



Photograph W1: Wetland 2009/2010/2011-1, from northwest corner of site, looking east (ARC of VHB, 10/20/09)



Photograph W2: Wetland 2009/2010/2011-1, from north boundary of site, looking southeast (ARC of VHB, 10/20/09)



Photograph W3: Wetland 2009/2010/2011-1, from south corner of site, looking north (CMM, VHB, 9/17/10)



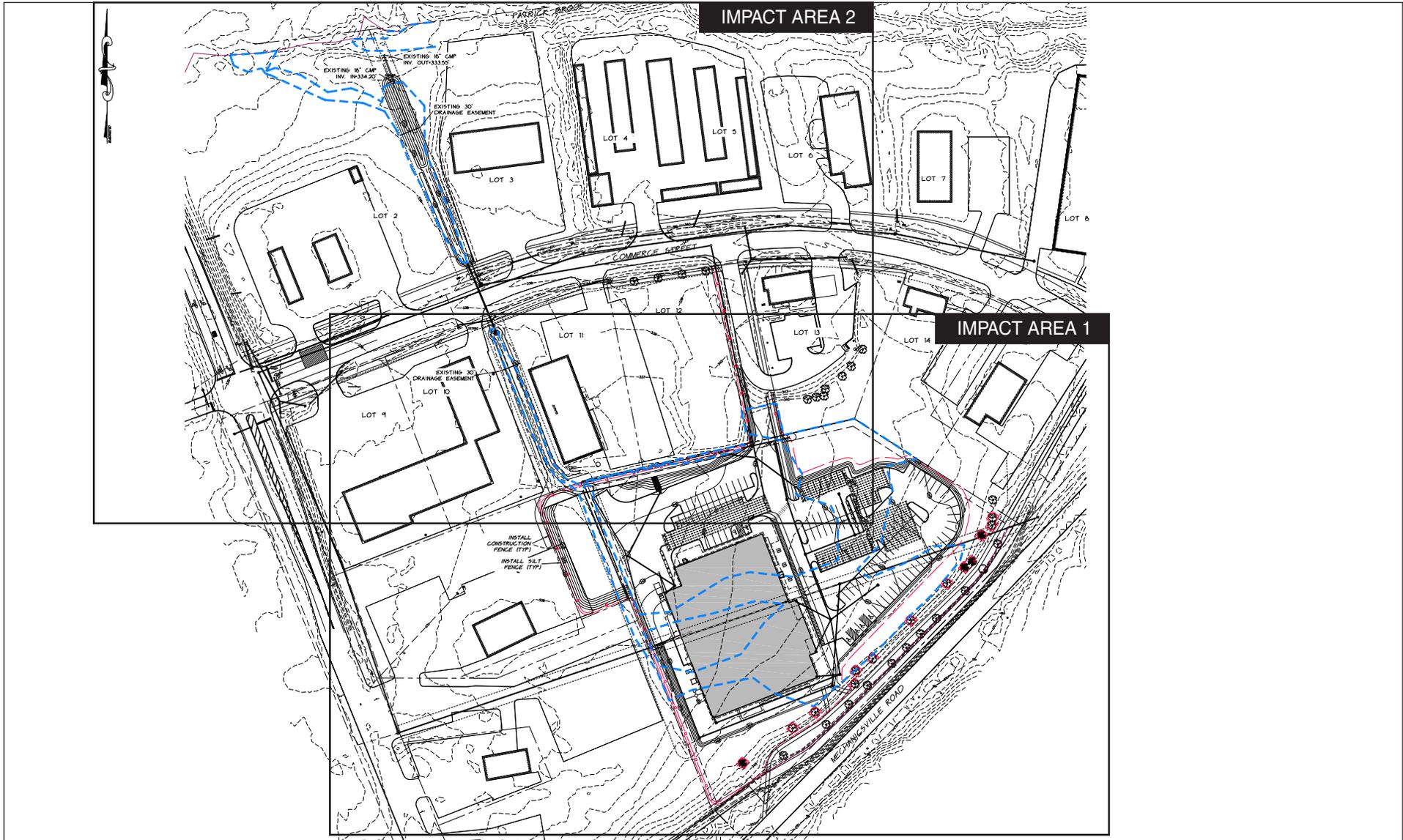
Photograph W4: Wetland 2009/2010/2011-1, from approximate center of site, looking north (DGW of White & Burke Real Estate Investment Advisors, 12/13/10)



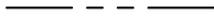
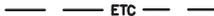
Photograph W1: Existing Ditch/ Wetland 2011-2, from Commerce Street, looking north (PBW, VHB 12/7/11)



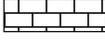
Photograph W6: Wetland 2011-2, from existing stormwater pond, looking south (PBW, VHB 12/7/11)



