

Q1. After receiving the Planning Commission's December 14, 2021 "Notice of Discrepancy" letter, what did you do the next day?

A1. My wife and I filed a Public Records request with the Town of Randolph asking for all communications between and among the Planning Commission and Norwich Solar Technologies. [Exhibit MB-27]

Q2. In addition to the emails you received as a result of your Public Records request, did you receive any other emails?

A2. Yes. Zoe Newmarco, a reporter for the Herald of Randolph, made her own Public Records request and shared the files with me in March 2022. [exhibits MB-6 and MB-17]

Q3. What did the emails reveal?

A3. The Planning Commission negotiated with the developer, discussed the issue by email, did not wait for their attorney's opinion, and then voted by email not to rescind the Preferred Sites Letter, in violation of Vermont's Open Meeting Laws.

Q4. How did this violation of the Open Meeting Laws unfold?

A4. Planning Commission Chair Holt sent an email: [exhibit MB-27 page 63]

From: Sonny Holt <holt7850@gmail.com>

Date: Thu, Dec 9, 2021 at 11:04 AM

Subject: Timelines for our Email to Norwich Technologies

To: Miles Hooper <miles.hooper@gmail.com>, Perry Armstrong <perry@rainorshinevt.com>, Sonny Holt <holt7850@gmail.com>, Camden Walters <camdenwalters93@gmail.com>, Trevor Lashua <Trevor@randolphvt.org>

It looks like we'll be on a fairly fast track to complete our action of giving notice to Norwich Technologies that they may be in violation of the Town plan in regard to the 25% slope requirement.

14 Dec is the deadline for Joan Allen and Michael Binder to respond to the PUC with additional information stemming from their meeting with us on 7 Dec.

13 Dec should be our deadline to respond to them with a letter that contains what we have sent to Norwich.

12 Dec should be our deadline to approve of our Lawyer's Email as well as the contents of the letter that we will send to Allen and Binder.

11 Dec should be the lawyer's deadline for us to review for approval the Email to be sent to Norwich.

Is everyone in agreement with these deadlines?

**Most of this can be done by Email, but we should probably meet in person or by Zoom on the 12th.** Please respond with your thoughts.

Sonny

Q5. Did any recipients of Sonny Holt's December 9, 2021 email respond with their thoughts?

A5. Yes. The Town Manager wrote: [exhibit MB-27 page 99]

From: Trevor Lashua

Sent: Thursday, December 9, 2021 12:58 PM

To: 'Sonny Holt'; Miles Hooper; Perry Armstrong; Camden Walters

Cc: Joshua Jerome

Subject: RE: Timelines for our email to Norwich Technologies

Hi all,

Mike Tarrant was contacted yesterday with the questions, but I had understood his review to focus on, essentially: whether or not the Town can rescind its siting letter; if so, how; and what, if any, "liability" rescinding brings to the Town.

**Any letter to Norwich would have to follow and be based on the attorney's feedback,** but it isn't something Mike would draft.

Regards,

-T

Q6. Did the Planning Commission heed the Town Manager's warning that "Any letter to Norwich would have to follow and be based on the attorney's feedback"?

A6.. No. The next day, December 10, 2021, there apparently had been circulating a draft letter to Norwich Solar Technologies: [exhibit MB-27 page 98]

From: Sonny Holt <holt7850@gmail.com>

Sent: Friday, December 10, 2021 3:50 PM

To: Trevor Lashua <Trevor@randolphvt.org>

Cc: Miles Hooper <miles.hooper@gmail.com>; Perry Armstrong <Perry@rainorshinevt.com>; Camden Walters <camdenwalters93@gmail.com>;

Sonny Holt <holt7850@gmail.com>

Subject: Letter to Norwich - Send today?

Trevor

I have only two other changes to make on the letter. One is the reason the 25% slope provision is in the town plan and the other is a brief statement saying that slope issues

were not addressed on June 1st 2021. It appears that the rest of the PC has no recommended changes.

I should send off to Norwich by close of business today to give them adequate time to respond. Do you agree?

