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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
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MONTPELIER, VT
05609-1001

June 26, 2019

HAND DELIVERED

Christine Brock, Clerk
Vermont Superior Court
Chittenden Unit, Civil Division
175 Main Street
Burlington, VT 05402

Re: *State of Vermont v. 3M Company, E.I. du Pont de Nemours and Company, The Chemours Company, The Chemours Company FC, LLC, Corteva, Inc., and DuPont de Nemours, Inc.*
Docket No. _____

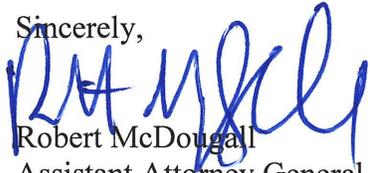
Dear Ms. Brock:

Enclosed for filing please find the State of Vermont's Complaint initiating the above-entitled matter.

We are serving the parties separately and will forward the appropriate summons and service documents to the Court upon completion of service.

Please contact me with any questions. Thank you.

Sincerely,


Robert McDougall
Assistant Attorney General

STATE OF VERMONT

SUPERIOR COURT
CHITTENDEN UNIT

CIVIL DIVISION
DOCKET NO. _____

State of Vermont

vs.

VERMONT SUPERIOR
COURT

3M Company,
E. I. du Pont de Nemours and Company,
The Chemours Company,
The Chemours Company FC, LLC,
Corteva, Inc., and
DuPont de Nemours, Inc.

JUN 26 2019

CHITTENDEN UNIT

COPY

PLAINTIFF'S COMPLAINT

Plaintiff, the State of Vermont, as trustee of State natural resources, as owner of State property, and in its *parens patriae* capacity on behalf of its citizens, makes the following allegations against Defendants.

I. SUMMARY OF THE CASE

1. The State of Vermont, by and through Attorney General Thomas J. Donovan, Jr., brings this action to protect and restore State natural resources and State property from widespread contamination and injury by per- and polyfluoroalkyl substances (PFAS). Defendants are the manufacturers of PFAS, including perfluorooctanesulfonic acid (PFOS), perfluorooctanoic acid (PFOA), perfluorononanoic acid (PFNA), perfluorohexanesulfonic acid (PFHxS), and perfluoroheptanoic acid (PFHpA). As used in this Complaint, the terms PFOS, PFOA, PFNA, PFHxS, and PFHpA include those chemicals themselves (including all of their salts, ionic states,

and acid forms of the molecules) and the “precursor” chemicals that break down into these five pollutants.

2. PFAS are human-made, synthetic chemicals that do not exist naturally in the environment, are toxic at extremely low levels (in the parts per trillion (ppt)), and were widely used for decades in consumer, household, and other commercial products, as well as industrial uses. The ubiquitous contamination caused by these chemicals in Vermont has only recently come to light.

3. PFAS are known as the “forever” chemicals because they persist in the environment for an indefinite (and very long) period of time. PFAS bioaccumulate in the human body and can bio-magnify in animals, particularly fish and “top of the food chain” mammals. PFAS exposure is correlated with a wide array of harmful health effects, including kidney and testicular cancer, ulcerative colitis, and adverse effects on fetal development during pregnancy, the liver, the immune system, the thyroid, and cholesterol levels.

4. Defendants are 3M Company and various DuPont-related entities—major chemical companies that manufactured PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

5. Defendant 3M Company (3M) manufactured PFOA from approximately the 1940s until 2002, and was the exclusive manufacturer of PFOS from approximately the 1940s until 2002. 3M used PFOS in many of its consumer products, including those with Scotchgard.

6. Defendant E. I. du Pont de Nemours and Company (Historical DuPont) manufactured PFOA from approximately 2002 until approximately 2013. Historical DuPont used PFOA starting in the 1950s in many of its consumer products, including those with Teflon. Historical DuPont manufactured PFOA until replacing it with the shorter-chain PFAS, “GenX.” Historical DuPont manufactured and used GenX until transferring its performance chemicals business and

some associated liabilities to defendant The Chemours Company in 2015. The remaining Defendants are other DuPont affiliates that have manufactured PFAS chemicals and/or have succeeded to DuPont PFAS liabilities. Historical DuPont, The Chemours Company and these affiliates are collectively referred to in this Complaint as “DuPont.”

7. 3M and DuPont knew for decades that these chemicals were toxic and posed substantial health and environmental risks, but they covered up this information and instead promoted these chemical products as safe and appropriate for widespread use. For example, in 1999 a 3M environmental scientist said that PFOS is “the most insidious pollutant” since polychlorinated biphenyls (PCBs), and that PFOS is “probably more damaging than PCB because it does not degrade,” and is “more toxic to wildlife.” The 3M scientist went on to decry 3M’s “unethical” decision to prioritize “markets, legal defensibility and image over environmental safety.”

Around the same time, a DuPont lawyer said that PFAS’s bio-persistence “will kill us,” that “our story is not a good one,” and that he had urged the company to “act[] responsibly” to “reduce the potential for punitives.” Yet the lawyer was “unsuccessful in even engaging [DuPont] in any meaningful discussion of the subject.” Information on PFAS’s dangerous properties was hidden from the public for years, as Defendants continued to profit from PFAS sales.

8. Products containing PFAS chemicals made by 3M and DuPont were sold into the State. In addition, 3M and DuPont sold PFAS chemicals into Vermont for use in industrial processes. By sending toxic chemicals into Vermont while misleading the public about their properties, the Defendants have caused widespread contamination and injuries to State natural resources. PFOS, PFOA, PFNA, PFHxS, and PFHpA have contaminated Vermont drinking water, groundwater, surface water, wildlife, soil, and sediment.

9. Since the discovery of PFOA contamination in Bennington in 2016, the State has launched a statewide investigation to identify sources of PFAS contamination throughout the State. Over the last three years, the State has discovered that PFAS contamination appears to be nearly ubiquitous. Following these discoveries, in May 2019, the Vermont Legislature enacted a law, Act 21 of the 2019 session, requiring (among other things) statewide sampling for PFAS contamination beginning no later than July 2019. Pursuant to this new law, the State issued a PFAS Statewide Sampling Plan in June 2019. As the State continues its ongoing investigation of PFAS contamination throughout the State, it continues to discover additional PFAS contamination, including in new locations.

10. The State has the authority and responsibility to protect, conserve, and manage State natural resources for present and future generations of Vermonters. The State seeks damages and other relief for PFAS contamination and injury in its capacity as trustee of State natural resources and in its *parens patriae* capacity on behalf of State citizens. The State also acts to protect its own interests in property.

11. The State alleges that Defendants are: liable for natural resource damages and restoration; liable for altering the quality of groundwater as prohibited by 10 V.S.A. §1410; strictly liable for manufacturing and supplying defective products; strictly liable for failing to provide adequate warnings in connection with those products; liable for negligently causing damage to the State's natural resources and property; liable for creating a public nuisance; liable for creating a private nuisance; liable for trespass upon the State's natural resources and property; liable for violating the Voidable Transactions Act (E. I. du Pont de Nemours and Company, The Chemours Company, Corteva, Inc., and DuPont de Nemours, Inc. only); and liable for all resulting damages, including punitive damages.

12. Plaintiff brings this action to recover compensatory damages and natural resource damages, to ensure that Defendants bear such expense, rather than the State or its citizens and taxpayers. These damages include restoration and loss-of-use damages, and costs to investigate, monitor, abate, contain, prevent, treat, and remove PFAS from the State's natural resources and property. The State also seeks punitive damages to reflect Defendants' reprehensible conduct.

13. This Complaint alleges claims based on contamination and injury caused by the five specific PFAS chemicals listed above (PFOS, PFOA, PFNA, PFHxS, and PFHpA), as well as their precursors, acids, salts, ionic forms, and byproducts. The State is not seeking to recover through this Complaint any relief for contamination or injury related to Aqueous Film Forming Foam, a firefighting material that contains PFAS and which the State is addressing through a separate legal action. The State also is not seeking to recover through this Complaint any relief for personal injuries or diminution in private property values, or to obtain relief already obtained by the State in previous legal actions for PFAS contamination. Finally, although this Complaint alleges claims based on these five specific PFAS chemicals, PFAS contamination is a rapidly developing issue, and additional information (potentially including information on other PFAS chemicals) is expected to come to light over the course of this litigation.

II. PLAINTIFF

14. Plaintiff is the State of Vermont, as represented by and through the Attorney General of the State of Vermont, with its principal office at 109 State Street, Montpelier, Vermont 05609-1001.

15. The State brings this action in its capacity as sovereign, as trustee of State natural resources and owner of property (or of substantial interests in property) contaminated and injured by Defendants, and pursuant to its *parens patriae* authority on behalf of the citizens of Vermont.

16. The State also brings this action based upon its statutory authority to protect State natural resources and property, and its common law police power. This power includes, but is not limited to, its power to prevent pollution of the State's natural resources and property, to prevent nuisances, and to prevent and abate hazards to public health, safety, welfare, and the environment.

17. In this Complaint, the term "State's natural resources and property" refers to all natural resources or property for which the State seeks damages, which may include fish, wildlife, biota, air, surface water, groundwater, wetlands, drinking water supplies, State-held public lands, and State-owned lands.

III. DEFENDANTS

18. Defendants are manufacturers, marketers, distributors, sellers, and promoters of PFAS and PFAS-containing products. The following Defendants, at times relevant to this action, manufactured, marketed, distributed and/or otherwise sold (directly or indirectly) PFAS that each such Defendant knew or should have known would be delivered into areas affecting the State's natural resources and property, or otherwise did business in the State.

19. Defendant **3M Company** (3M) is a Delaware corporation with its principal place of business at 3M Center, St. Paul, Minnesota 55144. 3M Company may be served with process through its registered agent, Corporate Service Company, 100 North Main Street, Suite 2, Barre, Vermont.

20. Defendant **E. I. du Pont de Nemours and Company** (Historical DuPont) is a Delaware corporation with its principal place of business at 974 Centre Road, Wilmington, Delaware 19805. Historical DuPont may be served with process through its registered agent, CT Corporation System, 17 G W Tatro Drive, Jeffersonville, Vermont, 05464-9919.

21. Defendant **The Chemours Company** is a Delaware corporation with its principal place of business at 1007 Market Street, Wilmington, Delaware 19899. The Chemours Company may be served with process through its registered agent, CT Corporation System, 17 G W Tatro Drive, Jeffersonville, Vermont, 05464-9919.

22. The Chemours Company was incorporated as a subsidiary of Historical DuPont as of April 30, 2015. From that time until July 2015, The Chemours Company was a wholly-owned subsidiary of Historical DuPont. In July 2015, Historical DuPont spun off The Chemours Company and transferred to The Chemours Company its “performance chemicals” business line, which includes its fluoroproducts business. Historical DuPont distributed shares of The Chemours Company stock to Historical DuPont stockholders, and The Chemours Company has since been an independent, publicly traded company.