	SCALE (FT): 	PROPOSED HANNAFORD SUPERMARKET AND PHARMACY INDEX MAP		APPLICATION BY: MARTIN'S FOODS OF SOUTH BURLINGTON, INC.
	DATUM: NAVD 88	LOCATION: SOUTHEAST OF THE INTERSECTION VT-116 OF AND COMMERCE STREET IN HINESBURG, VT.	PURPOSE: CONSTRUCTION OF 36,000 SF SUPERMARKET AND PHARMACY, PAVED PARKING LOT, STORMWATER BMPs.	DATE: NOV. 6, 2013 (REV) SHEET: 4 OF 8

-  PROJECT BOUNDARY
-  OTHER PROPERTY LINE
-  SIDELINE OF EASEMENT
-  CONTOUR LINE (U.S.G.S. DATUM)
-  PROPOSED FINISH GRADE CONTOUR
-  EDGE OF WOODED AREA
-  EXISTING IRON PIPE
-  EXISTING CONCRETE MONUMENT
-  IRON PIPE (TO BE SET)
-  CONCRETE MONUMENT (TO BE SET)
-  RESIDENTIAL USE
-  COMMERCIAL USE
-  UNDEVELOPED
-  EXISTING ELECTRIC/TV/TELEPHONE LINE
-  EXISTING SEWERLINE
-  EXISTING STORMLINE
-  EXISTING WATERLINE
-  EXISTING/PROPOSED HYDRANT
-  CONSTRUCTION PHASE LIMIT
-  CONSTRUCTION FENCE
-  SILT FENCE
-  NEW EDGE OF WOODS
-  INLET PROTECTION
-  STABILIZED CONSTRUCTION ENTRANCE
-  LIMITS OF WETLANDS

(NOTE : PROPOSED UTILITIES ARE SHOWN AS A SOLID LINE)

-  Permanent Wetland Impacts
-  Permanent Wetland Impacts (Ditch)
-  Secondary Wetland Impacts

PROPOSED HANNAFORD SUPERMARKET AND PHARMACY LEGEND

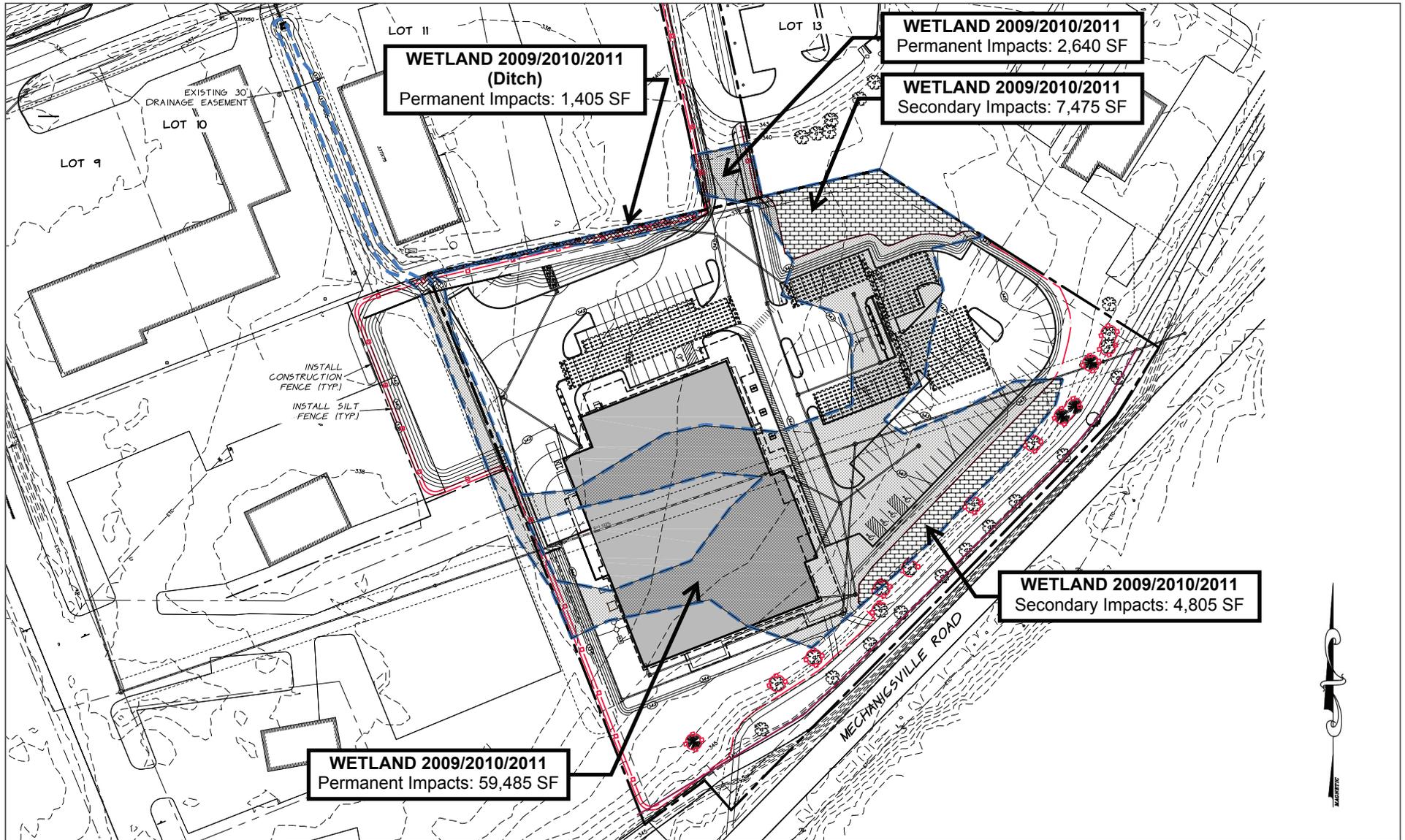
LOCATION:
SOUTHEAST OF THE INTERSECTION VT-116 OF
AND COMMERCE STREET IN HINESBURG, VT.

