

# EXHIBIT B

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**VERMONT SECRETARY OF STATE**  
**Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104  
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FILING #0002316657  
FILED 01/04/2018 12:17 PM  
ANNUAL REPORT

- 1. Client ID: 000125174
- 2. Business Name: CHELSEA SOLAR LLC
- 3. Business ID: 0278960
- 4. Fiscal year end month: December
- 5. Citizenship: DOMESTIC
- 6. Fee: \$35.00
- 7. Principal Business Office Address: C/O ALLCO FINANCE, 1745 BROADWAY, 17THFL  
NEW YORK NY 10019 USA
- 8. Mailing Address: C/O ALLCO FINANCE, 1745 BROADWAY, 17THFL ,  
NEW YORK NY 10019 USA
- 9. Date: 1/4/2018

eSignature:

- 10. Business Email: TIM.YOUNG@ECOSRENEWABLE.COM
- 11. Authorizer Name: TIMOTHY YOUNG
- 12. Authorizer Title: VICE PRESIDENT

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

**Certificate of Amendment**

I, James C. Condos, Vermont Secretary of State, do hereby certify that  
attached is a true copy of the

**Articles of Amendment**

for

**CHELSEA SOLAR LLC**

**(SEE ATTACHED)**

As filed in this department **effective January 15, 2018**



January 15, 2018

Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital

A handwritten signature in cursive script that reads "James C. Condos".

James C. Condos  
Secretary of State



**VERMONT SECRETARY OF STATE**

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PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

**BUSINESS AMENDMENT**

**\*\*ELECTRONICALLY FILED\*\***

FILING NUMBER: 0002323995

FILING DATE/TIME: 1/15/2018 11:18:00 AM

EFFECTIVE DATE: 1/15/2018

<b>BUSINESS INFORMATION</b>	
BUSINESS ID	0278960
BUSINESS NAME	<b>CHELSEA SOLAR LLC</b>
BUSINESS TYPE	Domestic Limited Liability Company
BUSINESS DESCRIPTION	Any Legal Purpose
BUSINESS EMAIL	REED.REYNOLDS@ECOSRENEWABLE.COM
ORIGIN DATE	6/3/2013

The following Items were amended :

<b>DESIGNATED OFFICE BUSINESS ADDRESS</b>			
STREET ADDRESS	<b>145 Pine Haven Shores,STE 1000A</b>	CITY	<b>Shelburne</b>
STATE	Vermont	ZIP CODE	05482
COUNTRY	United States		

<b>DESIGNATED OFFICE MAILING ADDRESS</b>			
STREET ADDRESS	145 Pine Haven Shores,STE 1000A	CITY	Shelburne
STATE	Vermont	ZIP CODE	05482
COUNTRY	United States		

<b>AUTHORIZER INFORMATION</b>	
AUTHORIZER SIGNATURE	Christopher Little
AUTHORIZER TITLE	Vice President



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EXHIBIT B-3

# BENNINGTON BANNER

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## Solar developer files suit against town energy plan

Posted Thursday, January 25, 2018 7:51 pm

By Jim Therrien, Banner/VTDigger

BENNINGTON — The town and its new energy plan are being challenged in court by a solar developer who was highly critical of the document throughout the adoption process.

Named in a suit filed Wednesday in Chittenden Superior Court Civil Division by Thomas and Michael Melone, of Allco Renewable Energy Ltd., are the town, the Select Board, the Planning Commission; Planning Director Dan Monks; state Rep. Mary Morrissey, R-Bennington; the Bennington County Regional Commission; and other town officials and residents who have opposed two of the company's solar projects.

Thomas Melone said Thursday that the suit is based in part on detailed written comments he filed with the Select Board during its recent review of the municipal energy plan. "This should come as no surprise," he said. "They should have seen it coming."

Following two public hearings, the Select Board on Monday approved the 28-page energy section, which is proposed as an amendment to the overall Bennington Town Plan. It is believed to be the first or one of the first municipal plans completed and approved under Act 174, the state's energy planning law.

The suit was largely prepared before the Select Board's unanimous vote in favor of the plan, Melone said, and the suit was filed in Chittenden Superior because that is where the plaintiffs reside.

