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REAL ESTATE INVESTMENT ADVISORS

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MEMORANDUM

To: Peter Erb

From: David G. White

Date: November 21, 2011

Re: Response to memo of September 26, 2011

Thank you for providing your feedback, concerns and questions on regulatory issues in your September 26 memo. After meeting as a team, we are confident that we can adequately address each of your questions. Please let us know if you have any further questions.

I) Conditional Use

1) Light spillage to outside from inside?

Response: Such light will be minimal. Using LEED principles in the interior lighting design dictates that the maximum candlepower of light fixtures lands on opaque surfaces.

II) Site Plan Review Standards (Sec 4.3.4)

2) Bike Rack?

Response: A bike rack will be located on the sidewalk to the south of the entry vestibule. It will be added to the next revision of the plans.

3) Vehicular connection to property to the west?

Response: This is not a formal part of our proposal. The comment during the hearing was simply intended to point out that the design does not preclude a connection in the future if it makes sense.

- 4) At the pedestrian crossing within parking lot near Commerce St. Extension, add stops signs and/or embossed surface for pedestrians?

Response: This crosswalk will have the same crosswalk pavement markings as are typical at other storefront crossings and street intersections. Stop signs are not needed, as drivers should give the same consideration to pedestrians in all crosswalks. Moreover, drivers in parking lots are typically moving more slowly than on streets where they routinely interact with pedestrian crossings.

- 5) How will grease trap be accessed?

Response: Trucks will remain on the pavement and service the grease trap by hose.

- 6) Northern area -- tree protection from snowplows and rodents?

Response: The trees in the northern area are about 10 feet behind the curb line. Snow plows will not be going over the curb. The project's landscape architects, SE Group, assure us that the trees do not need any supplemental protection against either snow plows or rodents.

- 7) Snow storage where farmer's market shed is located?

Response: We will revise this on the plans. If the farmer's market goes in, we will not store snow there.

- 8) Prevent snow from going down northern slope and blocking drainage ditch?

Response: Snow will not be plowed or moved so as to create a dam on the adjacent property. If the snow in the northern landscaped area reaches a mass that may create a problem, it will be hauled off the property to a proper disposal site. The stormwater system is designed to substantially reduce the volume of water running through the swales adjacent to the Darkstar property. The vast majority of runoff, both from rain and snowmelt, will be collected within the parking lot and piped around the Darkstar property to a point on the north side of Commerce Street.

- 9) Does snow melt require stormwater treatment?

Response: The vast majority of melted snow will be treated by the project's on-site stormwater system. Any stormwater or melted snow that bypasses the on-site

system will still go through the existing stormwater pond behind Tailhook Towing.

10) Routine off-site snow removal?

Response: We will only truck away the snow if the area is too full and constrains parking or may overflow off the northern storage area. Store operations personnel will determine when snow is to be removed from the lot, based on maintaining sufficient parking, circulation and access for public safety equipment.

11) Dry hydrant in the canal?

Response: Hannaford is willing to install a dry hydrant in the canal. Our engineer will work with the fire chief to determine a location.

12) Adequacy of screening. Provide leaf-off images?

Response: We are working on leaf-off images and will provide them when they are ready.

13) Exterior building design?

Response: We will address this question separately.

14) Adequacy of stormwater system design?

General response: The existing permitted stormwater system in Commerce Park was designed and permitted under earlier regulations. Those rules focused primarily on water quantity (flood) control during up to a ten year storm. Nothing was included in the permit for larger storm events. Furthermore, those rules required little in the way of water quality treatment.

Unlike all the other existing stormwater systems in Commerce Park, Hannaford's stormwater system will fully comply with the current rules for volume (flood) control, ground water recharge and water quality. Although the rules only require Hannaford's system to address 10 year storm events, the system will also retain much larger storms, as will be discussed below. Thus, this system is considerably superior to anything presently existing in Commerce Park.

I am submitting with this memo a revised stormwater plan – Sheet C6, last revised 11-18-11. It should replace the version the Town currently has in its files.

i) Elevation of catch basin at loading docks?