PURPOSE:
CONSTRUCTION OF 36,000 SF SUPERMARKET AND
PHARMACY, PAVED PARKING LOT, STORMWATER BMPs.

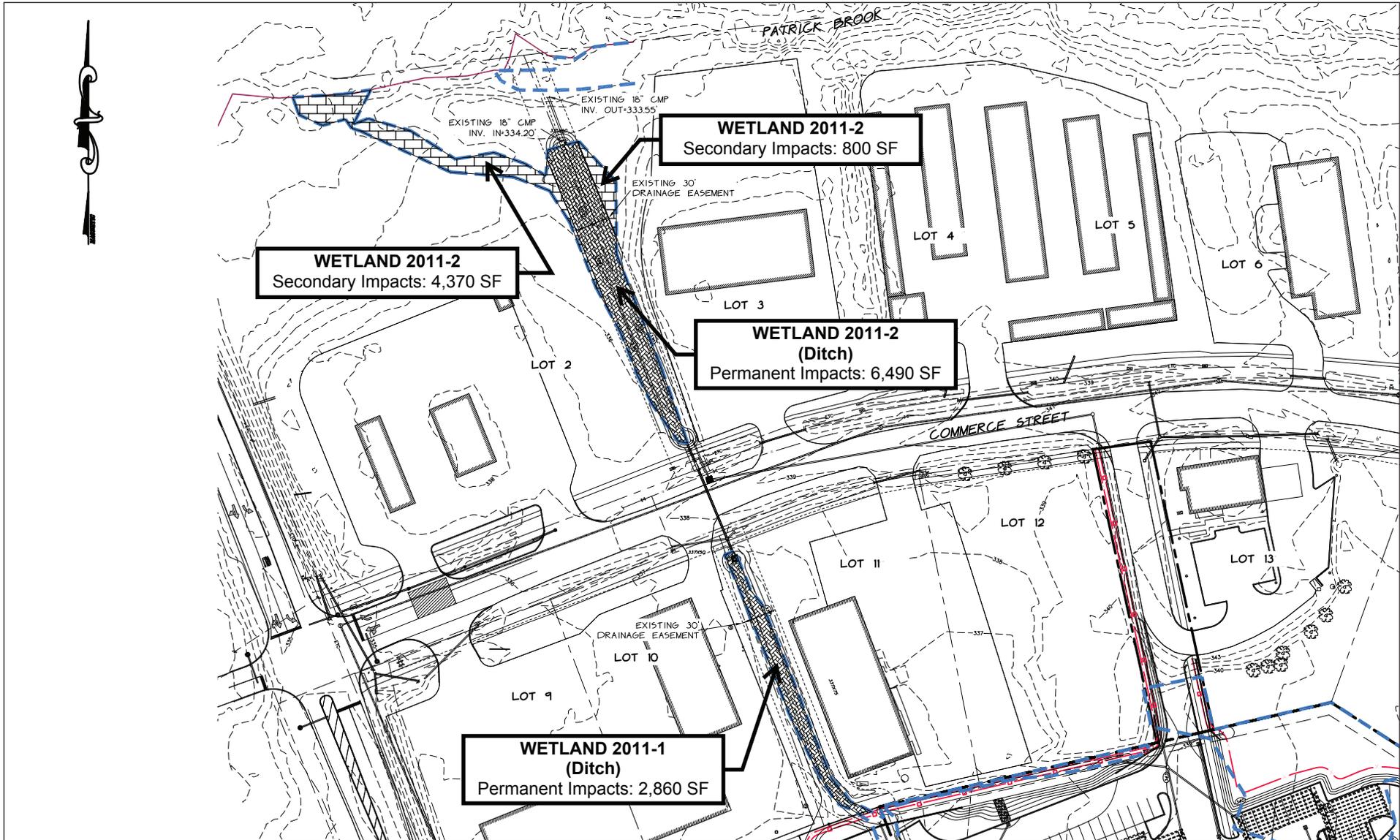
APPLICATION BY:
MARTIN'S FOODS OF SOUTH
BURLINGTON, INC.