The complaint, which totals 60 pages, includes numerous allegations about the plan's adoption process, as well as the role of a town Siting Committee, which included some residents and town officials and was involved in development of the energy plan.

The plan includes maps showing where commercial-scale solar projects would be preferred and where they are restricted in whole or partially.

"Defendants have entered in a civil conspiracy to wrongly injure plaintiffs, and to create unconstitutional and unlawful restrictions against development of solar energy on plaintiffs' properties," the complaint states. "Defendants have tortiously targeted plaintiffs based upon false information, discriminatory treatment and not for any legitimate regulatory reason."

The town Planning Commission unanimously recommended the plan in November and passed it on to the Select Board for public hearings and approval. The Select Board next intends to submit the energy section to the BCRC for review and approval as part of an amended town plan. Under Act 174, the commission, which had its regional energy plan approved by the state in June 2017, now has authority to approve municipal energy plans in the county.

Thomas Melone said that part of the suit challenges the legality of the state in delegating such approval authority to a regional entity. And the suit contends that the BCRC should have to conduct a formal adoption process with hearings before making any decision on a municipal plan.

Reached Thursday afternoon, James Sullivan, executive director of the BCRC, said via email that he has yet to read through the lengthy suit complaint. "You can say that the BCRC has provided technical planning assistance to the town as requested, and that we intend to continue to meet our statutory obligations under Act 174," he said.

Sullivan, who oversaw development of the BCRC's regional energy plan under Act 174 and advised town officials on the municipal plan, has said he believes the town's plan meets the requirements of the 2016 state legislation.

"It's quite lengthy and raises many issues, I'm told," Town Manager Stuart Hurd said of the suit. "We've forwarded it to our [insurance] carrier."

Morrissey said Thursday she felt it inappropriate to comment at this time, deferring to town officials and their attorneys.

During meetings concerning the developer's two proposed solar projects for the Apple Hill section, Morrissey attended and was a vocal supporter of the opponents.

The suit seeks declaratory and injunctive relief and damages from the defendants, and alleges violations of the Vermont and U.S. constitutions, the Public Trust

Doctrine, the federal Sherman and Clayton anti-trust acts; state consumer protection and other statutory provisions.

Listed as plaintiffs are PLH, LLC, which owns property in Bennington, and limited liability corporations involved with the developer's Apple Hill, Chelsea and Otter Creek solar project proposals. All the entities are headquartered in Shelburne.

Specific allegations listed in the suit include:

- that the town Planning Commission failed to meet meeting posting, noticing and other requirements in reviewing and recommending the town's energy plan to the Select Board;
- that the town's energy and town plans have "anti-solar provisions" that violate the plaintiffs' due process and equal protection rights;
- that designating certain areas in town as preferred sites for solar projects and not others violates the plaintiffs' equal protection and due process rights;
- that the BCRC should have to adhere to the Vermont Administrative Procedure Act requirements in approving an energy plan;
- that a requirement that solar projects are subject to the recommendation of a municipality violates constitutional rights of free speech, equal protection and due process;
- that the defendants' actions and the energy plan violate the Public Trust Doctrine in that the plan "stifles" solar development and thus allows greater use of fossil fuels that could harm the environment; and
- that it represents an anti-trust violation that the town plan works to restrict solar development competition by designating some town-owned property as preferred for solar projects while restricting development in many other areas of town.

The suit also seeks an injunction blocking the BCRC from certifying the town energy plan and a town screening ordinance for energy project sites, and a declaratory judgment that the town screening ordinance violates state law.

The suit also contends that "starting in 2015, the town opposed both the Chelsea and Apple Hill solar projects based upon false information, and on no legitimate regulatory grounds. Rather the town opposed the projects based upon political pressure from NIMBY neighbors violating plaintiffs' due process and equal protection rights under the United States and Vermont constitutions."

Jim Therrien writes for New England Newspapers in Southern Vermont and VTDigger.org. Email: [jtherrien@benningtonbanner.com](mailto:jtherrien@benningtonbanner.com). @BB\_therrien on Twitter.



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