Response: The catch basin elevations are correct. The catch basin at the truck docks is at an elevation of 341.0'. This is 4' below the finished floor grade of

345'. Catch basins #9, #10, and #11 are all located at low spots even though the rim elevations are the same. The finish grade contours show how the water will drain to each catch basin.

ii) Outflow from wetland area along Mechanicsville Road?

Response: Any water not retained by the "Mechanicsville" wetland is collected by catch basin #7 and will enter the stormwater treatment system. There is no regulatory requirement to separate stormwater that flows from the wetland into our stormwater collection system. The system has been designed to accommodate run-off from this area.

iii) Is the existing culvert north of catch basin #14 adequately sized to accommodate the increased flows from Hannaford?

Response: Catch Basin #14 is incorrectly labeled on the version of the plan that was submitted to the town. The catch basin labeled #14 is actually CB #15. A revised sheet #C6 is attached that corrects the labeling; increases the discharge pipe size from 15" to 18"; and entirely separates the Hannaford system from the Darkstar system. The system has been modeled for the 1-yr, 10-yr and 25-yr storm events. Only the 25-yr storm event causes some water to pond. By entirely separating the discharge of Hannaford's stormwater from the discharge for the drainage swale along the Darkstar property any question of Hannaford's system affecting Darkstar should be eliminated.

iv) Are the unpaved areas next to the store pervious, or is there a compacted travel surface for maintenance and access?

Response: The unpaved areas to the south and west of the building are composed of fill material and could be driven on from time to time if necessary. But they will be pervious.

v) What will happen in larger storm events? Will there be impacts on surrounding properties?

Response: In accordance with State stormwater permit requirements, the site has been designed to provide treatment and storage for the 1-yr and 10-yr storm events. During extreme storm events (25-yr and 50-yr) water will back up in the system and temporary ponding will occur within the curbs of the Hannaford parking lots. With the previously mentioned change to the outlet from CB #15, the larger storm events should not affect the surrounding properties.

vi) Will the underground stormwater chambers fill with ground water?

Response: The storm chambers will primarily be located in filled areas above existing grade with little susceptibility to infiltration of groundwater. The only area where the storm chambers are located below the existing grade is in the northeast corner of the parcel. To address potential infiltration of ground water in this area, an outlet control structure has been set at elevation 337.25'. Any ground water which builds up to that elevation will pass through the system. Only the storage volume above elevation 337.25' is included in the stormwater calculations.

vii) There is a 30' wide stormwater facility on the western side of the project contained in the state stormwater approval for Commerce Park. The site plan indicates that approximately 10 feet of its existing width will be filled in and retained by a wall.

(1) It should be established that this will not alter the functioning of this treatment area.

Response: The drainage ditch will remain along the property line to transport runoff from the adjacent parcel into the commercial park's stormwater system. It serves a relatively small drainage area. The 20' remaining in width will be more than adequate for its existing function. Existing stormwater from Lot #15 which currently flows into the drainage ditch will be diverted into the proposed stormwater system, substantially decreasing water volume in that ditch.

(2) Is the area to be filled in necessary for stormwater storage if down stream areas back up?

Response: The primary purpose of the existing drainage ditch is to transport stormwater runoff to the Giroux subdivision stormwater system. Water does not back up in this swale, it is not required for storage.

(3) Can these modifications be made without a change to the permit?

Response: Modifications to the existing permit are not expected to be required.

viii) What stormwater event can the 15 inch pipe exiting Lot #15 handle before water will back up on Lot # 15.

Response: The discharge pipe from the site has been increased from 15" to 18". The site storage system has been designed to handle the 1-yr and 10-yr storm events. During 25-yr and 50-yr storm events the design intent is to allow water to back up and temporarily pond within the curbed parking area.

- ix) If the 15” pipe cannot carry the water from extreme storm events, will the development on Lot # 15 cause flooding on neighboring properties that would not currently happen?

Response: The discharge pipe from the site has been increased from 15” to 18”. During the 25-yr and 50-yr storm events the site is designed to contain temporary ponding in the parking area. The ponding does not reach the levels where it ‘spills’ over onto neighboring properties.