DATE: NOV. 6, 2013 (REV.)

SHEET: 5 OF 8



	SCALE (FT): 	PROPOSED HANNAFORD SUPERMARKET AND PHARMACY IMPACT AREA 1: SUPERMARKET, PHARMACY, PARKING LOT		APPLICATION BY: MARTIN'S FOODS OF SOUTH BURLINGTON, INC.
	DATUM: NAVD 88	LOCATION: SOUTHEAST OF THE INTERSECTION VT-116 OF AND COMMERCE STREET IN HINESBURG, VT.	PURPOSE: CONSTRUCT SUPERMARKET/PHARMACY, PARKING LOT, STORMWATER FACILITIES.	DATE: NOV. 6, 2013 (REV) SHEET: 6 OF 8



	SCALE (FT): 	PROPOSED HANNAFORD SUPERMARKET AND PHARMACY IMPACT AREA 2: STORMWATER IMPROVEMENTS		APPLICATION BY: MARTIN'S FOODS OF SOUTH BURLINGTON, INC.
	DATUM: NAVD 88	LOCATION: SOUTHEAST OF THE INTERSECTION VT-116 OF AND COMMERCE STREET IN HINESBURG, VT.	PURPOSE: PERFORM DITCH MAINTENANCE AND ENHANCEMENT, RECONSTRUCT STORMWATER BASIN.	DATE: NOV. 6, 2013 (REV) SHEET: 7 OF 8



**Hannaford Supermarket and Pharmacy
Hinesburg, Vermont
Wetland Impact Analysis
Prepared by VHB
REVISED October 4, 2013**

VHB Impact Exhibit	Feature ID	Delineated Area ¹ (Sq Ft)	Cowardin Classification ²	Principal Functions and Values ³	VHB Proposed Vermont Wetland Rules (VWR) Class ⁴	Proposed Wetland Impacts			
						Permanent Impact (Sq Ft) ⁵	Temporary Impacts (Sq Ft) ⁶	Secondary Impacts (Sq Ft) ⁷	TOTAL IMPACTS (SQ FT)
Impact Area 1 (Sheet 3)	Wetland 2009/2010/ 2011	75,810	PEM	STP/NUT	Class III	62,125	-	12,280	74,405
	Wetland 2009/2010/ 2011 (Ditch)		PEM	STP/NUT	Class III	1,405	-	-	1,405
Impact Area 2 (Sheet 4)	2011-1 (Ditch)	14,520	PEM	STP/NUT	Class III	2,860	-	-	2,860
	2011-2 (Ditch/Basin)		PEM	STP/NUT	Class III	6,490	-	-	6,490
	2011-2		PEM	STP/NUT	Class III	-	-	5,170	5,170
TOTAL WETLAND IMPACT (SQ FT):						72,880	-	17,450	90,330
TOTAL WETLAND IMPACT (ACRES):						1.67	-	0.40	2.07

NOTES:

¹Areas of delineated wetlands within the project boundary from survey of wetlands and located by VHB GPS data collections.

²Cowardin, L.M., V. Carter, F.C. Golet, and E.T. LaRoe. 1979. Classification of Wetlands and Deepwater Habitat of the United States. U.S. Fish and Wildlife Service. FWS/OBD-79/31. 103pp. PEM = palustrine emergent.

³U.S. Army Corps of Engineers (USACE) - New England District. 1999. The Highway Methodology Workbook: Supplement: Wetland Functions and Values - A Descriptive Approach. NAEPP-360-1-30a. Functions and Values are codified as follows: STP=Sediment/Toxicant Retention, NUT=Nutrient Removal. Lacustrine features are not classified.

⁴VWR Classification currently being confirmed through a Determination Petition with VT ANR.

⁵Proposed Permanent Wetland Impacts are calculated from areas of direct fill or excavation resulting in a new surface contour.

⁶There would be no Temporary Wetland Impacts as a result of Project construction.

⁷Proposed Secondary Wetland Impacts were calculated based on fragmentation of a singular wetland feature, and as potential areas for seasonal snow storage as well as potential changes in the hydrology of the wetland that was created by the overflow from the stormwater basin north of Commerce Street. This overflow is an unplanned product of the original basin not being constructed to plan.