We also need to provide the Select Board with an Info copy so they won't be blind sided. Would you like me to do that or would you prefer to do that.

Sonny

Q7. Did the Planning Commission send a letter to Norwich Solar Technologies that same day?

A7. Yes. It was sent that evening: [exhibit MB-16 page 75]

From: Sonny Holt <holt7850@gmail.com>

Date: Fri, Dec 10, 2021 at 8:11 PM

Subject: Notice of Discrepancy in the Davis Road Preferred Site

To: Martha Staskus <staskus@norwichsolar.com>

Attached Letter presents concerns presented to the Randolph Planning Commission by two abutters to the Davis Road Solar project

We ask you to address those concerns and provide us with a response by 13 Dec 2021.

Thanks for your attention to this matter.

George "Sonny" Holt

Chair, Randolph Planning Commission

Q8. Did Martha Staskus respond to the Notice of Discrepancy on December 13, 2021?

A8. Yes: [exhibit MB-16]

From: Martha Staskus <staskus@norwichsolar.com>

Date: Mon, Dec 13, 2021 at 4:57 PM

Subject: Re: Notice of Discrepancy in the Davis Road Preferred Site

To: Sonny Holt <holt7850@gmail.com>

Chairman Holt,

Norwich Technologies, on behalf of Randolph Davis Solar LLC, appreciates the opportunity to provide more information on the project. Please let me know if this response addresses the Town's concerns.

We look forward to continuing to work with the Town and surrounding community.

Regards, Martha

Q9. Was the Planning Commission informed of Norwich Solar Technologies' response to the Notice of Discrepancy?

A9. Yes. 22 minutes after receiving the response, Chair Holt wrote: [exhibit MB-27 page 56]

From: Sonny Holt <holt7850@gmail.com>

Date: Mon, Dec 13, 2021 at 5:19 PM

Subject: Fwd: Notice of Discrepancy in the Davis Road Preferred Site

To: Miles Hooper <miles.hooper@gmail.com>, Perry Armstrong <perry@rainorshinevt.com>, Camden Walters <camdenwalters93@gmail.com>, Sonny Holt <holt7850@gmail.com>

Cc: Paul Rea <ruralvtre@comcast.net>, Jeff Grout <groutaz@gmail.com>, Trevor Lashua <Trevor@randolphvt.org>

This is Norwich Solar Technologies Letter response to our request to address concerns about the Davis Road Solar project.

We still owe a response to Allen and Binder. They have a response back to the PUC.

**We do not yet have a response from Mike the Town's Attorney.**

Please comment on your recommendations as soon as possible. Thanks

Sonny

Q10. Did the Town Manager spread any misinformation on December 13, 2021?

A10. Yes, he sent an email to the Selectboard in which, contrary to the Town Attorney's Opinion, he wrote: [exhibit MB-17 page 17]

**"because the [Preferred Sites] letter was also signed by the Selectboard and TRORC, one party (the PC) couldn't rescind on behalf of all parties".**

Q.11 What was the reaction of the Planning Commission members to the developer's Response to the Notice of Discrepancy?

A11. The First to respond was Chair Holt who explained his thoughts very early in the morning of December 14, 2021: [exhibit MB-27 page 27]

From: Sonny Holt <holt7850@gmail.com>

Date: Tue, Dec 14, 2021 at 12:53 AM

Subject: Decision Needed on Davis Road Solar Array Issue

To: Miles Hooper <miles.hooper@gmail.com>, Perry Armstrong <perry@rainorshinevt.com>, Camden Walters <camdenwalters93@gmail.com>, Sonny Holt <holt7850@gmail.com>

Cc: Trevor Lashua <Trevor@randolphvt.org>, Paul Rea <ruralvtre@comcast.net>, Jeff Grout <groutaz@gmail.com>, Joshua Jerome <Joshua@randolphvt.org>  
PC Members

We've been on a very fast train since Tuesday attempting to wind up this issue so we can respond to abutters Allen and Binder. They are required to respond to the PUC by Tuesday (14 Dec)

Before giving Allen and Binder a response we need to respond to Norwich Solar Technologies on their response to us stating how they intend to assure us that no solar panels will be mounted on slopes greater than 25%.

