



Cape & Vineyard Electric Cooperative, Inc.
Superior Courthouse . P.O. Box 427 . Barnstable, MA 02630
508.375.6648 . www.cvecinc.org

March 17, 2011

***CONFIDENTIAL AND PRIVILEGED/
ATTORNEY/CLIENT COMMUNICATION***

Jeffrey M. Bernstein, Esq.
Managing Director
BCK Law, P.C.
One Gateway Center, Suite 809
Newton, MA 02458

Re: ***Request for Shared Legal Representation/Cape & Vineyard Electric Cooperative, Inc.***

Dear Jeff:

The purpose of this letter is to make a formal request for shared legal representation. Section 12.9 of the Bylaws of the Cape & Vineyard Electric Cooperative, Inc. ("CVEC") permits CVEC from time to time to retain counsel who may also represent its members or other public entities in matters in which CVEC has a direct or substantial interest without violating G.L. c. 268A, Section 11(a) and (c). Such dual or common representation allows CVEC to pool resources for a common purpose, develop mutual interests, and preserve scarce CVEC funds.

Pursuant to Section 12.9 of the Bylaws, the official duties of CVEC counsel include, but are not limited to, representing CVEC members or other public entities in: (i) administrative and judicial proceedings in which CVEC is also a party; (ii) contract negotiations or project development matters in which CVEC or its members have an interest; and (iii) other matters in which CVEC has a direct or substantial interest.

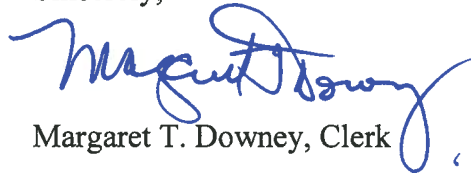
CVEC has identified several legal matters that involve both CVEC and one of its members, the Cape Light Compact (the "Compact"), which is also a public entity. CVEC requests that BCK represent both CVEC and the Compact the matters listed on Exhibit A to this letter.

CVEC's Board of Directors has determined that the interests of CVEC would be advanced by such dual representation and has determined that no actual or potential conflicts of interest exist.

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In accordance with CVEC's Bylaws, BCK should make its own determination whether such dual legal representation would be a violation of the rules governing attorney conduct. Please let me know as soon as possible. Thank you.

Sincerely,

A handwritten signature in blue ink, appearing to read "Margaret Downey". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Margaret T. Downey, Clerk

EXHIBIT A

Legal Matters

1. Photovoltaic project with Consolidated Edison *Solutions*, Inc.
2. Drafting and negotiation of various renewable energy certificate (“REC”) contracts (pursuant to which the Compact will be buying RECs from CVEC). These REC contracts may include, but are not limited to, wind RECs produced from projects located in Fairhaven, Brewster, and Falmouth.
3. Drafting and negotiation of various energy related contracts and project development agreements.
4. Representing CVEC and the Compact in regulatory proceedings before the Department of Public Utilities or the Department of Energy Resources in which the Compact’s and CVEC’s interests are substantially aligned including, without limitation, proceedings relating to the further promulgation of net metering regulations and the further development of the Solar REC auction.
5. Drafting renewable energy project development agreements (including financing agreements) in which the Compact’s and CVEC’s interests are substantially aligned.
6. Drafting and negotiation of power purchase agreements with third party wholesale suppliers where the ultimate objective is to provide part of the power supply to be offered to the Compact’s aggregation through its chosen competitive supplier.