- x) The water may flow more quickly through the pipe than the grass lined wider swale. Will the replacement of the swales for stormwater discharge and treatment by a piped discharge system alter the velocity and timing of the entry of the stormwater into Patrick Brook in extreme events and impact the flow of stormwater from other areas of commerce that share the detention area on the Jolley property?

Response: The on-site storage system and the 18” outlet pipe from the site will mitigate any negative impacts to Patrick Brook from an extreme storm event. The discharge from the site will be limited to the flow capacity of the 18” outlet pipe. Any excess flows will temporarily pond on site.

- xi) In the existing conditions plan all the wetlands on the NBM Bank, the old and new post office properties and lot #15 drain together down the center of lot # 15. The new stormwater plan has the northern remnant of wetland on this property as well as those on the other properties draining through a culvert to the East-West ditch directly behind Darkstar. Will this change in the outlet location of these wetlands impact Darkstar differently than now happens, especially in extreme events?

Response: The drainage area from Lot #15 and other contributing lots which currently outlets along the Darkstar property has been greatly reduced with the proposed Hannaford drainage system. Even in the largest storm events, the existing swale on the south and west side of the Darkstar property should see less flow than exists today.

- 15) Will the project comply with state erosion control guidelines and permits?

Response: Yes. We will apply for and abide by a state construction-period erosion control permit.

- 16) Will the water volumes in the retained wetland areas increase?

Response: The drainage system has been designed to maintain hydrology in both retained wetland areas in a condition similar to what exists.

- 17) Consistency with the Town plan.

- a. Pattern of Development. Is the store an appropriate size for a town the size of Hinesburg?

Response: The 2005 Town Plan discusses Pattern of Development with respect to the Village in Sections 3.1 and 3.2. These sections describe the Village Core (which includes Commerce Park) as “compact built landscape that stands in contrast to the surrounding rural landscape”. It says the Village Core is “...Hinesburg’s primary growth center where essential municipal infrastructure... provide(s) for mixed uses at higher densities than the rest of town”. Moreover, “the variety of residential types and businesses in the Village make it both a lively place and the economic, social and institutional center for the Town”. Nothing in the Town Plan suggests that a grocery store should be limited in size.

Despite concerns raised by some about the size of the store, 36,000 square feet is actually quite small for a modern grocery store. By way of comparison, here are approximate sizes of some other Chittenden County stores with which you may be familiar:

Shaw’s – Shelburne Rd. 73,300 SF

Price Chopper – Shelburne Rd. 72,900 SF

Shaw’s – Tafts Corners 63,000 SF

Hannaford – Dorset St. 48,600 SF

Hannaford – Tafts Corners 47,800 SF

Hannaford – North Ave. 47,800

Hannaford – Shelburne Rd. 45,400 SF

Moreover, it is not uncommon for stores similar in size to the proposed Hinesburg Hannaford to be in comparably sized towns. We have prepared a spreadsheet (enclosed) that illustrates this. This spreadsheet shows a sampling of towns under 9,000 in population across Vermont, New Hampshire, Maine and upstate New York. Each town has its own unique characteristics. For example, some draw from a larger geographic area beyond the host town, others less so. Some have only one supermarket. Others have multiple stores. And, the populations on this list vary widely, from under 2,000 to over 8,000. For our purposes, perhaps the best way to compare these diverse communities is to look at square foot of supermarket/groceries per resident of the host town. Among these sample towns you’ll find a range from 5.17 SF per capita to a high of 20.1 SF per capita. Hinesburg with the proposed Hannaford would fall in the middle at 7.8 SF per capita.

Obviously one can find reasons why none of these towns are just like Hinesburg. Yet collectively this information paints a clear picture that the

proposed Hannaford is not over-sized for Hinesburg when compared to other communities in the region.

- b. Preservation of significant natural and cultural resources. Confirmation of wetland delineation needed?