23. Defendant **The Chemours Company FC, LLC** is a Delaware corporation with its principal place of business at 1007 Market Street, Wilmington, Delaware. The Chemours Company FC, LLC may be served with process through its registered agent, CT Corporation System, 17 G W Tatro Drive, Jeffersonville, Vermont, 05464-9919. The Chemours Company FC, LLC operates as a subsidiary of The Chemours Company and manufactures fluoropolymer resins.

24. The Chemours Company and The Chemours Company FC, LLC are collectively referred to throughout this Complaint as “Chemours.”

25. Historical DuPont merged with The Dow Chemical Company in August 2017 to create DowDuPont Inc. (DowDuPont). Historical DuPont and The Dow Chemical Company each merged with wholly-owned subsidiaries of DowDuPont and, as a result, became subsidiaries of DowDuPont. Since that time, DowDuPont has effected a series of separation transactions to

separate its businesses into three independent, publicly traded companies for each of its agriculture, materials science, and specialty products businesses.

26. Defendant **Corteva, Inc.** is a Delaware corporation with its principal place of business at 974 Centre Road, Wilmington, Delaware. Corteva, Inc. may be served with process through its registered agent CT Corporation System, 17 G W Tatro Drive, Jeffersonville, Vermont, 05464-9919.

27. On June 1, 2019, DowDuPont separated its agriculture business through the spin-off of Corteva, Inc.

28. Corteva, Inc. was initially formed in February 2018. From that time until June 1, 2019, Corteva was a wholly-owned subsidiary of DowDuPont.

29. On June 1, 2019, DowDuPont distributed to DowDuPont stockholders all issued and outstanding shares of Corteva, Inc. common stock by way of a pro rata dividend. Following that distribution, Corteva, Inc. is the direct parent of Historical DuPont (*i.e.*, E. I. du Pont de Nemours and Company) and holds certain DowDuPont assets and liabilities, including DowDuPont's agriculture and nutritional businesses.

30. Defendant **DuPont de Nemours, Inc.** (f/k/a DowDuPont Inc.) is a Delaware corporation with its principal place of business at 974 Centre Road, Wilmington, Delaware 19805. DuPont de Nemours, Inc. may be served with process through its registered agent in Delaware, The Corporation Trust Company, Corporation Trust Center 1209 Orange Street, Wilmington, DE 19801. On June 1, 2019, DowDuPont, the surviving entity after the spin-off of Corteva, Inc. and of another entity known as Dow, Inc., changed its name to DuPont de Nemours, Inc., to be known as DuPont (New DuPont). New DuPont retained assets in the specialty products business

lines following the above described spin-offs, as well as the balance of the financial assets and liabilities of Historical DuPont not assumed by Corteva, Inc.

31. Defendants E. I. du Pont de Nemours and Company; The Chemours Company; The Chemours Company FC, LLC; Corteva, Inc.; and DuPont de Nemours, Inc. are collectively referred to as “DuPont” throughout this Complaint.

32. 3M Company; E. I. du Pont de Nemours and Company; The Chemours Company; The Chemours Company FC, LLC; Corteva, Inc.; and DuPont de Nemours, Inc. are collectively referred to as “Defendants.” Defendants, among other things: (a) designed, manufactured, formulated, promoted, marketed, sold, and/or otherwise supplied (directly or indirectly) PFAS and/or products containing PFAS that were delivered into areas affecting the State’s natural resources and property, such that PFAS has contaminated, injured, and threatens the State’s natural resources and property; (b) acted with actual or constructive knowledge that PFAS and/or products containing PFAS would be delivered into areas affecting the State’s natural resources and property; (c) are legally responsible for and committed each of the multiple tortious and wrongful acts alleged in this Complaint; and (d) promoted PFAS and/or products containing PFAS, despite the availability of reasonable alternatives and their actual or constructive knowledge that the pollution alleged in this Complaint would be the inevitable result of their conduct.

33. To the extent any act or omission of any Defendant is alleged in this Complaint, the officers, directors, agents, employees, or representatives of each such Defendant committed or authorized each such act or omission, or failed to adequately supervise or properly control or direct their employees while engaged in the management, direction, operation, or control of the

affairs of such Defendants, and did so while acting within the scope of their duties, employment, or agency.

34. Any and all references to a Defendant or Defendants in this Complaint include any predecessors, successors, parents, subsidiaries, affiliates, and divisions of the named Defendants.

IV. JURISDICTION AND VENUE

35. This Court has jurisdiction over the subject matter of this action pursuant to 4 V.S.A. § 31. This Court may exercise jurisdiction over Defendants because they either are or at the relevant time were: authorized to do business in Vermont, registered with the Vermont Secretary of State, transacting sufficient business with sufficient minimum contacts in Vermont, or otherwise intentionally availing themselves of the Vermont market through the manufacturing, marketing, distribution, and/or sale of PFAS and PFAS-containing products in Vermont so as to satisfy minimum contacts and to render the exercise of jurisdiction over Defendants by the Vermont courts consistent with traditional notions of fair play and substantial justice.

36. Venue is proper in this Court because the State is the plaintiff, and State natural resources and/or property have been contaminated, injured, and damaged by PFAS contamination in Chittenden County.

V. PFAS ARE TOXIC AND POSE SUBSTANTIAL HEALTH AND ENVIRONMENTAL RISKS

37. PFAS are a family of chemical compounds containing fluorine and carbon atoms.

38. PFAS have been used for decades in industrial processes and to produce consumer, household, and commercial products that Defendants promoted as being resistant to heat and stains, long-lasting, and that repel water and oil.

39. PFAS are human-made, synthetic chemicals that do not exist naturally in the environment.

40. PFOS, PFOA, PFNA, PFHxS, and PFHpA are persistent in the environment and do not readily break down or biodegrade. PFOS, PFOA, PFNA, PFHxS, and PFHpA are stable in the environment and will persist for an indefinite (and very long) period of time. Because of their persistence, unless PFOS, PFOA, PFNA, PFHxS, and PFHpA are actively cleaned up from contaminated State natural resources and property, these chemicals will remain and continue to contaminate State natural resources and property indefinitely. While it is possible to clean up PFAS from certain State natural resources and property, it is difficult and expensive to do so.

41. PFOS, PFOA, PFNA, PFHxS, and PFHpA are soluble in water, do not adsorb or stick to soil particles, are mobile in the environment, and migrate long distances through soil and groundwater.

42. PFOS, PFOA, PFNA, PFHxS, and PFHpA are transported long distances through the air.

43. The pernicious characteristics of PFOS, PFOA, PFNA, PFHxS, and PFHpA mean that once these chemicals are released into the environment, they migrate into and cause extensive contamination and injury of State natural resources and property.

44. PFOS, PFOA, PFNA, PFHxS, and PFHpA bioaccumulate and bio-magnify in humans and in wildlife such as fish.

45. PFOS, PFOA, PFNA, PFHxS, and PFHpA are toxic to humans at extremely low levels.

46. PFOS, PFOA, PFNA, PFHxS, and PFHpA are difficult and costly to treat and remove from State natural resources and property.

47. Exposure to certain PFAS is associated with harmful and serious health effects in humans and animals, including but not limited to:

- a. altered growth;
- b. impacts to learning and behavior of infants and older children;

- c. lowering a woman's chance of getting pregnant;
- d. interference with the body's natural hormones;
- e. increased cholesterol levels;
- f. modulation of the immune system; and
- g. increased risks of testicular and kidney cancers.

Some or all of these health effects are associated with PFOS, PFOA, PFNA, PFHxS, and PFHpA.

48. PFOS, PFOA, PFNA, PFHxS, and PFHpA contamination is a serious threat to human health and State natural resources and property.

49. Humans are exposed to PFOS, PFOA, PFNA, PFHxS, and PFHpA through ingestion of drinking water and contaminated food, inhalation, and dermal contact, among other pathways.

50. Known pathways for PFOS, PFOA, PFNA, PFHxS, and PFHpA to enter the environment include releases to air, waters, and soil from industrial processes and sites, and from consumer, household, and commercial products containing PFAS during their normal and foreseeable use and disposal.

51. PFOS, PFOA, PFNA, PFHxS, and PFHpA have been detected in sludge at wastewater treatment plants and/or in septage from septic systems. Biosolids from sludge at wastewater treatment plants are often used as a soil additive at agricultural sites or in commercial products. Thus, PFAS contamination through these pathways has greatly expanded the area of PFAS contamination and injury in the State.

VI. VERMONT IS INVESTIGATING PFAS CONTAMINATION

52. The State of Vermont has conducted a series of investigations and collected sampling data to identify, characterize, and address risks to public health and State natural resources as

quickly as possible. The State's investigation and response are ongoing given the scope of the problem and that knowledge of the public health and environmental risks associated with PFAS is evolving.

53. The Vermont Department of Health has developed a health advisory for five PFAS to protect public health, advising that the cumulative level of PFOS, PFOA, PFNA, PFHxS and PFHpA in drinking water should not exceed 20 ppt. The Vermont Agency of Natural Resources used this advisory to help establish a groundwater quality enforcement standard, as described below.

A. Statewide PFAS Investigations

54. In February 2016, the Vermont Department of Environmental Conservation (DEC) discovered PFAS contamination in Bennington associated with former Teflon coating facilities in Bennington and North Bennington.

55. Since that first discovery, the Vermont Agency of Natural Resources (ANR) through the DEC has undertaken a broader investigation to identify PFAS contamination in Vermont and the most likely sources of PFAS contamination. This investigation is ongoing.

56. The State first identified areas of PFAS use associated with industrial activity, including wire coating facilities, semi-conductor facilities, battery manufacturing facilities, and landfills. The State then performed targeted sampling at public drinking water systems at several locations throughout the State. The State continues to identify and sample other sources of PFAS contamination.

57. In July 2018, the DEC issued its *Perfluoroalkyl Substances (PFAS) Contamination Status Report*, which provided an overview of the findings of DEC's investigations to date. The Status Report summarized findings from a variety of sampling sites, which confirmed the presence of

PFAS contamination in over 400 drinking water wells in Bennington County, 300 of which had contamination levels greater than the State’s drinking water health advisory of 20 ppt. Alarmingly, the highest level of PFOA detected in private drinking well water was 4,600 ppt. The Status Report also described other sampling results throughout Vermont near known sources of PFAS, and found, for example, PFAS contamination above the drinking water health advisory in a public water well and in 30 private drinking water wells in the Town of Pownal.

58. The Status Report also made recommendations on additional work needed in the future, including additional sampling.

59. In June 2019, DEC published a *Perfluoroalkyl Substances (PFAS) Statewide Sampling Plan*. The 2019 Plan was submitted pursuant to S. 49, a bill passed in 2019 by the Vermont Legislature, which directs the ANR Secretary to publish a plan for a statewide investigation of potential sources of PFAS contamination for public review and comment. The law requires the Secretary of Natural Resources to begin implementing this statewide sampling plan by no later than July 1, 2019.

