

Acorn Energy Co-op, Inc.  
P.O. Box 66  
Middlebury, Vermont 05753

**VIA ELECTRONIC MAIL**

September 21, 2020

Ms. Valarie Capels  
Administrator, Town of Bristol  
1 South St.  
PO Box 249  
Bristol, VT 05443

Dear Valarie:

As we discussed during the September 15, 2020 Bristol Select Board meeting, Acorn Energy Co-op, Inc. ("Acorn") if the Town of Bristol agrees to the cost sharing measures outlined below, Acorn proposes to take the following actions in connection with the Agency of Natural Resources Stormwater General Permit required by the proposed Acorn Energy Solar 3 LLC ("AES3") 500 kW solar array on the closed Bristol landfill.

1. Acorn, through its contractor Aegis Renewable Energy, Inc., will apply for the permit in the town's name, but Aegis/Acorn will bear the entire cost of application preparation and the \$680 application fee. We will do this despite the fact that AES3's two-tenths of an acre impact would normally not trigger the need for any permit.
2. Until such time as the Town of Bristol engages in stormwater permit amendment triggering activity (such as an expansion of the town garage or widening of the road leading to the AES3 project parcel, or other activity that would, on its own, require a stormwater permit amendment), AES3 and the town would ratably split all ongoing stormwater permit costs according to the percentages below, including the annual \$160 fee, and the \$240 renewal fee every 5 years, or in the amounts as those fees may change from time to time, as well as the engineering certification associated with the five-year renewals. "Ratable" in this context means cost-splitting between AES3 and the town based on our respective percentages of the "with solar" total impervious surface for the parcel. Solar = 0.2 acre. Town = 1.2 acre. AES3 is  $1.2/1.4 = 14.3\%$ , town is  $1.2/1.4 = 85.7\%$ .
3. Given the AES3 solar project's *de minimus* impact, and the fact that the project will have borne the entire initial permit application cost, once the town engages in stormwater permit amendment triggering activity for the parcel, AES3's fee-splitting obligation will expire and the town will bear 100% of the ongoing stormwater permit costs including all the annual and renewal fees.
4. If the project is not constructed, due to Public Utility Commission permit denial or for any other reason, AES3 shall bear its own permit costs and this agreement will be null and void. Nothing in this letter will be deemed to amend or alter the terms of the Lease Option Agreement dated as of June 2, 2020 between AES3 and the Town of Bristol.

If the terms above are acceptable to the Town of Bristol, please indicate your agreement by signing below, and e-mailing a copy of this executed letter agreement back to me. Acorn/Agis will then submit the stormwater permit application with the required fee.

Letter Agreement: AES3-Bristol  
Re: stormwater permit costs  
September 21, 2020  
p. 2 of 2

Sincerely,



Benjamin Marks  
President, Acorn Energy Co-op, Inc.  
benmarks2005@gmail.com

Accepted and agreed:

\_\_\_\_\_  
Town of Bristol  
By: Valerie Capels  
Bristol Town Administrator

Date: \_\_\_\_\_

## Bristol Town Administrator

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**From:** Ben Marks <bmarksaec@gmail.com>  
**Sent:** Tuesday, September 1, 2020 9:20 AM  
**To:** Bristol Town Administrator  
**Cc:** Eric Phaneuf; ianalbinson+sb@gmail.com  
**Subject:** AES3-Bristol Landfill Stormwater Permit

*Included in the Selectboard's 09/14/2020 meeting materials*

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Valarie: yesterday, Eric Phaneuf and I spoke with Ian Albinson about a stormwater permit required by the AES3 project. The following is our proposal for how to deal with the timing and cost issues raised by the need for an ANR/DEC Stormwater Discharge Permit:

1. Aegis/Acorn will apply for the permit in the town's name but Aegis/Acorn will pay the entire cost of application preparation and the \$680 application fee. We would agree to do this despite the fact that a AES3's two-tenths of an acre impact would normally not trigger the need for any permit.
2. Until such time as the town engages in stormwater permit amendment triggering activity, AES3 and the town would ratably split all stormwater permit costs, including the annual \$160 fee, and the \$240 renewal fee every 5 years, as well as the engineering certification associated with the 5yr renewals. Ratable means a cost split based on our respective percentages of the "with solar" total impervious surface for the parcel. Solar = 0.2 acre. Town = 1.2 acre. AES3 is  $.2/1.4 = 14.3\%$ , town is  $1.2/1.4 = 85.7\%$ .
3. Given the solar project's *de minimus* impact, and the fact that the project will have borne the entire initial permit application cost, once the town engages in stormwater permit amendment activity for the parcel, the solar project's fee-splitting obligation will expire and the town will bear 100% of the ongoing stormwater permit costs including all the annual and renewal fees.