Response: The 2005 Town Plan has no mention of any significant natural or cultural resources on Lot # 15. Nonetheless, independent verification of the wetland delineation has been provided. The wetland delineation was done by VHB using the US Army Corps of Engineer's procedures. VHB's delineation has been field-reviewed by both the Marty Abair of the US Army Corps of Engineers and Alan Quackenbush of the Vermont Agency of Natural Resources's wetlands office.

- c. Public Facilities. Consistency will depend on conformance with the Official Map?

Response: The 2005 Town Plan mentions the possibility of adopting an Official Map. The Official Map was subsequently adopted in 2009. Under state statute, an Official Map is an implementation of the Town Plan, not part of the Town Plan itself. We may or may not need to conform to the Official Map as a regulatory document. That is a separate question. One cannot look to the map to determine conformance with the Town plan, but only to the plan itself.

III) Section 5.6 Design Standards for Commercial and Industrial Uses.

- 18) Shade trees needed on east side of entry drive between the Bank's driveway and Hannaford's lot?

Response: As you point out in your memo, the proposed trees along the entry drive are closer than required under the ordinance, so we are not trying to avoid planting trees. We have not placed trees in this particular area in order to minimize the amount of impact on the adjacent wetlands. We have authorization from the bank to place a filled slope onto their property which would allow planting trees. However, doing so would increase wetland impacts. We have elected to use a retaining wall in this area (which is more expensive than the filled slope would be) to minimize wetland impacts. The available area above the retaining wall is not sufficient for trees to be planted.

- 19) Parking and loading areas.
 - a. Confusion about location of front yard.

Response: It is likely that many people think of a "front yard" as being in front of the building. Yet, in the zoning world that is generally not the way a front yard is defined. In zoning, the front yard is generally

considered to be at the front of the *lot* regardless of where the front of the building may be. Often the front of the building faces the front of the lot and thus the front yard meets both descriptions – it is both at the front of the lot and in front of the building. But that is not always the case. So it is with the Hannaford design in which the front of the building faces a side of the lot. The idea in zoning is to have the required front yard along the public road (regardless of which way the building faces) so that there is a predominantly green yard on the most visible part of the lot; in this case, that is along Mechanicsville Road.

- b. If Hannaford can operate with so many fewer spaces while the farmer's market is operating, why not entirely eliminate those spaces?

Response: The farmer's market operates during times when Hannaford expects to experience lower customer volume and will need fewer parking spaces. Parking must be constructed to meet peak demand, so as to prevent its customers' cars from spilling over onto neighboring properties. The proposed parking represents Hannaford's expected peak demand.

20) Sidewalks and trails.

- a. The sidewalk through the site from the canal to Commerce Street should serve the town as well as Hannaford.

Response: Hannaford's lot will remain private property with private walks and drives (other than the existing public sidewalk along the canal). As a practical matter we acknowledge that the public may from time to time use the sidewalks to pass through the property.

- b. Is there at least 5 ft clear sidewalk under the canopy in front of the store?

Response: Approximately eight feet of clear space exists between the building's front and the parking lot. This grows to about ten feet between the edge of the canopy and the parking lot. So the sidewalk area in front of the store easily exceeds the zoning minimum of five feet.

The canopy area provides protection for a number of items, as can be seen on Sheet C3. In some areas, this results in less than five feet of clear space under the canopy. However, in no area does it diminish the clear width of the sidewalk beyond. There are no planters under the canopy.

- c. Deed easement to Town for sidewalk through the site?

Response: Lot # 15 and its improvements, except for the existing sidewalk easement along the canal, will remain private property to be owned and

maintained by the lot owner. We see no basis in the ordinance for requiring a public easement through the site.

- d. Agreement to allow farmer's market to operate on the property?

Response: The form and details of an agreement to host the farmer's market will need to be negotiated with the operators of the market, just as the Town would need to negotiate with them if the market were to go onto Lot #1.

- e. Easement for pocket park?

Response: Hannaford is willing to offer an easement deed for the pocket park.

- 21) Vending machines are outdoor sales and are not permitted.