B. Vermont PFAS Standards

60. In 2016, the Vermont Department of Health (VDH) issued a drinking water health advisory of 20 ppt applicable to the combined level of both PFOA and PFOS. In July 2018, VDH issued a revised health advisory, which added three additional PFAS compounds—PFHxS, PFHpA, and PFNA—to the 20 ppt standard (health advisory). Thus, the current health advisory of 20 ppt is applicable to the sum of PFOA, PFOS, PFHxS, PFHpA, and PFNA. Information on the health and environmental risks of PFAS is still being developed, and the federal government and other states are continuing to lower health advisories and related standards for PFAS

chemicals as more information on the toxicity of these pernicious chemicals becomes known.

Vermont's health advisory may be revised as additional data and information become available.

61. Each of the five PFAS compounds subject to the State's health advisory poses significant human health risks.

62. PFOA and PFOS target many organ systems, including but not limited to the liver, endocrine, and the immune system.

63. The National Toxicology Program, a Division of the National Institute of Environmental Health Sciences, concludes that PFOA and PFOS are presumed to be immune hazards to humans, based on high levels of evidence in animals that PFOA and PFOS suppress the antibody response.

64. Exposure to PFOA and PFOS is also associated with developmental toxicity, including neurodevelopmental effects and skeletal alterations.

65. Toxicity studies indicate that exposure to PFHxS, PFHpA, and PFNA have similar impacts as exposure to PFOA and PFOS, including but not limited to immunotoxicity, disruption of the endocrine system, developmental toxicity, and liver toxicity.

66. The combination of multiple PFAS also can pose a substantial risk to human health. PFOA, PFOS, PFHxS, PFHpA, and PFNA are often found together. Further, some PFAS chemicals degrade into other PFAS chemicals.

67. The DEC has also promulgated rules establishing the health advisory for PFAS as a groundwater quality enforcement standard, and listing PFOA, PFOS, PFHxS, PFHpA, and PFNA as hazardous materials. These rules are currently in effect on an emergency basis; permanent versions of the rules are expected to go into effect on July 6, 2019.

VII. DEFENDANTS HAVE CAUSED PFAS CONTAMINATION AND INJURY IN VERMONT

A. Defendants' Manufacturing and Use of PFAS.

68. 3M was the primary manufacturer of PFAS chemicals in the United States from the 1940s through the early 2000s.

69. 3M was the only known manufacturer of PFOS and PFHxS in the United States.

70. 3M was a major manufacturer of PFOA.

71. 3M manufactured PFOA and PFOS as raw chemical materials for use in 3M products and products made by third parties.

72. 3M manufactured PFAS by electrochemical fluorination beginning in the 1940s.

73. The electrochemical fluorination process results in a product that contains and/or breaks down into compounds containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, among other PFAS.

74. 3M marketed and sold PFAS and products containing PFAS throughout the United States, including in Vermont.

75. 3M supplied PFAS to third parties for use in manufacturing, including but not limited to DuPont, and throughout the United States, including in Vermont.

76. 3M supplied PFAS to manufacturers in Vermont, including Chemfab Corporation.

77. DuPont began purchasing PFOA from 3M in 1951 for use in manufacturing DuPont's brand-name Teflon products. Teflon is commonly known for its use as a coating for non-stick cookware.

78. DuPont has used PFAS in other brand-name products including Stainmaster.

79. DuPont marketed and sold PFAS and products containing PFAS throughout the United States, including in Vermont.

80. DuPont supplied PFAS to third parties for use in manufacturing, including in Vermont to the Chemfab Corporation.

81. Although DuPont knew about the health and environmental risks of PFAS from its use of PFAS starting in 1951, DuPont began manufacturing its own PFAS chemicals in 2002 for use in manufacturing when 3M phased out production of PFOA.

82. 3M and DuPont were the only companies to manufacture PFOA in the United States.

83. DuPont continued to manufacture, market and sell PFOA until 2013.

84. Defendants knew, or should have known, that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would contaminate and injure the environment through their manufacturing, marketing, distribution, and sales of PFAS chemicals and consumer, household, and other commercial products and materials containing PFAS.

85. Defendants knew, or should have known, that their manufacturing, marketing, distribution, and sales of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, including in Vermont, would result in contamination and injury of the State's natural resources and property.

B. 3M Has Known for Decades of PFAS Health and Environmental Risks.

86. 3M knew of the health hazards and environmental risks and impacts posed by PFAS for decades but continued to manufacture, market, distribute, and/or sell PFAS and products containing PFAS for decades.

87. Based on its own internal studies, 3M knew that PFOA and PFOS were harmful to humans and the environment as early as the 1950s.

88. In the 1950s, 3M knew that PFAS chemicals had the ability to move throughout groundwater. By 1960, 3M knew that PFOA and PFOS were capable of leaching into

groundwater and contaminating the environment. For example, chemical wastes from its PFAS manufacturing were known to be able to leach from its waste dumps into groundwater and pollute underground basins. An internal memo from 1960 described 3M's understanding that such wastes "[would] eventually reach the water table and pollute domestic wells."

89. By the early 1960s, 3M understood that some PFAS are stable and persist in the environment and that they do not degrade.

90. 3M failed to disclose the risks to regulators or to the public.

91. 3M began testing the physiological and toxicological properties of PFAS compounds as early as 1950.

92. 3M began testing for PFAS in well waters in the 1960s, and in 1960 confirmed the presence of surfactant pollution in the wells.

93. A 1963 3M report described PFAS as being stable in the environment, "completely resistant to biological attack," and also confirmed that 3M knew the chemicals to be "toxic."

94. In the 1970s, 3M researchers documented PFOA and PFOS chemicals in fish.

95. At that time, 3M was aware that its PFAS products were hazardous to marine life. In fact, effects of toxicity testing of PFAS conducted in 1970 were (according to an outside researcher) "highly derogatory to marine life and the entire test program had to be abandoned to avoid severe local stream pollution."

96. In 1975, 3M scientists were informed that PFAS had been found within, and could build up in, the human body. The source of these chemicals was suspected by a researcher at the University of Florida investigating the matter to be Teflon cookware or "Scotchguarded" fabrics, but when questioned about these concerns, 3M researchers said that they "plead[ed] ignorance."

97. In the 1970s, 3M began monitoring the blood of its employees for PFAS because 3M was concerned about the health effects of PFAS, and in 1976, confirmed that PFAS chemicals were in fact in its workers' blood. For example, 3M measured fluorochemicals in the blood of workers at its PFAS-manufacturing plant in Cottage Grove, Minnesota at "1,000 times normal."

98. In 1975, 3M found PFOA to be "widespread in human plasma" according to samples taken from across the United States.

99. Since PFOA is not naturally occurring, these findings of blood in the human body reasonably should have alerted 3M that it was likely that its products were a source of this PFOA—a possibility that 3M considered internally but did not share outside the company.

100. These findings also should have alerted 3M that PFOA is mobile, persistent, bio-accumulative, and biomagnifying, as those characteristics would explain the presence of PFOA in blood from 3M's products.

101. In 1978, 3M studied, and independent experts confirmed, the risks of PFAS. A 3M internal report from 1978 warned that PFOS and PFOA "are likely to persist in the environment for extended periods." That same study found that one common PFAS compound was "found to be completely resistant to biodegradation."

102. Similarly, a 3M internal document from 1979 stated that PFOA and PFOS "are known to persist for a long time in the body and thereby give long term chronic exposure."

103. A 1979 report drew a direct line between effluent from 3M's Decatur, Alabama plant and PFAS bioaccumulating in fish tissue taken from the Tennessee River.

104. Results of a 90-day animal study conducted by 3M in 1978 indicated that PFAS "should be regarded as toxic," and that those aware of the results "urgently recommended that all reasonable steps be taken immediately to reduce exposure of employees to these compounds."

105. A 1979 report further discussing the study on PFOS and PFOA toxicity to animals stated that the compounds were “more toxic than anticipated,” and further recommended that “lifetime rodent studies . . . be undertaken as soon as possible.”

106. Despite these warnings and recommendations, 3M decided to not publish the findings of this investigation.

107. A 1979 memo from M.T. Case, formerly within 3M’s medical department in Corporate Toxicology and Regulatory Services, stated that he believed it “paramount to begin now an assessment of the potential (if any) of long term (carcinogenic) effects for these compounds which are known to persist for a long time in the body and thereby give long-term chronic exposure.”

108. At a meeting among 3M employees in June of 1979 discussing the “Fluorochemicals in Blood Program,” an outside researcher named Dr. H.C. Hodge noted that “[r]eduction in exposure [to 3M employees to fluorochemicals] should have a top priority” and recommended that further testing be conducted. According to Dr. Hodge, “[i]t should be determined if FC-807 [a PFAS chemical] or its metabolites are present in man, what level they are present, and the degree of persistence (half-life) of these materials.”

109. In 1981, 3M moved 25 female employees “of childbearing potential” off production lines at its Decatur, Alabama plant “[a]s a precautionary measure.” This was based on internal research showing that PFAS compounds were causing birth defects in rats. Yet 3M did not alert the public or regulatory agencies of its concerns with effects of exposure to PFAS.

110. In 1983, 3M scientists concluded that concerns about PFAS “give rise to concern for environmental safety,” including “legitimate questions about the persistence, accumulation potential, and ecotoxicity of fluorochemicals in the environment.”

111. Even then, 3M's practices were concerning even to its own employees. In March 1999, 3M environmental scientist Rich Purdy wrote to 3M and expressed his "profound disappointment" with "3M's handling of the environmental risks associated with the manufacture and use of" PFOS. Mr. Purdy described PFOS as "the most insidious pollutant since PCB," and that it is "probably more damaging than PCB because it does not degrade, where as PCB does; it is more toxic to wildlife; and its sink in the environment appears to be biota and not soil and sediment, as is the case with PCB." Mr. Purdy described his attempts to discuss the dangers of the chemical with the company, and 3M's refusal to act. Finally, Mr. Purdy stated that "I can no longer participate in the process that 3M has established for the management of [PFAS.] For me it is unethical to be concerned with markets, legal defensibility and image over environmental safety."

112. Despite decades of research, 3M first shared its concerns with the United States Environmental Protection Agency (EPA) in the late 1990s. In a May 1998 report submitted to EPA, "3M chose to report simply that PFOS had been found in the blood of animals, which is true but omits the most significant information" according to a former 3M employee.

113. In response to pressure from EPA, 3M began to phase out production of PFOS and PFOA products in 2000.

114. In connection with the phase out, 3M issued a press release asserting that "our products are safe," citing the company's "principles of responsible environmental management" as the reason to cease production.

115. The EPA press release regarding 3M's phase-out of PFOS and PFOA presented a different story, stating: "3M data supplied to EPA indicated that these chemicals are very persistent in the environment, have a strong tendency to accumulate in human and animal tissues and could potentially pose a risk to human health and the environment over the long term."

116. 3M worked to control and distort the science on PFAS. For example, 3M provided millions of dollars in grants to a professor, John Giesy, who publicly presented himself as independent but behind the scenes worked for 3M. Giesy's goal, as expressed in a March 25, 2008 email, was to "keep 'bad' papers [regarding PFAS] out of the literature [because] otherwise in litigation situations they can be a large obstacle to refute."

