

**Cape & Vineyard Electric Cooperative, Inc.**  
**Executive Committee**  
**Executive Session Meeting Minutes**  
**Wednesday, January 9, 2013**

The *Executive Committee of the Cape & Vineyard Electric Cooperative* met in Executive Session on Wednesday, January 9, 2013 at 9:30 a.m. in Rooms 11/12, Barnstable Superior Courthouse, 3195 Main Street, Barnstable MA 02630

**PRESENT WERE:**

John Checklick, President/Director, Falmouth  
Charles McLaughlin, V. President/Director, Barnstable  
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

**COUNSEL PRESENT:**

Jeffrey Bernstein, Esq., BCK Law, LLC  
Audrey Eidelman, Esq., BCK Law, LLC – via remote participation  
Ronald Collins, Project Manager  
Liz Argo, Consultant

**OTHERS PRESENT:**

Scott Harlan, Rockland Trust  
Jonathan Wienslaw, Broadway Electric  
Richard Kanoff, Counsel

**1. ROUND II PV PROCUREMENT STRATEGY DISCUSSION**

The Executive Committee met to review and discuss the Phase II project status in advance of the January 11, 2013 meeting with the Broadway team. The Executive Committee and CVEC counsel reviewed counsel's comments on Broadway's proposed EMS Agreement amendments, counsel's Memorandum regarding the effect of an expansive power of attorney on the validity of an inter-governmental agreement, counsel's comments on Broadway's proposed changes to the inter-governmental project development agreement and counsel's proposed form of Consent to Assignment to replace the form proposed by Broadway's lenders.

List of Documents:

- BCK Law, P.C. Comment on Amendment to EMSA Agreement (*Attorney/Client Privileged*) (*exempt from public records disclosure pursuant to G. L. c. 4, § 7, cl. 26 (d and s) (development of agency policy and energy-related trade secrets or confidential information)*)
- BCK Law, P.C. Memorandum on Inter-Governmental Agreements and Step-In Rights of Private Third Parties (*Attorney/Client Privileged*) (*exempt from public records disclosure pursuant to G.L. c. 4, §7, cl. 26(d)(development of agency policy)*)
- Redacted Consent and Assignment Agreement (*public record*)
- Email 1-8-13 with BCK Law, P.C. comments on proposed changes to the inter-governmental project development agreement (*Attorney/Client Privileged*)