Hannaford Supermarket and Pharmacy

Hinesburg, Vermont

Summary of Additional Permits Required from Other Agencies for the Project

Prepared by VHB

April 8, 2014

Summary of Additional Permits Required from Other Agencies				
Agency	Type of Approval	Identification Number	Date Applied (or filing status)	Date Approved
District 4 Commission (Natural Resources Board)	Land Use Permit Amendment	4C0654-14	March 26, 2013	Pending
Vermont Agency of Natural Resources - Department of Environmental Conservation (VT ANR DEC) - Watershed Management Division (WMD) - Stormwater Section	Construction Phase Stormwater General Permit	3-9020	February 12, 2013	Pending
VT ANR DEC WMD - Stormwater Section	Operation Phase Stormwater General Permit	3-9015	February 12, 2013	Pending
VT ANR DEC WMD - Wetlands Program	Vermont Wetland Determination Petition	2013-040	February 13, 2012	4/2/2014
VT ANR DEC WMD	Individual Section 401 of the Clean Water Act (CWA) - Water Quality Certification	TBD	6/13/2013; revised filing April 2014	Pending
United States Army Corps of Engineers	Individual Section 404 CWA/ Section 10 of the Rivers and Harbor Act Permit	NAE-2010-0717	May 24, 2013	Pending

Hannaford Supermarket and Pharmacy, Hinesburg, Vermont

Alternative Site Analysis in Support of an Application for an Individual Section 404 Permit

Prepared by White + Burke

May 3, 2013

Introduction

Martin's Foods of South Burlington, Inc. is proposing a Hannaford Supermarket and Pharmacy for Lot 15 in Commerce Park in Hinesburg, Vermont. The proposed project impacts more than one acre of wetlands present on the site. Field wetland delineation was prepared by Vanesse Hangen Brustlin, Inc (VHB) of the Project site. Sheet C1: Existing Conditions plan outlines the existing wetland locations on the Project site and Sheet C2: Overall Plan shows the proposed buildings, roadway and parking on the Project site with the wetland areas to remain. VHB prepared detailed New England District wetland delineation data sheets that support the limits of the wetlands on the site. The plan sheets and wetland delineation data sheets are provided under separate cover in the Natural Resource Assessment.

This report is in support of the Hannaford Supermarket and Pharmacy application to the U.S. Army Corps of Engineers (USACE) for a Department of the Army Section 404 Individual Permit. White + Burke conducted an analysis of alternative development sites in the vicinity of the proposed Hannaford Supermarket and Pharmacy Project site. The purpose of this analysis is to assess potential commercial sites within the southern Chittenden and northern Addison county region with the Project site as the benchmark. The criteria for the analysis are:

- Physical location factors;
- Environmental factors; and
- Town Zoning Regulations factors.

The proposed Hannaford Supermarket and Pharmacy is an infill project on a vacant parcel within an approved commercial subdivision within the compact core of Hinesburg Village. It is within the area designated in both the Town Plan and the Zoning Regulations as the Town's growth center. It is within easy walking distance of other retail and commercial uses and some of the Town's densest residential areas. The Project site includes Lot 15 and a portion of an abutting lot for a combined area of 5.18 acres. The Project will benefit the local economy by providing jobs during construction as well as once it is completed. It will also provide a wider range of products than is currently available in Hinesburg. This will have a positive environmental impact by reducing the need for customers to drive longer distances for their groceries.

For ensuring an unbiased alternatives site analysis, the assessment of sites including the benchmark Project site, was done using publicly available data and does not include the results of any field studies, engineering design or site owner contact. For analyzing potential sites, available GIS data was used from ESRI: Bing, Google Earth imagery, and the Vermont Center for Geographic Information (VCGI). In addition, the Vermont Agency of Natural Resources -Natural Resources Atlas

and the Natural Resources Conservation Service (NRCS) Web Soil Survey was used. Research was conducted to identify and understand the existing Zoning Regulations and Town Plans in the respective communities. The alternatives analysis consists of the following steps:

- Alternative site and study area identification
- Site evaluation analysis
- Summary of alternatives considered.

These steps are described in more detail below.

Alternative Site and Study Area Identification

Martin's Foods of South Burlington, Inc. selected Hinesburg for the proposed store because it identified a gap in the marketplace: there are no major supermarkets between South Burlington-Burlington-Williston in the north and Bristol-Vergennes-Middlebury to the south. These communities set the north and south boundaries of the area under consideration. The east and west boundaries were strictly limited by two key physical barriers: the Green Mountains to the east, and Lake Champlain to the west. See Attachment 1: Project Study Area Map.

This area contains a few smaller independent stores, but no major supermarkets. This region is served by several major north-south highways: US Route 7, Vermont Route 116 and Vermont Route 2A. There are no major east-west roads in this region. To be considered, a site needed to be located on or in close proximity to one of these north-south corridors.

Initial regulatory, locational and environmental reviews were done of the communities inside this region. Several important criteria were used to determine potential alternate sites. First, the proposed Hannaford supermarket needed to be as far away from existing chain supermarkets as possible and in no event closer than five miles. The intent is to fill a gap, not go head-to-head with existing supermarkets in towns that are already well served by them. This narrowed the targeted project area between South Burlington to the north and Vergennes to the south to include the communities of Charlotte, Hinesburg, Shelburne, St. George, Ferrisburgh, Monkton, Huntington and Starksboro.