117. In 2006, EPA cited 3M for 244 violations of the Toxic Substances Control Act, accusing 3M of failing to notify the agency about new chemicals and of late reporting of "substantial risk information." 3M was fined \$1.52 million for these violations.

118. Despite the large body of research demonstrating the serious health risks posed by PFAS, much of which 3M has been aware for decades, as recently as *November 2018*, 3M stated that "the vast body of scientific evidence does not show that PFOS or PFOA cause adverse health effects in humans at current exposure levels, or even at the historically higher levels found in blood."

119. 3M knew or should have known that, in their intended and/or common use, PFAS (including products containing PFAS and PFAS used in industrial processes) would injure and/or threaten public health and the environment in Vermont.

C. DuPont Has Known for Decades of PFAS Health and Environmental Risks.

120. Like 3M, DuPont has known for decades of the health and environmental risks of PFAS but instead of warning the public, users, or consumers about such risks, covered up this information and promoted PFAS and PFAS-containing products as safe.

121. In approximately 1951, DuPont started using PFOA in making Teflon at its Washington Works manufacturing plant in Parkersburg, West Virginia. As early as 1954, employees at DuPont's Washington Works plant reported that C8 (another name for PFOA) might be toxic.

DuPont was concerned enough about the complaints that it delayed marketing Teflon containing PFOA to the public. In 1961, seven years later, Teflon consumer products hit the marketplace.

122. By 1961, DuPont's researchers had concluded that PFOA was toxic and DuPont's chief toxicologist, Dorothy Hood, warned in a memo to executives that products containing PFOA should be "handled with extreme care." As early as the 1960s, DuPont knew that PFOA caused adverse liver reactions in dogs and rats.

123. As early as 1966, DuPont was aware that PFOA could leach into groundwater.

124. By 1976, DuPont knew about research showing detections of organic fluorine in blood bank samples in the United States, which the researchers thought could be a potential result of human exposure to PFOA.

125. In 1978, DuPont's Medical Director published an article in the *Bulletin of the New York Academy of Medicine* in which he acknowledged DuPont's duty to "to discover and reveal the unvarnished facts about health hazards," and that a company "should be candid, and lay all the facts on the table. This is the only responsible and ethical way to go."

126. By 1979, DuPont had data indicating that its workers who were exposed to PFOA had a significantly higher frequency of health issues compared to unexposed workers but did not report this data to any government agency or any community where it used PFOA.

127. By at least 1980, DuPont had internally confirmed that "continued exposure [to PFOA] is not tolerable," and that people accumulate PFOA in their bodies.

128. By at least 1981, DuPont had obtained a 3M internal study that had documented birth defects in the eyes of unborn rats exposed to PFOA in utero and urged female workers who came into contact with PFOA to consult their doctors "prior to contemplating pregnancy." Around this same time, a DuPont worker in the Teflon division of the Washington Works plant who was

pregnant began moving PFOA waste into pits using a pump-like device as part of her job responsibilities. Tragically, when the DuPont employee gave birth in January 1981, the baby had only half a nose and a ragged eyelid that gaped down to the middle of his cheek. This was consistent with the 3M study and in March 1981, DuPont had a pathologist and a birth defects expert review the 3M study. They concluded that “the study was valid” and that “the observed fetal eye defects were due to C8.” DuPont immediately removed all female workers from areas where they might come into contact with PFOA.

129. In April 1981, DuPont began secretly monitoring 50 female employees who had been exposed to PFOA. As DuPont’s medical director Bruce Karrh explained in a memo, this monitoring was undertaken to “answer a single question—does C8 cause abnormal children?” Initial data showed that two of the seven pregnant workers exposed to PFOA had babies with eye and nostril deformities, which the researchers concluded was “statistically significant.” DuPont abandoned the study rather than inform regulators or employees.

130. In a confidential November 1982 memo, DuPont’s medical director warned about employees being exposed to potentially dangerous levels of PFOA. He recommended that all “available practical steps be taken to reduce this exposure.”

131. By at least the early 1980s, DuPont began considering the effects of PFOA beyond its Washington Works plant. In 1984, DuPont sent employees to secretly fill jugs of water from gas stations and general stores around the plant. Testing of the water revealed PFOA in Lubeck, West Virginia, and Little Hocking, Ohio. But DuPont decided not to notify the public.

132. In 1984, DuPont held a meeting at its corporate headquarters in Wilmington, Delaware to discuss health and environmental issues related to PFOA. The corporate managers expressed concern about “C-8 exposures off plant as well as to our customers and the

communities in which they operate.” The corporate managers admitted internally that “none of the options developed are ... economically attractive and would essentially put the long-term viability of this business segment on the line.” The DuPont corporate managers predicted that the medical and legal departments “will likely take a position of total elimination,” of PFOA but instead decided that “corporate image, and corporate liability” would drive decisions about PFOA. And the corporate managers admitted that it was too late to address past liability: “Liability was further defined as the incremental liability from this point on if we do nothing as we are already liable for the past 32 years of operation.” DuPont did not disclose the information discussed at the 1984 meeting to EPA, the State, or the general public. DuPont began manufacturing PFOA itself over 15 years later and continued to use PFOA for almost another 30 years.

133. By the mid-1980s, DuPont was aware that PFOA is bio-persistent and bio-accumulative.

134. In an October 20, 1986 memorandum, a DuPont employee stated that DuPont’s management in Wilmington, Delaware was “concerned about the possible liability resulting from long-term C-8 exposure to our employees and to the population in the surrounding communities and those downriver from the [Washington Works] plant.”

135. In 1988, DuPont began treating PFOA internally as a possible human carcinogen.

136. In 1999, DuPont received preliminary results from a monkey health study showing that C8 caused monkeys to lose weight and increased their liver size. Even monkeys given the lowest doses suffered liver enlargement, and one was so ill it had to be euthanized.

137. An internal DuPont memorandum regarding its litigation strategy shows that DuPont sought to “not create [the] impression that DuPont did harm to the environment” and wanted to “keep [the] issue out of the press as much as possible.”

138. In 2000, John R. Bowman, a DuPont in-house counsel for C8 issues, wrote an email to several colleagues: “I think we need to make more of an effort to get [DuPont] to look into what we can do to get the Lubeck community a clean source of water or filter the C-8 out of the water.” He continued:

I think we are more vulnerable than the MTBE defendants [manufacturers of another notorious groundwater contaminant, MTBE] because many states have adopted a drinking water guideline for MTBE and it is not biopersistent. My gut tells me the biopersistence issue will kill us because of an overwhelming public attitude that anything biopersistent is harmful.

We are going to spend millions to defend these lawsuits and have the additional threat of punitive damages hanging over our head. Getting out in front and acting responsibly can undercut and reduce the potential for punitives. [Bernard Reilly, another DuPont attorney] and I have been unsuccessful in even engaging the clients in any meaningful discussion of the subject. Our story is not a good one, we continued to increase our emissions into the [Ohio] river in spite of internal commitments to reduce or eliminate the release of this chemical into the community and the environment because of our concern about the biopersistence of this chemical.

139. In a 2001 e-mail, DuPont in-house lawyer Bernard Reilly described DuPont’s response to the C-8 issue as “a debacle at best.” Reflecting on a late 2001 meeting with EPA concerning PFAS contamination in Parkersburg, West Virginia, Reilly wrote of DuPont: “[T]he business did not want to deal with this issue in the 1990s, and now it is in their face, and some still are clueless. Very poor leadership, the worst I have seen in the face of a serious issue since I have been with DuPont.”

140. Notwithstanding its internal knowledge of PFOA’s health and environmental risks beginning as early as the 1950s, DuPont publicly stated in 2003 that “[w]e are confident that there are no health effects associated with C-8 exposure,” and that “C-8 is not a human health issue.”

141. DuPont's own Epidemiology Review Board (ERB) repeatedly raised concerns about DuPont's practice of stating publicly that there were no adverse health effects associated with human exposure to PFOA. In June 2005, DuPont reported to the press that "no human health effects are known to be caused by PFOA." An ERB member called that statement "[s]omewhere between misleading and disingenuous." In February 2006, the ERB "strongly advise[d] against any public statements asserting that PFOA does not pose any risk to health" and questioned "the evidential basis of DuPont's public expression asserting, with what appears to be great confidence, that PFOA does not pose a risk to health."

142. In October 2006, contrary to ERB's advice, DuPont's chief medical officer issued a press release stating that "there are no health effects known to be caused by PFOA." An ERB member criticized the press release because it "appear[ed] written to leave the impression 'don't worry.'"

143. By December 2005, EPA uncovered evidence that DuPont had concealed the environmental and health effects of C8 for more than two decades. In response, EPA levied a \$16.5 million administrative penalty on DuPont, which at that time was the largest civil administrative penalty EPA had ever obtained under any federal environmental statute.

144. At approximately the time this penalty was issued, DuPont was making approximately \$1 billion a year in revenue from products containing C8.

D. Defendants Failed to Act on Their Knowledge of the Health and Environmental Risks of PFAS.

145. Despite their knowledge that PFAS posed environmental and human health risks, and despite the availability of reasonable alternatives, Defendants failed to warn customers, users, the public or the State, and failed to take any other appropriate precautionary measures to prevent or mitigate such contamination. Instead, Defendants promoted PFAS, and products containing PFAS, as environmentally sound products appropriate for widespread use.

146. At all times relevant to this litigation, Defendants were or should have been aware that PFAS contamination and injury of State natural resources and property was inevitable. This was due to PFAS's solubility, recalcitrance to biodegradation and bioremediation, and the normal and foreseen use of PFAS in industrial processes, and in consumer, household, and commercial products, including in Vermont.

147. Defendants possess and have always possessed vastly superior knowledge, resources, experience, and other advantages, in comparison to anyone or any agency, concerning the manufacture, distribution, nature, and properties of PFAS and PFAS-containing products.

148. By virtue of their tremendous economic power and analytical resources, including the employment of scientists such as chemists, engineers, and toxicologists, Defendants have at all relevant times been in a position to know, identify, and confirm the threat PFAS posed and poses to State natural resources and property.

149. In addition, by virtue of this superior knowledge, and/or by virtue of Defendants' partial and incorrect statements regarding the nature and impacts of PFAS, Defendants had a duty to disclose the truth and to act in accordance with the truth about PFAS.

VIII. HISTORICAL DUPONT'S SPINOFF OF THE CHEMOURS COMPANY

150. In February 2014, Historical DuPont (*i.e.*, defendant E. I. du Pont de Nemours and Company) formed The Chemours Company as a wholly-owned subsidiary.

151. As a wholly-owned subsidiary, The Chemours Company had a separate board of directors, but that board was controlled by Historical DuPont employees.

152. In July 2015, Historical DuPont transferred to The Chemours Company its "performance chemicals" business line, including titanium technologies, fluoroproducts, and chemical solutions.