I have reviewed their response and **although they still make mention of "average slopes" which we no longer agree with**, I am encouraged by their bottom line which reads:

*While we all are concerned with the potential erosion from installation of solar panels on slopes greater than 25% slopes, all data presented to date is not site specific. Therefore, prior to installation of the panels, Norwich Technologies will confirm the grade slopes in the area of the solar panels by having a Vermont licensed surveyor set grade stakes for the solar array rows location and document the slopes. The parties have noted specific concern to the terrain on the eastern side of the array, and again, confirmation will be secured before any panels are installed in that location. The array will be arranged so that solar panels within the current limit of disturbance are not installed on slopes greater than 25%. The onsite survey data can be provided to the Town and the Allen/Binders upon request.*

They could have held their ground and thrown back at us their attorney's argument that **"There are multiple reasons that the steep slopes language in the Randolph Town Plan does not and should not be considered to preclude the Town from designating the project site as preferred."**

But they did not do that, so that's telling us **they have accepted the town's requirement on steep slopes, and that's a big win.**

I propose that we accept their assurance as stated above and request that onsite survey data be provided to us prior to any actual installation taking place.

I also propose that we send to Binder/Allen our correspondence with Norwich Solar Technologies and also state that **based on the assurance that Norwich Solar Technologies has provided** to the Planning Commission, we see no need to withdraw our "Preferred Sites Letter" for the Davis Solar Project.

If all are in agreement with this approach please respond by 10:00 AM today with a "Yes I Agree" If you are not in agreement please respond with a "No I do Not agree"

**If we have widespread disagreement then we should hold an in-person meeting or a Zoom meeting around Noon to air our differences and then take a vote on the matter.**

Thanks for everyone's support on this fast moving train. Hopefully it will slow down as we approach the station.

Sonny

The next to respond was Planning Commission member Armstrong: [exhibit MB-27 page 30]

**"I agree.** Norwich solar has now stated that they understand the steep slope issue and have expressed how they intend to hire a surveyor to address the issue."

The third to respond was Planning Commission member Hooper: [exhibit MB-27 page 100]

**"Yes I Agree."**

Finally, Planning Commission member Walters replied: [exhibit MB-27 page 41]

**"No. They are using the letter to get through the process, and when done, i dont think have any legal reason to address our concerns somewhere down the road.**

They should have this information up front, before we give them a pass. This all seems pretty cart before the horse."

Q12. How did Chair Holt respond to Commission member Walters' dissent?

A12. An hour later, at 12:08 PM he wrote: [exhibit MB-27 page 10]

**"I do not concur with Camden's position as this could lead us to fighting a legal battle with Norwich Solar Technologies and the costs could be steep for the town.**

If you re-read Norwich's bottom line position **they now recognize our right to have a steep slope prohibition in our town plan as opposed to their attorney saying we did not have that right.**

We respect Camden's response, **but we still have to move forward or we'll be doing a disservice to Allen and Binder who have a responsibility to respond to the PUC today."**

He then quoted the developer's response [exhibit MB-16] and the email continued:

**"This concession is a big win for the town.**

I suggest that we move forward with the actions proposed in my 14 Dec Email

"Decision Needed on Davis Road Solar Array Issue" and for full transparency, include the statement that '3 of the 4 PC members were in agreement with the decision not to withdraw the Letter of Support to Norwich Solar Technologies designating Davis Road as a preferred site.'"

Q13. Did Planning Commission member Walters reply to Chair Holt's 12:08 PM email?

A13. Yes. He wrote: [exhibit MB-27 page 21]

“All,

I dont understand Sonny's statement that implies we have gained anything by Norwich Solar's attorney saying "they now recognize our right to have a steep slope prohibition in our town plan as opposed to their attorney saying we did not have that right." **That was never a "right" that was up to their attorney to grant.** The attorney, from my recollection of the last meeting, said that our language in the Plan was not enough to give it substantial deference, which we had never intended it tyo, since we didnt do Enhanced Energy planning. This is a red herring. The language is still important and has weight as it is.

