

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Executive Session Meeting Minutes
December 20, 2012

The Executive Committee and Directors of the Cape & Vineyard Electric Cooperative, Inc. met in Executive Session on Thursday, December 20, 2012 at 10:15 a.m. in Rooms 11 & 12, Superior Court House, 3195 Main Street, Barnstable, Mass.

PRESENT WERE:

John Checklick, President/Director, Falmouth
Charles McLaughlin, V. President/Director, Barnstable who left early.
E. Mark Zielinski, Treasurer/Director, Barnstable County
Margaret Downey, Clerk/Director, Cape Light Compact
Peter Cabana, Executive Member/Director, Dukes County
William Straw, Director, Tisbury
John Scott, Director, Chatham

COUNSEL PRESENT:

Jeffrey Bernstein

1. DISCUSSION OF OPEN MEETING LAW COMPLAINT

Board Members discussed the December 17, 2012 Open Meeting Law complaint filed by Mr. Eric Bibler regarding the October 18, 2012 CVEC Board Meeting. Mr. Bibler's complaint focused on, among other things, the proper public notice, substance of comments by members of the public at the meetings, the Executive Session agenda items and the meeting minutes. Board Members were briefed by CVEC counsel regarding the Office of the Attorney General's grant of an extension until January 24, 2013 to respond to Mr. Bibler's complaint.

2. UPDATE ON BREWSTER WIND LITIGATION

Board Members discussed the status of the Brewster wind project. The Town has not officially asked CVEC to discontinue the project and until such time as the solar projects are fully operational (or at least constructed), the Board believes there is a continuing need for confidentiality about the wind project, the potential DPU litigation and related matters.

REDACTED

4. ROUND II PV PROCUREMENT STRATEGY DISCUSSION

Executive Committee members discussed the request by Broadway Electric and Rockland Capital to enter into an expanded power of attorney as requested by the lenders funding Broadway Electric's development of the CVEC Phase II solar projects. Executive Committee members discussed with CVEC counsel the potential for

Approved: 3/28/13

the expanded power of attorney to violate the inter-governmental agreement statute and to jeopardize the procurement exemption utilized for entering into the inter-governmental project agreements. The Executive Committee instructed counsel to call counsel to Rockland Capital to convey that CVEC will not entertain an expanded power of attorney but that CVEC would consider other proposals from the lenders to satisfy the lenders' concerns regarding Phase II project agreement structure.

List of Documents:

- December 17, 2012 Open Meeting Law Complaint filed by Eric Bibler (*public record*)
- Expanded Power of Attorney (*exempt from public records disclosure pursuant to G.L. c. 4, §7, cl. 26 (s)(energy-related trade secrets or confidential information)*)

CONFIDENTIAL