153. In addition to the transfer of assets, The Chemours Company accepted broad assumption of many liabilities for Historical DuPont's historical use, manufacture, and discharge of PFAS, although the specific details regarding the liabilities that The Chemours Company assumed are set forth in the non-public schedules.

154. The transfer to The Chemours Company of Historical DuPont's performance chemicals business line, which was loaded with failing products and substantial debts, as well as many environmental liabilities from Historical DuPont, which were known by Historical DuPont to be significant, resulted in a transfer in which The Chemours Company did not receive a reasonably equivalent value in exchange for the transfer or obligation. Further, the assets transferred to The Chemours Company were unreasonably small in relation to the business or transaction. Historical DuPont believed or reasonably should have believed that The Chemours Company would incur debts beyond its ability to pay them as they became due.

155. At the time of those transfers, the performance chemicals business line carried an estimated debt of approximately \$4 billion.

156. In 2015, prices of Titanium Dioxide plummeted, significantly decreasing the value of Historical DuPont's titanium technologies business line.

157. Historical DuPont had also promised to phase out production and use of PFOA, a major component of its fluoroproducts line, by 2015.

158. Under the Separation Agreement, The Chemours Company agreed to indemnify Historical DuPont against, and assumed for itself, all "Chemours Liabilities," which is defined broadly to include, among other things, "any and all liabilities relating," "primarily to, arising primarily out of or resulting primarily from, the operation of or conduct of the [Performance

Chemicals] Business at any time.” This indemnification is uncapped and does not have a survival period.

159. The Chemours Company agreed to indemnify Historical DuPont against and assume for itself the Performance Chemical Business’s liabilities regardless of: (i) when or where such liabilities arose; (ii) whether the facts upon which they are based occurred prior to, on, or subsequent to the effective date of the spinoff; (iii) where or against whom such liabilities are asserted or determined; (iv) whether arising from or alleged to arise from negligence, gross negligence, recklessness, violation of law, fraud or misrepresentation by any member of the Historical DuPont group or the Chemours group; and (v) which entity is named in any action associated with any liability.

160. The Chemours Company agreed to indemnify Historical DuPont from, and assume all, environmental liabilities that arose prior to the spinoff if they were “primarily associated” with the Performance Chemicals Business. Such liabilities were deemed “primarily associated” if Historical DuPont reasonably determined that 50.1% of the liabilities were attributable to the Performance Chemicals Business.

161. The Chemours Company also agreed to use its best efforts to be fully substituted for Historical DuPont with respect to “any order, decree, judgment, agreement or Action with respect to Chemours Assumed Environmental Liabilities”

162. At the time of the July 2015 spin-off, Historical DuPont was well aware of its potential liabilities related to PFAS contamination throughout the United States.

163. Until the spinoff was complete, The Chemours Company was a wholly-owned subsidiary of Historical DuPont. Although The Chemours Company had a separate board, the board was controlled by Historical DuPont employees.

164. Once the spinoff was complete, seven new members of The Chemours Company board were appointed, for an eight-member board of directors of the new public company. The negotiations concerning the spinoff were conducted and the related decisions were made while the board was still controlled by Historical DuPont.

165. The new independent board appointed upon the completion of the spinoff did not take part in the negotiations of the terms of the separation.

166. In 2005, Historical DuPont agreed to pay \$16.5 million to resolve eight counts brought by the EPA alleging violations of the Toxic Substances Control Act and the Resource Conservation and Recovery Act concerning the toxicity of PFAS compounds. At the time, it was the largest such penalty in history.

167. Also in 2005, Historical DuPont settled a class action lawsuit filed on behalf of 70,000 residents of Ohio and West Virginia for \$343 million. Under the terms of the 2005 class action settlement, Historical DuPont agreed to fund a panel of scientists to determine if any diseases were linked to PFOA exposure, to filter local water for as long as C-8 concentrations exceeded regulatory thresholds, and to set aside \$235 million for ongoing medical monitoring of the affected community.

168. After 8 years, the C-8 Science Panel found several significant diseases, including cancer, with a probable link to PFOA.

169. Thereafter, more than 3,500 personal injury claims were filed in Ohio and West Virginia as part of the 2005 settlement that were consolidated into a multidistrict litigation court in Ohio (the Ohio MDL).

170. As The Chemours Company explained in its November 2016 SEC filing: “[s]ignificant unfavorable outcomes in a number of cases in the [Ohio] MDL could have a material adverse effect on Chemours consolidated financial position, results of operations or liquidity.”

171. Juries in three bellwether trials returned multimillion-dollar verdicts against Historical DuPont, awarding compensatory damages and, in two cases, punitive damages to plaintiffs who claimed PFOA exposure caused their illnesses.

172. On February 13, 2017, Historical DuPont and The Chemours Company agreed to pay \$671 million to resolve the Ohio MDL.

173. The Chemours Company also agreed to pay \$25 million for future PFOA costs not covered by the settlement for each of the next five years (up to an additional \$125 million).

174. Historical DuPont also agreed to cover additional amounts up to \$25 million for five years.

175. At the time of the transfer of its Performance Chemicals Business to The Chemours Company, Historical DuPont had been sued, threatened with suit, and/or had knowledge of the likelihood of litigation to be filed regarding Historical DuPont’s liability for damages and injuries from the manufacture of PFAS compounds and products that contain PFAS compounds.

176. In addition to liabilities associated with PFAS contamination, Historical DuPont’s environmental liabilities assumed by The Chemours Company included litigation over benzene, a carcinogen released from some of Historical DuPont’s plants.

177. In December 2015, a Texas jury awarded \$8.4 million to a painter who developed leukemia after using paints with benzene for years, with at least 27 more benzene cases pending as of September 30, 2016.

178. The Chemours Company also assumed the obligation to clean-up Pompton Lakes, New Jersey, where Historical DuPont manufactured explosives from 1902 to 1994, and where lead salts, mercury, volatile organic compounds, explosive powders, chlorinated solvents, and detonated blasting caps still contaminate groundwater and soil. The Chemours Company's SEC filings estimate that the remediation, which began in 1985, may cost as much as \$119 million to complete.

179. The effect of creating The Chemours Company was to segregate a large portion of Historical DuPont's environmental liabilities, including liabilities related to its PFAS chemicals and products.

180. The consolidation of Historical DuPont's performance chemical liabilities has potentially limited the availability of funds arising out of Historical DuPont's liability.

IX. STATE NATURAL RESOURCES AND PROPERTY INJURIES

181. PFOS, PFOA, PFNA, PFHxS, and PFHpA have been found in and around State natural resources and property, including groundwater, surface waters, soil, sediments, and wildlife in locations throughout Vermont.

182. Numerous locations in Vermont are contaminated and injured by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, including but not limited to the following:

- a. There is widespread PFAS contamination and injury associated with former Chemfab Corporation Teflon fabric-coating facilities in North Bennington and Bennington. More than 400 drinking water wells tested positive for PFOA contamination, including at levels up to 4,600 ppt. There also is PFAS contamination and injury of other natural resources, including groundwater, surface water, fish, maple sap, and soils and sediments in the area.

- b. There is extensive PFAS contamination and injury associated with several former Warren Wire facilities in the Pownal area. There also is PFAS contamination and injury associated with the Pownal Tannery. PFAS has contaminated and injured groundwater, a public water supply well, over 40 private drinking water wells at levels up to 110 ppt, soil, and landfill leachate in these areas. There is PFAS contamination and injury of groundwater associated with other wire coating facilities, including the Champlain Cable facility in Colchester, and the former Harbour Industries facilities in Shelburne.
- c. There is PFAS groundwater contamination and injury associated with the Global Foundries semi-conductor facility in Essex.
- d. There is PFAS groundwater contamination and injury associated with the Eveready Battery manufacturing facility in St. Albans.
- e. There is PFAS groundwater contamination and injury at numerous landfills, including the Burgess Brothers construction and demolition debris landfill in Bennington, the Burgers Brothers Superfund site in Bennington, municipal solid waste landfills in Pownal, Sunderland, Shaftsbury, Dover, Bennington, Williston, Colchester, South Hero, and Halifax, the Windham Solid Waste Management District MSW landfill, the Boise Cascade landfill in Sheldon, and the Putney Paper sludge landfill in Putney. There is PFAS contamination and injury of drinking water wells at the Shaftsbury landfill location. At the former Kocher Drive Dump in Bennington, there is PFAS contamination and injury of groundwater and private drinking water wells.
- f. There is PFAS contamination of landfill leachate, including at the following landfills: New England Waste Services of Vermont in Coventry, Moretown landfill, the

Chittenden Solid Waste District landfill, the City of South Burlington landfill, the Rathe IV landfill, and the Town of Randolph landfill. These landfills received PFAS-containing products including household, commercial, and industrial products, along with sludge, for disposal.

- g. There is PFAS contamination of sludge and biosolids at wastewater treatment facilities, including in Bennington, Randolph, Barre, Burlington-Main, Newport, and Montpelier. There also is PFAS contamination of influent and effluent at these facilities.
- h. There is PFAS contamination of septage from residential septic tanks, including in Bennington.
- i. There is PFAS contamination at schools due to the use of various floor cleaning products and waxes containing PFAS.

183. PFAS contamination has injured State natural resources and/or adversely impacted their beneficial public trust uses including those for drinking water, recreation, and fishing.

184. PFAS contamination and injury has substantially damaged the intrinsic value of these State natural resources.

185. Vermont and its citizens have been deprived of the full use, enjoyment, and benefit of the State's public trust resources, and the intrinsic values of such State natural resources have been substantially harmed by PFOS, PFOA, PFNA, PFHxS, and PFHpA.

186. The State's natural resources and property have been contaminated and injured by PFOS, PFOA, PFNA, PFHxS, and PFHpA through foreseeable releases from, for example, the following:

- a. Solid waste facilities;

- b. Industrial facilities;
- c. Hazardous waste contaminated sites;
- d. Wastewater disposal sites;
- e. Wastewater treatment facilities;
- f. Biosolid and sludge processing and application sites, and septage land spreading;
- g. Car waxes at car washes;
- h. Air deposition; and
- i. Use and disposal of numerous consumer, household, and commercial products.

187. Defendants' acts or omissions have caused and/or contributed to these PFAS releases.

188. Defendants failed to disclose the environmental and health risks of PFAS that were known or should have been known to them, to the owners or operators of sites from which PFOS, PFOA, PFNA, PFHxS and/or PFHpA, have been released, to consumers, users, or to the State. As a result, the risks associated with PFAS were unknown to the users of consumer, household, and commercial products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, were unknown to the State, and were generally unknown to those other than Defendants who could have reduced or limited the PFAS contamination and injury described above. As manufacturers, marketers, and sellers of PFAS, Defendants were in the best position to reduce the risk of harm of their products.

189. Each of the State's natural resources is precious, limited, and invaluable, as described in more detail below.

A. Groundwater

190. Groundwater is a precious, limited, and invaluable State natural resource that is used for drinking water, irrigation, and other important purposes.

191. Over 60% of Vermonters rely upon groundwater as a source for their drinking water.

192. State natural resources, including groundwater, are vital to the health, safety, and welfare of Vermont citizens, and to the State's economy and ecology.

193. Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have contaminated and injured the State's groundwater in locations throughout the State, including, for example, at the following locations:

- a. Bennington (former Chemfab Corporation facility);
- b. Bennington (Burgess Brothers construction and demolition debris landfill, and the Burgess Brothers Superfund site);
- c. Bennington (solid waste landfill);
- d. Chittenden Solid Waste District landfill in Williston;
- e. North Bennington (former Chemfab Corporation facility);
- f. Pownal Center;
- g. Pownal Village;
- h. North Pownal;
- i. Rathe IV landfill in Colchester;
- j. Shelburne (former Harbour Industries property);
- k. South Hero landfill;
- l. Essex (Global Foundries facility);
- m. St. Albans (former Eveready facility);
- n. Pownal (solid waste landfill);
- o. Sunderland (solid waste landfill);
- p. Shaftsbury (solid waste landfill);

- q. Dover (solid waste landfill);
- r. Halifax (solid waste landfill);
- s. Windham Solid Waste Management District MSW landfill;
- t. Putney (Putney Paper sludge landfill); and
- u. Sheldon (former Boise Cascade paper mill).

194. Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have contaminated and injured drinking water that is drawn from groundwater sources in locations throughout the State, including, for example, at the following locations:

- a. Bennington;
- b. Grafton School;
- c. North Bennington;
- d. Pownal Center;
- e. Pownal Village;
- f. North Pownal;
- g. Shaftsbury landfill; and
- h. Warren School.

195. In the Bennington / North Bennington area, more than 400 drinking water wells tested positive for PFOA, including at levels up to 4,600 ppt. In the Pownal area, over 40 drinking water wells tested positive for PFAS, including at levels up to 110 ppt.

196. Ongoing additional testing continues to reveal further PFAS contamination and injury of groundwater in locations throughout Vermont.

197. It is virtually certain that additional testing will reveal further PFAS contamination and injury of groundwater in locations throughout Vermont.

B. Surface Waters

198. Surface waters are precious, limited, and invaluable State natural resources that are used for drinking water, irrigation, recreation such as swimming and fishing, and ecological and other important purposes.

199. Over 30% of Vermonters rely upon surface waters as sources for drinking water.

200. The State's tourism and recreation industries are dependent upon clean water, including surface waters.

201. Surface waters also are commercially, recreationally, aesthetically, and ecologically important to the State and its citizens, including by supporting aquatic ecosystems, and biota such as fish.

202. Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have contaminated and injured the State's surface waters in locations throughout the State, including, for example, at the following locations:

- a. Bennington College pond;
- b. Paran Creek/Walloomsac River confluence;
- c. Pownal Center;
- d. Surface waters near the Champlain Cable facility in Colchester;
- e. Hoosic River;
- f. Tributary of the Winooski River in South Burlington; and
- g. Spring in North Clarendon flowing into tributary of the Mill River.

203. PFOA contaminated and injured the Bennington College pond at levels up to 79.3 ppt, and the Paran Creek at levels up to 37.6 ppt.

204. Ongoing additional testing continues to reveal further PFAS contamination and injury of surface waters in locations throughout Vermont.

205. It is virtually certain that additional testing will reveal further PFAS contamination and injury of surface waters in locations throughout Vermont.

C. Wildlife, Soils, and Sediments

206. Wildlife is a precious, limited, and invaluable State natural resource.

207. Soils and sediments are part of or interconnected with the health of State natural resources such as surface waters, groundwater, and wildlife, and provide numerous values and services. For instance, sediments are important as habitat for wildlife including fish, among other important ecological uses; and soils may contain contaminants that migrate to groundwater. A healthy and functioning ecosystem depends upon the interplay between non-impaired soils, sediments, and wildlife.

208. Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have contaminated and injured soils and sediments in locations through the State, including, for example, at the following locations:

- a. Bennington;
- b. North Bennington;
- c. Paran Creek/Walloomsac River confluence; and
- d. In surface waters near the Champlain Cable facility in Colchester.

209. There is widespread PFAS contamination and injury of soil throughout the State. Ongoing additional testing continues to reveal further PFAS contamination and injury of soils and sediments in locations throughout Vermont.

210. Wildlife are critical ecological resources.

211. Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have contaminated and injured fish, including in the Paran Creek/Walloomsac River confluence.

212. Vermont's biodiversity is vital to its ecology, economy, and culture.

213. Vermont's fish and other wildlife are used for food, recreational purposes, and provide a significant economic benefit to the State, including through tourism and recreation.

214. Injuries to wildlife affect not only individual wildlife, but the entire ecosystem of which they are part.

215. It is virtually certain that additional testing will reveal further PFAS contamination and injury of soils, sediments, and wildlife in locations throughout Vermont.

D. New PFAS contamination continues to be discovered and existing contamination continues to injure State natural resources and property.

216. PFAS has contaminated State natural resources and property throughout the State. This contamination has injured these resources, threatens State citizens' health, safety, and welfare, and interferes with the use of these precious resources.

217. Given PFAS's properties, including their resistance to biodegradation and their solubility, PFAS continues to move through groundwater, surface waters, and soils, and other natural resources, and cause initial contamination in new locations, adversely impacting State natural resources and property.

218. PFAS continues to move through the environment and contaminate and injure State natural resources and property at a number of locations throughout the State with known PFAS contamination.

219. Defendants' acts and omissions directly and proximately caused and continue to cause PFAS to intrude into and contaminate and injure these natural resources and property.

220. There are proven and preliminary remedial techniques for cleaning up PFAS in environmental media, and successfully treating drinking water.

221. Absent use of remediation and treatment methods, PFAS contamination will continue to spread through the State's natural resources and property. Although PFAS is persistent in the environment, PFAS can be successfully remediated in certain natural resources and/or successfully treated, but at significant expense.

222. PFAS contamination levels in State natural resources including groundwater and drinking water typically fluctuate, *i.e.*, increase and decrease, over time as PFAS moves through groundwater and due to other factors, including changes in seasonal precipitation levels. PFAS levels can fluctuate at a single PFAS contamination site over time. For this reason, the only way to be certain that PFAS no longer exists in State natural resources such as groundwater or drinking water is to remediate or treat the PFAS.

223. PFAS's presence and migration in Vermont's natural resources and property, absent large-scale and costly remediation and/or treatment, will continue indefinitely, and will continue to indefinitely threaten such natural resources and property.

224. Because of the injury PFAS have caused and are causing to Vermont's natural resources, Vermont's natural resources require restoration, including compensation for interim and permanent losses.

X. FIRST CAUSE OF ACTION

Civil Action for Natural Resource Damages and Restoration **(All Defendants)**

225. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

226. Surface waters, groundwater, and wildlife are public trust resources in Vermont.

227. The State in its role as trustee must manage public trust resources for the benefit of its citizens.

228. The State, as trustee, may bring a cause of action to recover damages to and restoration of natural resources held in trust by the State.

229. The State also may act in its *parens patriae* capacity to protect and restore the State's natural resources.

230. Defendants have unreasonably interfered with the use and enjoyment of public trust rights, and have injured the natural resources of the State of Vermont through the acts and omissions alleged in this Complaint.

231. As a direct and proximate result of Defendants' acts and omissions as alleged in this Complaint, PFAS has injured the State's natural resources by causing contamination of groundwater, drinking water supplies, public drinking water supply wells, private drinking water wells, surface waters, fish, and other natural resources of the State.

232. As a further direct and proximate result of the acts and omissions of Defendants, the State has sustained and will sustain substantial expenses and damages, for which Defendants are strictly, jointly, and severally liable.

233. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's natural resources that are indivisible.

XI. SECOND CAUSE OF ACTION

Groundwater Protection Act, 10 V.S.A. § 1410 **(All Defendants)**

234. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

235. The State of Vermont is a "person" as defined by 10 V.S.A. § 1410(b)(3).

236. Defendants have altered the character and/or quality of the groundwater in the State by engaging in the acts and omissions alleged in this Complaint. For example, as discussed above, PFAS is associated with significant harmful health effects in humans and animals, including at low concentrations.

237. Defendants' alteration of the groundwater caused unreasonable harm by contaminating groundwater, drinking water supplies, public drinking water supply wells, private drinking water wells, and/or other natural resources and property of the State.

238. PFAS has profoundly and unreasonably affected groundwater in the State, compromising its use for household purposes including drinking, cooking, and bathing, and risking public health via exposure to PFAS. PFAS contamination poses an extraordinary and unjust financial burden on the State and its citizens, who bear the costs of testing, monitoring, and remediation although Defendants profited from the manufacturing, marketing, distribution, and/or sale of PFAS.

239. The Act authorizes the State to seek equitable relief and/or damages for the unreasonable harm caused by PFAS contamination.

240. As a direct and proximate result of Defendants' acts and omissions, groundwater in the State was and is contaminated with PFAS. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, and monitoring costs and expenses related to contamination of groundwater in the State, including drinking water, for which Defendants are strictly, jointly, and severally liable.

241. As a further direct and proximate result of Defendants' acts and omissions, the State has sustained and will sustain other substantial expenses and damages, for which Defendants are strictly, jointly, and severally liable.

242. Defendants' acts and omissions have caused and/or threatened to cause injuries to groundwater in the State that is indivisible.

XII. THIRD CAUSE OF ACTION

Strict Liability for Design Defect and/or Defective Product **(All Defendants)**

243. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

244. Defendants during the relevant time period were designers, manufacturers, marketers, distributors, and/or sellers of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

245. As designers, manufacturers, marketers, distributors, and/or sellers of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, Defendants owed a duty to all persons whom Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA might foreseeably harm, including the State and its citizens, not to market any product which is unreasonably dangerous for its intended and foreseeable uses.

246. Defendants represented, asserted, claimed, and warranted that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA were safe for their intended and foreseeable uses.

247. When Defendants placed PFOS, PFOA, PFNA, PFHxS, and/or PFHpA into the stream of commerce, they were defective, unreasonably dangerous, and not reasonably suited for their intended, foreseeable, and ordinary storage, handling, and uses, including for the following reasons:

- a. Unintended releases of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are commonplace;
- b. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released to the environment through the normal and foreseen use of PFOS, PFOA, PFNA, PFHxS and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;

- c. When PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released into the environment, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have a tendency to mix with groundwater and migrate great distances;
- d. When PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released into the environment, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA persist over long periods of time because PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are recalcitrant to biodegradation and bioremediation;
- e. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA bioaccumulate in humans and wildlife;
- f. Very low concentrations of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA can make water unpotable;
- g. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose risks to human health;
- h. Defendants with knowledge of the risks failed to use reasonable care in the design of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;
- i. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose greater dangers to State natural resources and property than would be expected by ordinary persons such as the State, users, and the general public exercising reasonable care;
- j. The risks which PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose to State natural resources and property outweigh their utility in making products stain and grease resistant, among other supposed benefits; and
- k. Safer alternatives to PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have existed and been available to Defendants at all times relevant to this litigation.