If this is acceptable to Bristol, I'd propose to draft a side-letter for signature by AES3 and the town incorporating the above terms so as to leave the lease option and lease agreements in place as drafted. I understand the Select Board is next meeting on 9/14. We'd be happy to attend via Zoom and discuss if needed.

Best regards,

Ben Marks  
802-462-3536  
802-598-9562 c.

**V. Regular Business.**

1. Fire Chief Brett LaRose and Firefighter candidate interviews: Adlai Ostrer, Timothy O'Toole, and Caleb Rockwood. Fire Chief Brett LaRose introduced the three candidates, who were present for any questions. Peeker Heffernan moved to approve Adlai Ostrer, Timothy O'Toole, and Caleb Rockwood as Firefighters. Joel Bouvier seconded. So, voted.
2. Consider Acorn's AES-3 Bristol landfill stormwater permit cost-sharing proposal. The Acorn/AES-3 solar project proposed to be located at the landfill requires a new stormwater permit. Members of the AES-3 team have put forward a proposal regarding the costs of the current application and possible future stormwater application costs associated with the site. Aegis/Acorn would apply for the permit in the Town's name and Aegis/Acorn will pay the entire cost of application and the \$680 application fee. If and when the Town engages in activity at the site that would trigger a stormwater permit amendment – such as a new Public Works and/or Police Station facility, AES3 and the town would ratably split all stormwater permit costs, including the annual \$160 fee, and the \$240 renewal fee every 5 years, as well as the engineering certification associated with the 5yr renewals. Peeker Heffernan moved to enter an agreement with Acorn's AES-3 with regard to the Stormwater Application for the Bristol landfill solar array assuming there are no additional costs to the Town with said application. Joel Bouvier seconded. So voted.
3. Stoney Hill Pedestrian Scoping Study findings and recommendations: DuBois & King. Valerie Capels explained that the Town of Bristol received a grant through the Addison County Regional Planning Commission (ACRPC) Transportation Advisory Committee (TAC) earlier in the year to hire an engineering/design team to scope out the feasibility of a pedestrian and/or bicycle facility to connect the Lovers Lane neighborhood to the village/downtown in the area of Airport Drive and West Street. A steering committee was put together comprised of Town officials, representatives of Bristol CORE, and the Bristol Recreation Club Trail Network (BTN). A team at DuBois & King was hired through the ACRPC to conduct the study. Dayton Crites (DuBois & King) presented the report and recommendations of the steering committee. Alternative 1 along the Route 116/17 right-of-way was deemed to be too expensive. There was much discussion on variations of the Alternatives 2 and 3 off-road paths. Before a decision is made Joel Bouvier would like to have Dayton see if alternate 1 could be a dirt path and if so, what the cost would be. Joel would also like to get costs for alternate 1 with a) different material used for the path and 5 feet wide and b) what would the cost be if Alternate 1 was 5 feet wide instead of 10 feet.
4. Consider request to address Maple Street traffic concerns. Chris Urban said he has noticed for a few years people speeding on Maple Street and would like to see the "Slow Children At Play" sign that was removed last year be put back up and then also a speed bump added. Where kids cross the street on North Street he would like to see the barrel be added again so people are more cautious. Eric Cota said VLCT said the sign should be removed because it was a liability issue for the Town as it implies that the Town condones "kids are playing in the street." Peeker Heffernan said that the Selectboard did try to get the speed limit in town reduced to 25 mph instead of 30 mph, but the study that was completed said it did not warrant the change, so the change could not be made. Mike Winslow (ACRPC) discussed some other options to help slow cars down. Jennifer Kiewit also discussed her concerns with regard to the speed and