A more detailed look at potential alternate sites in these eight communities commenced considering the following criteria:

- Site located on or in close proximity to a major transportation route;
- Site located within a downtown or village setting;
- Site located within a reasonable population density to supply a core base of potential customers;
- Availability and proximity of municipal water and wastewater services to the site;
- Site could accommodate a 36,000 square foot building and associated parking. This is the size for the Hannaford store based on the population it is anticipated to serve; and
- Site located in a zoning district where a supermarket is an allowed use.

Hannaford Supermarket and Pharmacy, Hinesburg, Vermont

Alternative Site Analysis in Support of an Application for an Individual Section 404 Permit

May 3, 2013

Through this process, there were no sites selected in the Towns of St. George, Monkton, Starksboro, Huntington and Ferrisburgh. Below is a synopsis of this analysis.

The Town of St. George: Two zoning districts allow retail stores as conditional uses: the Village Center District and the Village Neighborhood District. Both districts restrict the size of buildings (10,000 square foot and 5,000 square foot footprints respectively). While these zoning districts are located on State highway Route 2A, they are only 4 miles from the Williston supermarkets. It is too close to these existing supermarkets and will not serve the population base within the targeted project area. There is no municipal water or wastewater service.

The Town of Monkton: There is one zoning district that allows retail stores as a conditional use: the High Density Village District. It is not located on a major transportation route, does not have municipal water or wastewater available, has sparse population and will not serve the population base within the targeted project area.

The Town of Starksboro: While there is one zoning district that allow “village commercial” and light industrial uses: the High Density Residential and Commercial District, the area is a very small village setting. The district is located on Vermont Route 116; however it is very far removed from serving the population base in the targeted area and does not have municipal water or wastewater service available.

The Town of Huntington: There is one zoning district that allows retail sales: the Village District. However, it limits the building footprint to 4,000 square feet. The town does not have municipal water or wastewater service. Huntington does not have any major highways, nor does it have sufficient population density to support the contemplated store.

The Town of Ferrisburgh: There are two zoning districts that allow retail stores as conditional uses: the Village District and the Highway Commercial District. These districts while located on or near State Route 7, are in too close proximity to the existing supermarket in Vergennes; and do not have municipal water or wastewater service available.

This left three remaining communities for consideration: Shelburne, Charlotte and Hinesburg. Using the criteria outlined above, four potential alternate sites were identified. These sites were identified using the available data identified above in these towns based on the following criteria:

- i. Undeveloped sites within the project area; and
- ii. Sites located in areas zoned for commercial / industrial development capable of supporting the Project design footprint.

Within the project area, alternative sites were selected for further site evaluation. See Attachment 2: Alternate Sites Overall Map. It includes the benchmark Project site and the four alternatives sites. The sites, listed below, reference the town name where they reside:

- Benchmark Project Site: Hinesburg;

- Alternate Site #1: Hinesburg;
- Alternate Site #2: Charlotte;
- Alternate Site #3: Charlotte; and
- Alternate Site #4: Shelburne.

Site Evaluation Analysis

The four alternative sites were evaluated with respect to zoning regulations, physical location considerations and environmental constraints that are pertinent to accommodating a 36,000 square foot Hannaford Supermarket and Pharmacy store and associated parking. This evaluation included a ranking of the factors. The site evaluation factors and rankings are described in more detail below.

Environmental Factors

Environmental factors were evaluated for each potential site as these can physically limit where proposed improvements can be located. The major environmental limits evaluated include:

- Wetlands: impacts to Class 1 and Class 2 wetlands are controlled by the State of Vermont Agency of Natural Resources (ANR). Also, Class 3 can be considered during Act 250.
- Wetlands: impacts to wetlands that the US Army Corps of Engineers regulates in accordance with the Clean Water Act;
- Rivers or streams: impacting a river or stream can involve state, federal and local permitting, can be costly, and involve additional infrastructure;
- Floodplain or floodway: these areas are non-buildable and now have more restrictions following Tropical Storm Irene's damaging impacts to communities;
- Prime or statewide agricultural soils: impacts to these soils within an already disturbed or settled area are generally more permissible than on an undeveloped site with prime agricultural soils present. The State Department of Agriculture requires costly mitigation for impacting prime agricultural soils;
- Rare, threatened or endangered species: sites containing any of these species often involve a very time consuming permitting process and are often undevelopable after State Agency of Natural Resources review; and
- Significant natural communities / habitat blocks / uncommon species or features: sites containing these flora and fauna communities, species or features are often even more difficult to permit than ones with rare, threatened or endangered species present. Again, it involves extensive and time consuming permitting with no certainty as to the outcome of usable land.