248. The above-described defects exceeded the knowledge of the ordinary person and by the exercise of reasonable care the State would not be able to avoid the harm caused by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

249. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA were distributed and sold in the manner intended or reasonably foreseen by the Defendants, or as should have been reasonably foreseen by Defendants.

250. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA reached consumers and the environment in a condition substantially unchanged from that in which they left Defendants' control.

251. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA failed to perform as safely as an ordinary consumer would expect when used in their intended and reasonably foreseeable manner.

252. As a direct and proximate result of Defendants' acts and omissions, the State's natural resources and property are contaminated with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, and monitoring, and other costs and expenses related to PFOS, PFOA, PFNA, PFHxS, and/or PFHpA contamination of State natural resources and property, for which Defendants are strictly, jointly, and severally liable.

253. As a further direct and proximate result of the acts and omissions of Defendants, the State has sustained and will sustain other substantial expenses and damages, including damages for loss of use and enjoyment, for which Defendants are strictly, jointly, and severally liable.

254. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's natural resources and property that are indivisible.

XIII. FOURTH CAUSE OF ACTION

Strict Liability for Failure to Warn **(All Defendants)**

255. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

256. As manufacturers, marketers, distributors, promoters and/or sellers of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, Defendants had a duty to issue warnings to the State, the public, public officials, consumers, and users of the risks posed by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

257. Defendants knew that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would be purchased, transported, stored, handled, used, and disposed of without notice of the hazards which PFOS, PFOA, PFNA, PFHxS and/or PFHpA pose to State natural resources and property.

258. Defendants' failure to warn of these hazards made PFOS, PFOA, PFNA, PFHxS, and/or PFHpA unreasonably dangerous.

259. At all times relevant to this litigation, Defendants have had actual and/or constructive knowledge of facts, including the following, which rendered PFOS, PFOA, PFNA, PFHxS, and/or PFHpA hazardous to State natural resources and property:

- a. Unintended releases of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are commonplace;
- b. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released to the environment through the normal and foreseen use of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;
- c. When PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released into the environment, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have a tendency to mix with groundwater and migrate great distances;
- d. When PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released into the environment, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA persist over long periods of time because PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are recalcitrant to biodegradation and bioremediation;
- e. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA bioaccumulate in humans and wildlife;
- f. Very low concentrations of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA can make water unpotable;
- g. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose risks to human health; and
- h. PFAS are associated with certain cancers in humans.

260. The foregoing facts relating to the hazards that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose to State natural resources and property are not the sort of facts that, at the relevant

times, the State, users, consumers, or the general public could ordinarily discover or protect themselves against absent sufficient warnings.

261. Defendants breached their duty to warn by unreasonably failing to provide warnings concerning any of the facts alleged here to the State, public officials, users, consumers, and/or the general public.

262. Defendants' failure to warn proximately caused reasonably foreseeable injuries to the State. The State and others would have heeded legally adequate warnings, and PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would not have gained approval in the marketplace for use in household, consumer, and other products, and/or PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would have been treated differently in terms of procedures for handling, storage, use, disposal, emergency response, and/or environmental clean-up.

263. As a direct and proximate result of Defendants' acts and omissions, the State's natural resources and property are contaminated with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs and expenses related to contamination of the State's natural resources and property, for which Defendants are strictly, jointly, and severally liable.

264. As a further direct and proximate result of the acts and omissions of Defendants, the State has sustained and will sustain other substantial expenses and damages, including damages for loss of use and enjoyment, for which Defendants are strictly, jointly, and severally liable.

265. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's natural resources and property that are indivisible.

XIV. FIFTH CAUSE OF ACTION

Negligence (All Defendants)

266. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

267. As manufacturers, marketers, distributors, promoters, and/or sellers of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, Defendants owed a duty to the State as well as to all persons whom Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA products might foreseeably harm to exercise due care in the design, manufacturing, promotion, marketing, sale, distribution, testing, labeling, use, warning, and instructing for use of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

268. Defendants had a duty and the financial and technical means to test PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, and to warn public officials, consumers, users, and the general public of the hazardous characteristics of PFAS.

269. Defendants had a duty to not contaminate the environment.

270. Defendants had a duty to not contaminate State natural resources.

271. Defendants represented and claimed that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or their precursors did not require any different or special handling or precautions. Any warnings Defendants did provide were generic and did not suffice to warn reasonable users of the dangers to the environment posed by these chemicals.

272. At times relevant to this litigation, Defendants knew or should have known of the following environmental and health risks, among others:
- a. Unintended releases of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are commonplace;
 - b. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released to the environment through the normal and foreseen use of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;
 - c. When PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released into the environment, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA have a tendency to mix with groundwater and migrate great distances;
 - d. When PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are released into the environment, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA persist over long periods of time because PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are recalcitrant to biodegradation and bioremediation;
 - e. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA bioaccumulate in humans and wildlife;
 - f. Very low concentrations of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA can make water unpotable;
 - g. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose risks to human health; and
 - h. PFAS are associated with certain cancers in humans.

273. The foregoing facts relating to the hazards which PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose to State natural resources and property, are not the sort of facts which the State, users, consumers, and the general public could ordinarily discover or protect themselves against absent sufficient warnings.

274. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA manufactured, marketed, distributed, promoted and/or sold by Defendants were used in a normal and foreseeable manner.

275. Defendants have negligently breached their duties of due care to the State, consumers, users, and the general public by, among other things:

- a. Promoting and defending PFOS, PFOA, PFNA, PFHxS, and/or PFHpA while concealing the threat PFOS, PFOA, PFNA, PFHxS, and/or PFHpA pose to natural resources and property;
- b. marketing, touting, and otherwise promoting the benefits of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA without disclosing the truth about the environmental and potential health hazards posed by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;
- c. failing to eliminate or minimize the harmful impacts and risks posed by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;
- d. failing to curtail or reduce the distribution of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA;
- e. failing to instruct the State, consumers, users, and the general public about the safe handling and use of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA; and/or
- f. failing to warn and instruct the State, consumers, users, and the general public about the risks to natural resources posed by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, about the necessary precautions and steps to prevent or minimize releases of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA in distribution, storage, use and disposal, and about how to remediate such releases promptly.

276. As a direct and proximate result of Defendants' acts and omissions, the State's natural resources and property are contaminated with PFAS. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs and expenses related to contamination of the State's natural resources and property, for which Defendants are jointly and severally liable.

277. As a further direct and proximate result of the acts and omissions of the Defendants, the State has sustained and will sustain other substantial expenses and damages, including damages for loss of use and enjoyment, for which Defendants are jointly and severally liable.

278. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's natural resources and property that are indivisible.

279. Defendants knew that it was substantially certain that their acts and omissions described above would threaten public health and cause extensive contamination of State natural resources

and property. Defendants' conduct in continuing to promote PFOS, PFOA, PFNA, PFHxS, and/or PFHpA was outrageously reprehensible.

XV. SIXTH CAUSE OF ACTION

Public Nuisance **(All Defendants)**

280. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

281. Defendants have manufactured, marketed, distributed, promoted, and/or sold PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA in a manner that created or participated in creating a public nuisance that unreasonably endangers or injures the property, health, safety, and welfare of the general public and the State of Vermont, causing inconvenience and annoyance.

282. Defendants, by their negligent, reckless, and willful acts and omissions set forth above, have, among other things, knowingly unleashed long-lasting PFOS, PFOA, PFNA, PFHxS, and/or PFHpA contamination of State natural resources and property throughout Vermont, having concealed the threat, thereby causing and threatening to cause PFOS, PFOA, PFNA, PFHxS, and/or PFHpA contamination of the State's natural resources and property. Defendants' PFOS, PFOA, PFNA, PFHxS, and/or PFHpA continues to spread in and contaminate more State natural resources and property throughout the State.

283. Each Defendant has caused, contributed to, maintained, and/or participated in a public nuisance by substantially and unreasonably interfering with, obstructing and/or threatening, among other things, (i) Vermonters' common public rights to enjoy State natural resources and property free from unacceptable health risk, pollution, and contamination, and (ii) the State's

parens patriae and public trust abilities to protect, conserve, and manage the State's natural resources.

284. Each Defendant has, at times relevant to this action, caused, contributed to, maintained, and/or participated in the creation of such public nuisance. Among other things, each Defendant is a substantial contributor to such public nuisance as follows:

- a. Defendants manufactured, marketed, distributed, promoted, sold, and/or otherwise placed into the stream of commerce PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA when they knew, or reasonably should have known, that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would escape from industrial processes and household, consumer, and commercial products and contaminate State natural resources and property;
- b. Defendants manufactured, marketed, distributed, promoted, sold, and/or otherwise placed into the stream of commerce PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA that were delivered into the State (and areas affecting the State's natural resources and property), when they knew, or reasonably should have known, that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would be released readily into the environment during the normal, intended, and foreseeable uses of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA; and when released, PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would persist in the environment and not break down, contaminate State natural resources and property, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies, and, ultimately, be difficult and costly to remove; and
- c. Defendants manufactured, marketed, distributed, promoted, sold, and/or otherwise placed into the stream of commerce PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA that were delivered into the State (and areas affecting the State's natural resources and property), when they knew, or reasonably should have known, that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA posed substantial risks to human health.

285. Defendants also had first-hand knowledge and experience regarding releases of PFAS to the environment, including groundwater and other natural resources, because each of them owned, operated, and/or controlled PFAS manufacturing facilities and/or facilities using PFAS where there were releases of PFAS into the surrounding environment that caused substantial contamination. For example, 3M owned, operated, and/or controlled a PFAS manufacturing

facility in Cottage Groves, Minnesota, and disposed of PFAS at sites located in the City of Oakdale, Minnesota; Cottage Grove and Woodbury, Minnesota; and the Washington County Landfill in City of Lake Elmo, Minnesota. There was substantial PFAS contamination associated with these 3M facilities. DuPont owned, operated, and/or controlled a PFAS manufacturing facility in Parkersburg, West Virginia, and the Chambers Works site in New Jersey. There was substantial PFAS contamination associated with these DuPont facilities.

286. Despite their knowledge that contamination of the State's natural resources and property with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA was the inevitable consequence of their conduct, Defendants failed to provide adequate warnings or special instructions, failed to take any other reasonable precautionary measures to prevent or mitigate such contamination, and/or affirmatively misrepresented the hazards of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA in their product information and/or instructions for use.

287. Defendants knew, or in the exercise of reasonable care should have known, that the introduction and use of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would and has unreasonably and seriously endangered, injured, and interfered with the ordinary comfort, use, and enjoyment of natural resources and property relied upon by the State and its citizens.

288. Defendants have caused, contributed to, maintained, and/or participated in a public nuisance that has caused substantial injury to the State's natural resources and property, in which the public has interests represented by and protected by the State in its trustee and *parens patriae* capacities. Defendants' conduct also threatens to cause substantial additional injury to the State's natural resources and property. The public nuisance has caused and/or threatens to cause substantial injury to property directly owned by the State.