**Norwich solar has to abide by that language because it is in the Plan, not because their lawyers got together and conceded to it to make us feel better about this boondoggle.**

We should have gone over it in the first place, but as we didnt, **due to the PCs failure to bring up slopes, and Norwich's failure to mention the same**, it seems absurd to grant Norwich the benefits of the Preferred sites designation in exchange for a gentleman's agreement that they will get a surveyor out to make sure they are not building where the Plan says they may not , all in the future when they have their permit and are not accountable to us.

Camden”

Q14. Jeff Grout was a new member of the planning commission who was not at the December 7, 2021 meeting. Did he participate in the email exchange on December 14, 2021?

A14. Yes. His warning [Bold emphasis] was prophetic. He wrote: [exhibit MB-27 page 43]

“Hi Sonny,

Wow, this committee moves fast and it is nice to see that decisions can be made quickly when required. My apologies that my day job has not given me a chance to keep up with these emails.

I am abstaining from this vote as I was not officially on the committee for the last meeting, so I am not even sure if my vote is valid, but I am in agreement with your decision. Norwich solar has shown that they are aware of the slope issue and that panels will not be installed on a slope 25% or higher.

**Another issue that was brought up by the abutters at the meeting was that the slope is also not to be disturbed during the construction and panel installation on the site by access roads or other temporary disturbances. We should be prepared to address this as it may be the next item brought up.** I do believe that Norwich

solar does address this issue in their response letter when they state that all construction will be performed iaw Vermont Erosion Prevention and Sediment Control (EPSC) practices regulated by the ANR Department of Environmental Conservation.

Very best regards, Jeff Grout”

Q15. Did Chair Holt make any attempt on December 14, 2021 to find out what the Town Attorney’s opinion was?

A15. Yes. He wrote to the Town Manager: [exhibit MB-27 page 28]

“PC member Camden Walters wants to see Mike's assessment on what kind of litigation and costs the town may have if we pull our letter of support to Norwich. Can we get Mike's assessment? **Right now Camden is the only one who disagrees with my assessment that the town could be open to steep legal fees if we pull our letter of support.** He's looking for proof of that assessment from our attorney.”

Q16. Did Chair Holt send an email to Selectboard Chair Brassard on December 14, 2021?

A16. Yes, he wrote: [exhibit MB-27 page 74]

From: Sonny Holt <holt7850@gmail.com>

Date: Tue, Dec 14, 2021 at 3:24 PM

Subject: The Planning Commision Requests Guidance and Direction on Davis Road Solar

To: Trini Brassard (tbrassard1@comcast.net) <tbrassard1@comcast.net>, Trevor Lashua <Trevor@randolphvt.org>

Cc: Camden Walters <camdenwalters93@gmail.com>, Joshua Jerome <Joshua@randolphvt.org>, Miles Hooper <miles.hooper@gmail.com>, Perry Armstrong <perry@rainorshinevt.com>, Paul Rea <ruralvtre@comcast.net>, Sonny Holt <holt7850@gmail.com>

We have one member of the PC that does not agree with the other 3 members of the PC who agreed to accept Norwich Solar Technologies' response to the issue of violating our Town Plan's prohibition on mounting Solar Arrays on slopes greater than 25%.

Norwich's bottom line was:

*While we all are concerned with the potential erosion from installation of solar panels on slopes greater than 25% slopes, all data presented to date is not site specific. Therefore, prior to installation of the panels, Norwich Technologies will confirm the grade slopes in the area of the solar panels by having a Vermont licensed surveyor set grade stakes for the solar array rows location and document the slopes. The parties have noted specific concern to the terrain on*

*the eastern side of the array, and again, confirmation will be secured before any panels are installed in that location. The array will be arranged so that solar panels within the current limit of disturbance are not installed on slopes greater than 25%. The onsite survey data can be provided to the Town and the Allen/Binders upon request.*

**I considered this a big win for the town, because if we had agreed to rescinding our letter of support to Norwich which designated Davis Road as a "preferred site." it could have led us into fighting a legal battle with Norwich Solar Technologies and the costs could be steep for the town.** I based my assessment on what Bennington went through fighting a large out-of-state solar developer - they were eventually successful in their fight but it reportedly cost their town \$200,000.00 in legal fees.