Ranking:

- 1 The environmental factor is not present on the site and will, therefore, not impact the development. This is the most desirable ranking.
- 2 The environmental factor is present on the site, but it is anticipated that there will be only minor or no impact from the development.

- 3 The environmental factor is present on the site and will be impacted by the development. This is the least favorable ranking as it will involve extensive environmental permitting and may materially limit the site layout and usable land.

Physical Location Factors

Sites were evaluated based on factors related to their physical location within a community, which are important for accessibility and daily operations. The following factors were reviewed for each potential site and include:

- Location in a downtown or village setting is preferred for close proximity to residential development and surrounding population, and due to Vermont planning policies that support development within and adjacent to existing settled areas and discourages development outside of such areas;
- Proximity to and/or on a major highway: deliveries are often arriving in large tractor trailer trucks which need to stay on major roadways due to their loads, and is best for customers accessing the store; and
- Availability of municipal water and sewer: important for daily operations.

Ranking:

- 1 High proximity of the development to the physical location factor. This is the most favorable ranking for the development.
- 2 The physical location factor is in near proximity to the site. It is seen as less desirable.
- 3 The physical location factor is not in proximity of the site. This is given the least favorable ranking as it is a major limitation to development.

Zoning Factors

It is important to understand what a municipality has identified as areas for commercial businesses of this size. Local zoning regulations reflect the municipality's town plan vision and guidance.

Zoning is not easily amended to accommodate a business or use, especially if there is a very conscious decision to zone an area that implements the town plan guidelines. The zoning regulations criteria that are of importance for site selection include:

- Lot coverage limits: Lot coverage is important for accommodating the Hannaford Supermarket and Pharmacy store. It relates to the size of a parcel and the square footage that can be placed on it. Lot coverage calculations typically include the square footage of a proposed building(s) and paved areas (driveways, parking area, and walkways);
- Building size limits: Many communities are now including building / footprint size limits within commercial and/or industrial zoning districts to restrict the physical size of a building and discourage large box style buildings. This reflects the community's vision for limiting large buildings and businesses within their borders; and
- Proposed use category: Uses are categorized by permitted or conditional within a zoning district. A permitted use is one that is allowed within the district without restriction. A

conditional use must meet a five question test and be approved through a separate process by a local permitting body. Conditional uses have a more involved review.

Ranking:

- 1 No zoning restrictions on the site. This is the most favorable ranking with the least zoning obstacles.
- 2 Minor zoning restrictions that will involve lengthy reviews and may ultimately require major changes to the proposed building and site layout.
- 3 Major zoning restrictions that will significantly impact whether the project can be permitted.

Summary of Alternatives Considered

The resulting analysis is documented in the *Alternatives Analysis Spreadsheet* table dated May 2013 in Attachment 3. In the table, the environmental, physical, zoning and other factors are scored according to the rankings as outlined above. While no single factor may be the critical restriction that would affect a site's feasibility, the overall ranking does indicate the collective elements that ultimately determined whether the proposed supermarket development is possible. In the overall ranking the lowest score is the best and the highest score the least possibility. The associated Alternative site location maps that show the various constraints for each of the four sites are included in Attachment 3. Below is a summary of the analysis results for each alternate site compared to the benchmark data for the Project site.

Results for Ranked Factors

Project Site (5.18 acres)

The benchmark Project site is located on Lot 15 within Commerce Park. The site is located on Commerce Street, which intersects with Vermont Route 116 and is located within the locally designated growth center in the Town of Hinesburg. There are no zoning district restrictions for a supermarket use. There are Class III wetlands present on the site and an existing manmade canal along the southern property line parallel to Mechanicsville Road. Both municipal water and wastewater are available at the site. There is a Department of Agriculture sign-off on prime agricultural soils that was obtained when the Giroux Commercial Subdivision was created in 1987 as part of the Act 250 permit process. There are no other environmental factors present on the site. The factors for the Project site add up to a total point count of 13.

Alternate Site #1: Hinesburg (Approximately 90 acres)

While in the Town of Hinesburg, this alternate site has more restrictions than the Project site. The most restrictive criterion for a supermarket development on this site is the zoning restriction of a maximum 20,000 square foot building size. The Town has clearly made the decision to limit the size of buildings within every zoning district except the commercial zoning district where the Project site is located, and it is highly unlikely that they will change this requirement now or in the foreseeable future. This is further verified based on the Town's responses to the proposed project

on the Project Site. The prime agricultural soils which cover the entire lot will require some form of mitigation to the State Department of Agriculture, which is often very costly. Although the Class II wetlands indicated on the ANR map layer have not been field verified, they can often be much more extensive on a site. Based on the soils, floodway and stream data for alternate #1 site, the Class II wetlands present may actually be greater than what is indicated and could impact the usability of large portions of the site for development. There are also large stream buffers that are required as part of both the local and State permitting processes.