289. The contamination of the State's natural resources and property with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA is ongoing. PFOS, PFOA, PFNA, PFHxS, and/or PFHpA continue to threaten, migrate into, and enter the State's natural resources and property, and cause new contamination in new locations.

290. As a direct and proximate result of Defendants' acts and omissions, the State's natural resources and property are contaminated with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs and expenses related to contamination of the State's natural resources and property, for which Defendants are jointly and severally liable.

291. As a further direct and proximate result of Defendants' acts and omissions, the State has sustained and will sustain other substantial expenses and damages, including damages for loss of use and enjoyment, for which Defendants are jointly and severally liable.

292. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's natural resources and property that are indivisible.

XVI. SEVENTH CAUSE OF ACTION

Private Nuisance **(All Defendants)**

293. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

294. The State's property and public trust resources have been contaminated by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA as a direct and proximate result of the intentional and unreasonable, negligent and reckless conduct of Defendants, all as alleged in this Complaint.

These resources and property include state parks, beds and banks of surface water bodies, water wells, and resources held in trust by the State, such as groundwater.

295. As a direct and proximate result of Defendants' acts and omissions creating the above-described nuisance, the State has suffered injuries from contamination of State-owned property and public trust resources. Defendants' acts and omissions have substantially, intentionally, and unreasonably interfered with, obstructed, violated, and/or threatened, among other things, the State's interests in its property and public trust resources. This harm far outweighs any utility or benefit derived from this intentional conduct.

296. As a direct and proximate result of Defendants' acts and omissions, the State's property and public trust resources were and are contaminated with PFOS, PFOA, PFNA, PFHxS and/or PFHpA. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, monitoring and/or other costs and expenses related to contamination of the State's property and public trust resources, for which Defendants are jointly and severally liable.

297. As a further direct and proximate result of Defendants' acts and omissions, the State has sustained and will sustain other expenses and damages, including damages for loss of use and enjoyment, for which Defendants are jointly and severally liable.

298. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's property and public trust resources that are indivisible.

XVII. EIGHTH CAUSE OF ACTION

Trespass **(All Defendants)**

299. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

300. The State has significant property interests in the natural resources of the State. These property rights and interests include, but are not limited to, the State's public trust and *parens patriae* interests and authority in protecting such natural resources from contamination and injury.

301. A trustee by definition is authorized to take action to protect trust property as if the trustee were the owner of the property.

302. The State also brings this action in its *parens patriae* capacity on behalf of its citizens to protect quasi-sovereign interests, including the integrity of the State's natural resources. The State in its *parens patriae* capacity seeks relief for the invasion of its citizens' possessory interests by PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

303. The State never authorized Defendant's invasion of its natural resources and property with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA.

304. The State owns in fee certain property within the State, including lands and water wells.

305. Defendants knew, or in the exercise of reasonable care should have known, that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA are hazardous to natural resources and property, including groundwater, surface water, and public water systems, and including the property and interests of the State.

306. Defendants' acts and omissions directly and proximately caused and continue to cause PFAS to intrude onto and contaminate State natural resources and property, including water systems, surface water, groundwater systems, and zones of influence of the areas that supply production wells within the State.

307. At the time of Defendants' acts and omissions, Defendants knew with substantial certainty that PFOS, PFOA, PFNA, PFHxS, and/or PFHpA would reach onto and contaminate

State natural resources and property, including water systems, surface water, groundwater systems, and zones of influence of the areas that supply production wells within the State.

Defendants' knowledge was based on their knowledge of the properties of PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, their knowledge and experience regarding PFOS, PFOA, PFNA, PFHxS, and/or PFHpA contamination at their own facilities where they manufactured and/or used PFOS, PFOA, PFNA, PFHxS, and/or PFHpA, and other conduct alleged in this Complaint. Despite this knowledge, Defendants manufactured, marketed, distributed, promoted, and/or sold PFOS, PFOA, PFNA, PFHxS, and/or PFHpA and/or products containing PFOS, PFOA, PFNA, PFHxS, and/or PFHpA with a profit motive in a way that has harmed the State.

308. As a direct and proximate result of the trespass, the State has been damaged and is entitled to compensatory damages for the costs of investigation, remediation, and treatment, damages for loss of use and enjoyment of State natural resources and property, cost of restoring State natural resources and property to their original conditions as if the trespass had not occurred, and/or other relief the State may elect at trial.

309. As a direct and proximate result of Defendants' acts and omissions, the State's natural resources and property are contaminated with PFOS, PFOA, PFNA, PFHxS, and/or PFHpA. The State has incurred, is incurring, and will incur, investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs and expenses related to contamination of the State's natural resources and property, for which Defendants are jointly and severally liable.

310. As a further direct and proximate result of Defendants' acts and omissions, the State has sustained and will sustain other substantial expenses and damages, including damages for loss of use and enjoyment, for which Defendants are jointly and severally liable.

311. Defendants' acts and omissions have caused and/or threatened to cause injuries to the State's natural resources and property that are indivisible.

XVIII. NINTH CAUSE OF ACTION

Violation of Voidable Transactions Act (Historical DuPont, Corteva, Inc., DuPont de Nemours, Inc., and The Chemours Company)

312. The State realleges and reaffirms each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

313. The State seeks equitable and other relief pursuant to the Uniform Voidable Transaction Act (UVTA), as adopted by the State of Vermont, against Historical DuPont, Corteva, Inc., DuPont de Nemours, Inc., and The Chemours Company (collectively, the UVTA Defendants). 9 V.S.A. § 2285, et seq.

314. Under the UVTA: “[a] transfer made or obligation incurred by a debtor is voidable as to a creditor, whether the creditor’s claim arose before or after the transfer was made or the obligation was incurred, if the debtor made the transfer or incurred the obligation: (1) with actual intent to hinder, delay, or defraud any creditor or the debtor; or (2) without receiving a reasonably equivalent value in exchange for the transfer or obligation, and the debtor: (i) was engaged or was about to engage in a business or a transaction for which the remaining assets of the debtor were unreasonably small in relation to the business or transaction; or (ii) intended to incur, or believed or reasonably should have believed that the debtor would incur, debts beyond the debtor’s ability to pay as they became due.” 9 V.S.A. § 2288(a).

315. The UVTA Defendants have (a) acted with actual intent to hinder, delay and defraud parties, and/or (b) without receiving a reasonably equivalent value in exchange for the transfer or obligation, and (i) were engaged or were about to engage in a business for which the remaining assets of The Chemours Company were unreasonably small in relation to the business; or (ii)

intended to incur, or believed or reasonably should have believed that The Chemours Company would incur, debts beyond its ability to pay as they became due.

316. The UVTA Defendants engaged in acts in furtherance of a scheme to transfer Historical DuPont's assets out of the reach of parties such as the State of Vermont that have been damaged as a result of the UVTA Defendants' conduct, omissions, and actions described in this Complaint.

317. It is primarily Historical DuPont, rather than The Chemours Company, that for decades manufactured, marketed, distributed, and/or sold PFAS and/or products containing PFAS with the superior knowledge that they were toxic, mobile, persistent, bio-accumulative, and bio-magnifying, and through normal and foreseen use, would impact the State's groundwater, drinking water, surface waters, fish, wildlife, and other natural resources, and State property.

318. As a result of the transfer of assets and liabilities described in this Complaint, the UVTA Defendants have attempted to limit the availability of assets to cover judgments for all of the liability for damages and injuries from the manufacturing, marketing, distribution and/or sale of PFAS and products containing PFAS.

319. At the time of the transfer of its Performance Chemicals Business to The Chemours Company, Historical DuPont had been sued, threatened with suit, and/or had knowledge of the likelihood of litigation to be filed regarding DuPont's liability for damages and injuries from the manufacturing, marketing, distribution, and/or sale of PFAS and/or products containing PFAS compounds.

320. The UVTA Defendants acted without receiving a reasonably equivalent value in exchange for the transfer or obligation, and Historical DuPont believed or reasonably should

have believed that The Chemours Company would incur debts beyond The Chemours Company's ability to pay as they became due.

321. At all times relevant to this action, the claims, judgment, and potential judgments against The Chemours Company potentially exceed The Chemours Company's ability to pay.

322. Pursuant to 9 V.S.A. § 2288(a), the State seeks avoidance of any transfer of Historical DuPont liabilities for the claims brought in this Complaint and to hold the UVTA Defendants liable for any damages or other remedies that may be awarded by the Court or jury under this Complaint.

323. The State further seeks all other rights and remedies that may be available to it under the UVTA, including prejudgment remedies as available under applicable law, as may be necessary to fully compensate the State for the damages and injuries it has suffered as alleged in this Complaint.

XIX. PUNITIVE DAMAGES

(All Defendants)

324. Defendants' reprehensible conduct in manufacturing, marketing, distributing, promoting, and/or selling PFAS and/or products containing PFAS was undertaken with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon the State of Vermont. Defendants' conduct was outrageously reprehensible and malicious. Defendants acted and/or failed to act with conscious and deliberate disregard for a known, substantial, and intolerable risk of harm, with the knowledge that their acts or omissions were substantially certain to result in the threatened harm, and/or as a matter of free and intentional business choices. Therefore, the State requests an award of punitive damages to the

maximum extent permitted by law in an amount reasonable, appropriate, and sufficient to punish Defendants and deter them from committing the same or similar tortious acts in the future.

PRAYER FOR RELIEF

The State of Vermont seeks judgment against all Defendants for:

- A. Compensatory damages arising from PFAS contamination and injury of State natural resources and property, including groundwater, surface waters, drinking water supplies, biota, wildlife including fish, and their associated soils, sediments, and uses, and other State natural resources and property, according to proof, including, but not limited to:
- (i) natural resource damages;
 - (ii) loss-of use damages;
 - (iii) costs of investigation;
 - (iv) costs of testing and monitoring;
 - (v) costs of providing water from an alternate source;
 - (vi) costs of installing and maintaining wellhead treatment;
 - (vii) costs of installing and maintaining a wellhead protection program;
 - (viii) costs of installing and maintaining an early warning system to detect PFAS before it reaches wells;
 - (ix) costs of remediating PFAS from natural resources including groundwater, surface waters, soils, sediments, and other natural resources;
 - (x) costs of remediating PFAS contamination at release sites;
 - (xi) any other costs or other expenditures incurred to address PFAS contamination and injury; and

- (xii) interest on the damages according to law;
- B. Injunctive and equitable relief to compel Defendants to abate the continuing nuisance and trespass by removing PFAS from State natural resources and property;
- C. Ordering that the State is entitled to avoid any transfer of Historical DuPont liabilities to The Chemours Company and put the State in the position it would have been had the transfer not occurred;
- D. Punitive damages;
- E. Costs (including reasonable attorney fees, court costs, and other expenses of litigation);
- F. Prejudgment interest; and
- G. Any other and further relief as the Court deems just, proper, and equitable.

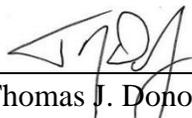
JURY TRIAL DEMANDED

The State demands a trial by jury.

Dated: June 26, 2019

STATE OF VERMONT

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