover the risks, then it is done. **[Placeholder for redacted minutes as disclosure of these minutes at this time may defeat the lawful purpose of the executive session]**  
. CVEC called **[Placeholder for redacted minutes as disclosure of these minutes at this time may defeat the lawful purpose of the executive session]** during the Executive Session who stated that he is also frustrated and has agreed to meet face to face to try and resolve the issues. There will be a meeting on either December 9<sup>th</sup> or 11<sup>th</sup>.

**[Placeholder for redacted minutes as disclosure of these minutes at this time may defeat the lawful purpose of the executive session]**

*On a motion by Mark Zielinski and seconded by Charles McLaughlin, Board voted by roll call to return to open session at 1:10 pm. Zielinski-yes, McLaughlin- yes, Downey- yes*