Response: The description of the permitted use in the zoning is "Retail establishments where all sales and storage of goods is indoors". My interpretation was that this was intended to exclude what is sometimes called "large lot" retail such as lumber yards, equipment dealers and auto dealers. We did not expect it was meant to exclude vending machines or occasional outdoor display of product in front of stores, both of which are seen around town. Kindly consider this and let us know your thoughts.

- 22) Are transformers behind the building and not pole mounted?

Response: Yes.

- 23) What is a water bottle return bin?

Response: Five-gallon water bottles for home use are sold (full) inside the store. The water bottle return bin outside the store enables the customer to return the empty container without having to take it into the building. Primo Water Corporation, a water vendor, furnishes this enclosure.

| Grocery Store Size VS Population | | | | | | 11/20/2011 | | | | | |
|--|---------------------------|----------------------|----------------------|--------------------------|------------------|------------------|------------------|-----------------------------|---|--|--|
| Sampling of Towns in VT, NH, ME and upstate NY, with populations under 10,000. | | | | | | | | | | | |
| Sorted by "Square Feet Per Resident" column | | | | | | | | | | | |
| All store sizes are approximate | | | | | | | | | | | |
| State | City | Population (2009) | Hannaford (SQ FT) | Price Chopper (SQ FT) | Shaws (SQ FT) | Other (SQ FT) | Total (SQ FT) | Square Feet Per Resident | Other Store Name | Notes | |
| NH | North Hampton | 4,180 | | | 64,000 | 20,000 | 84,000 | 20.10 | Philbrick's Fresh Market | | |
| NH | Warner | 2,938 | | | | 53,000 | 53,000 | 18.04 | Market Basket | | |
| NH | Stratham | 7,196 | | | 78,000 | 43,002 | 121,002 | 16.82 | Market Basket | | |
| ME | Dover-Foxcroft | 3,803 | | | 43,700 | 14,000 | 57,700 | 15.17 | Save-A-Lot | | |
| ME | Blue Hill | 2,292 | | | | 34,400 | 34,400 | 15.01 | Tradewinds, Merrill and Hinckley | | |
| VT | BRADFORD | 2,649 | 36,000 | | | | 36,000 | 13.59 | | Approved Hannaford store to be constructed | |
| ME | Newport | 3,282 | | | | 44,000 | 44,000 | 13.41 | Bud's | | |
| NH | Colebrook | 2,077 | | | | 27,000 | 27,000 | 13.00 | LaPerle's IGA | | |
| VT | ENOSBURGH | 2,709 | 34,408 | | | | 34,408 | 12.70 | | | |
| VT | MORRISVILLE + MORRISTOWN | 7,918 | 46,832 | 53,600 | | | 100,432 | 12.68 | | | |
| NH | Lee | 4,240 | | | | 52,800 | 52,800 | 12.45 | Market Basket | | |
| ME | Wiscasset | 3,727 | | | 43,659 | | 43,659 | 11.71 | | | |
| NH | Hillsborough | 5,108 | | | 59,100 | | 59,100 | 11.57 | | | |
| ME | China | 4,402 | 36,045 | | | 13,340 | 49,385 | 11.22 | The Market & Deli, Toby's General Store | | |
| NH | Swanzey | 7,249 | | | | 76,500 | 76,500 | 10.55 | Market Basket | | |
| VT | MANCHESTER VILLAGE + TOWN | 4,958 | | 14,900 | 37,200 | | 52,100 | 10.51 | | | |