The one PC dissenter wants to see our Attorney's position on whether or not our town would suffer large legal fees if we chose to fight with Norwich over this issue.

**Unfortunately, the position of our Attorney has not yet arrived.**

I believe we have the following options:

1. Do nothing for now and wait for our Attorney to respond. This will result in us being late with our response back to Biden/Allen (the abutters) to allow them time to respond to the PUC which is due today.
2. Wait for Mike to respond. This may put us beyond our response date to Allen/Biden **and may prompt them to request an Evidentiary Hearing from the PC.**
3. Go forward with the PC's 3-1 majority agreement and take the actions proposed in my 14 Dec Email. (see attached). This is low risk, because we would be accepting Norwich's bottom line and would not be pulling back our letter of support. We will not have to wait for our Attorney's response.
3. Other recommendations from the Town Manager and/or Select Board.

Sonny

Q17. Did Chair Holt's email to Selectboard Chair Brassard on December 14, 2021 get any responses?

A17. Yes, Selectboard Chair Brassard replied: [exhibit MB-27 page 4]

From: Comcast <tbrassard1@comcast.net>

Date: Tue, Dec 14, 2021 at 7:39 PM

Subject: Re: The Planning Commission Requests Guidance and Direction on Davis Road Solar

To: Sonny Holt <holt7850@gmail.com>

**I am fine with this but can't be the one to approve sending!**

Planning Commission member Walters also replied: [exhibit MB-27 page 76]

“All,

I know Im outvoted. So we can go ahead and go through with proceeding as Sonny suggested, option 3. **I raised the point about the Town's lawyer.because our primary order of business was to get his take on liability issues, which was the objection to rescinding the letter on the spot last meeting.** This was supposed to happen quickly, and for some reason hasnt. Sonny described my position as putting the town in danger, which is an unsubstantiated claim and I would like it removed as any part of official PC work.

For the people who voted yes, I would like to hear an explanation for how Norwich Solar will be made to adhere to the 25% slope provision, if and when our granting them Preferred Citing gets them their permit. Seems like weve just given them a pass and let them regulate themselves.

Camden”

Q18. Did Chair Holt send any more emails on this matter?

A18. The last email in my Public Records request was on December 15, 2021: [exhibit MB-17 page 179]

“Hi Camden,

I apologize for not responding to you sooner. I've been flat out for these past few days. Just to clarify - when you said “Sonny described my position a putting the town in danger, which is an unsubstantiated claim”.

My sttement was “I do not concur with Camden's position as this could lead us to fighting a legal battle with Norwich Solar Technologies and the costs could be steep for the town.” This was meerly a restatement of what was discussed at length at our December 7th PC meeting of what could happen if we all agreed to rescind the Town's Letter designating the Davis Road property as a 'preferred site'. Especially, if we had first done this without pointing out to Norwich Technologies of this discrepancy and affording them the opportunity to respond, I have no doubt that it would have put them in a defensive posture and **they probably would have taken the position of their attorney who claimed the Town of Randolph had no right to have a steep slope provision in our Town Plan. Remember the legal fees that Bennington was encumbered with in a similar situation? Norwich's Attorney stated “There are multiple reasons that the steep slopes language in the Randolph Town Plan does**

**not and should not be considered to preclude the Town from designating the site as preferred.” Thank goodness, Norwich did not throw that back at us.**

So believe me Camden my non concurrence was not directed at you. So please don't take it in that light. I and other members of the PC value what you have contributed to the town plan especially in the area of protecting our natural resources and we all are in lock step with you on that.

Respectfully

Sonny”