| VT | MIDDLEBURY | 8,292 | 48,316 | | 33,816 | 5,000 | 87,132 | 10.51 | Greg's Meat Market | | |
| NH | Lancaster | 3,228 | | | 33,900 | | 33,900 | 10.50 | | | |
| VT | WATERBURY Village +Town | 7,110 | | | 50,350 | 20,850 | 71,200 | 10.01 | RJ's Friendly Market | | |
| ME | Fort Kent | 4,390 | | | | 42,890 | 42,890 | 9.77 | Paradis, John's Yankee Grocery | | |
| ME | Freeport | 8,391 | | | | 80,263 | 80,263 | 9.57 | Bow Street Market and Royal River Natural Foods | | |
| ME | Dexter | 3,582 | | | | 32,800 | 32,800 | 9.16 | Bud's, other independent | | |
| NH | Alton | 5,065 | 35,890 | | | 10,000 | 45,890 | 9.06 | The Meat House | | |
| VT | ST. JOHNSBURY | 7,395 | | 44,692 | | 22,000 | 66,692 | 9.02 | Whites Market | | |
| ME | Pittsfield | 4,066 | | | | 36,500 | 36,500 | 8.98 | Bud's, Danis, P&M | | |
| VT | WAITSFIELD | 1,692 | | | 15,185 | | 15,185 | 8.97 | | | |
| NH | Northwood | 4,077 | 35,600 | | | | 35,600 | 8.73 | | | |
| ME | Caribou | 8,282 | | | | 71,555 | 71,555 | 8.64 | Paradis, Sleepers, Roys, Dodos, Save-a-lot | | |
| ME | Bridgton | 5,845 | 35,890 | | | 13,069 | 48,959 | 8.38 | Food City (North) | | |
| NH | Walpole | 4,089 | | | 34,000 | | 34,000 | 8.31 | | | |
| ME | Bath | 8,653 | | | 57,000 | 12,500 | 69,500 | 8.03 | Brackett's Market IGA | | |
| VT | WILMINGTON | 2,347 | | | 18,848 | | 18,848 | 8.03 | | | |
| VT | VERGENNES | 2,670 | | | 21,120 | | 21,120 | 7.91 | | | |
| NH | Bristol | 3,511 | | | | 27,630 | 27,630 | 7.87 | Bristol Shop 'n Save | | |
| VT | HINESBURG | 4,613 | 36,000 | | | | 36,000 | 7.80 | | Proposed store | |
| ME | Gray | 7,496 | 36,337 | | | 16,000 | 52,337 | 6.98 | Shop N Save | | |
| VT | FAIRHAVEN | 3,142 | | | 21,700 | | 21,700 | 6.91 | | | |
| VT | LUDLOW | 2,631 | | | 18,000 | | 18,000 | 6.84 | | Shaw's expanding soon | |
| NH | Peterborough | 5,961 | | | 37,500 | 2,800 | 40,300 | 6.76 | Nature's Green Grocer | | |
| ME | Corinth | 2,713 | | | | 18,000 | 18,000 | 6.63 | Tradewinds Richfood | | |
| ME | Greene | 4,393 | | | | 29,000 | 29,000 | 6.60 | Greene IGA | | |
| VT | RANDOLPH | 5,308 | | | 34,500 | | 34,500 | 6.50 | | | |
| NH | Belmont | 6,779 | | | 38,900 | 5,000 | 43,900 | 6.48 | Gourmet Food Barn | | |
| ME | Milo | 2,096 | | | | 13,000 | 13,000 | 6.20 | Tradewinds Marketplace | | |
| NY | Ballston Spa | 5,800 | 35,693 | | | | 35,693 | 6.15 | | | |
| VT | LYNDON + LYNDONVILLE | 5,685 | | | | 33,417 | 33,417 | 5.88 | White's Market | | |
| NY | Duanesburg | 6,104 | 35,812 | | | | 35,812 | 5.87 | | | |
| ME | Buxton | 8,378 | 35,621 | | | 12,500 | 48,121 | 5.74 | Plummer's | | |
| ME | Winthrop | 6,416 | 36,397 | | | | 36,397 | 5.67 | | | |
| NH | Newport | 6,348 | | | 36,000 | | 36,000 | 5.67 | | | |
| VT | MONTPELIER | 7,895 | | | 20,441 | 22,000 | 42,441 | 5.38 | Hunger Mountain Co-Op | | |
| NY | Hudson Falls | 6,648 | 35,621 | | | | 35,621 | 5.36 | | | |
| VT | WOODSTOCK | 3,140 | | | | 16,600 | 16,600 | 5.29 | Mac's , Woodstock Farmers Market | | |
| VT | RICHFORD | 2,303 | | | | 11,914 | 11,914 | 5.17 | Mac's | | |