Therefore, this site is a less favorable alternative to the Project site. The factors on alternate site #1 add up to a total point count of 20 while the benchmark Project site has a total of 13 points. The result of the maximum building size limit in the Zoning Regulations, the prime agricultural soils and Class II wetlands present and the availability of the land all greatly impact its usable area. The environmental constraints that are present on the site are much greater than the Project site: Class II wetlands, prime agricultural soils, streams; and would likely result in greater impacts. By contrast, the Project site does not contain Class II wetlands and prime agricultural soils are not a factor. Another factor is the site has been recently subdivided. One of these lots is under development now and the two other lots along Shelburne Falls Road are too small to accommodate the supermarket. One of the other lots is in the process to be donated to the Town for recreation fields (the western portion of the site). All of these factors present on this site would not result in a less environmentally damaging practical alternative to the Project site.

Alternate Site #2: Charlotte (Approximately 54 acres)

This alternate site is located directly on Route 7, which is favorable. The Class II wetlands, as mentioned in the alternate site #1 discussion, could be much greater in size. Thorpe Brook and associated buffers, combined with the two ponds, drastically limit the potential usable acreage on the alternate site. The presence of a significant natural community with uncommon plant species on the southern half of the site limits the buildable area. There are also statewide agricultural soils, which cover approximately fifty percent of the lot, and will require some form of mitigation to the State Department of Agriculture. There is no municipal water or sewer available, which is an unfavorable condition. In addition, the Zoning Regulation restrictions are a major factor: a maximum 10,000 square foot building size, a supermarket is considered a conditional use, and the lot coverage maximum is low. The Town has clearly made the decision to limit the size of buildings within their commercial zoning districts and it is highly unlikely that they will change this requirement now or in the foreseeable future.

Therefore, this site is a less favorable alternative to the Project site. The factors on alternate site #2 add up to a total point count of 24 while the benchmark Project site has a total of 13 points. There are extensive environmental factors present that are more restrictive than the Project site. The Zoning Regulation restrictions combined with the environmental restrictions: the Class II wetlands, Thorpe Brook and two ponds, the presence of a significant natural community and potential uncommon plant species, hydric soils, and statewide agricultural soils all greatly impact the site. All

of these factors present on this site would not result in a less environmentally damaging practical alternative to the Project site.

Alternate Site #3: Charlotte (Approximately 37 acres)

Several location factors affect the favorability of this site: it is on a Town road but not visible or close to Vermont Route 7; there is no municipal water or sewer available; it is not located in or adjacent to a village setting; and the Zoning Regulations restrict the building size among other things. The Zoning Regulations restrict the building size to a maximum of 20,000 square feet, supermarkets are considered a conditional use, and lot coverage is capped, all of which pose major limitations for the Project. As discussed under Alternate Site #2, the Town will most likely not change its Zoning Regulations to accommodate this use. The environmental factors are also an unfavorable limitation: hydric and statewide agricultural soils are present on the entire site, the Pringle Brook crosses the western side and will involve buffer requirements, and there are Class II wetlands present. As mentioned in the analysis of the other sites, wetlands may actually be greater on the site than what is indicated on the plans.

Therefore, this site is a less favorable alternative to the Project site. The factors on alternate site #3 add up to a total point count of 25 while the benchmark Project site has a total of 13 points. The Zoning Regulation restrictions combined with the environmental restrictions: Pringle Brook, Class II wetlands, and statewide agricultural soils all greatly impact the site. All of these factors present on this site would not result in a less environmentally damaging practical alternative to the Project site.

Alternate Site #4: Shelburne (Approximately 74 acres)

While this site is located on Route 7 in Shelburne, there are several environmental factors that are unfavorable: Class II wetlands, Monroe Brook, a special flood hazard area and prime agricultural soils. A large portion of the watershed resources are parallel to Route 7 and would be impacted in order to access the site. The special flood hazard area includes Monroe Brook and Class II wetlands. A tributary leading into Monroe Brook starts along the eastern property line and traverses the north eastern portion of the site. The other Class II wetland borders this tributary. As mentioned above, wetlands can often be much greater once delineated which is most likely the case here. Due to the steep bank to the east and the sloping topography from the west, the wetlands could be much greater than what's indicated. Based on NRCS mapping, the soils in several major areas of the site flood frequently. The entire site has both prime and statewide agricultural soils, which is unfavorable for development. The site is not located in a village setting, which is a preferred criterion for the supermarket. And several supermarkets are located within close proximity to the site in South Burlington and Shelburne village.

Therefore, this site is a less favorable alternative to the Project site. The factors on alternate site #4 add up to a total point count of 19 while the benchmark Project site has a total of 13 points. The environmental restrictions: Monroe Brook, the Class II wetlands, the special flood hazard area and frequent flooding combined with the prime and statewide agricultural soils all greatly impact the

site. All of these factors present on this site would not result in a less environmentally damaging practical alternative to the Project site.

Conclusions

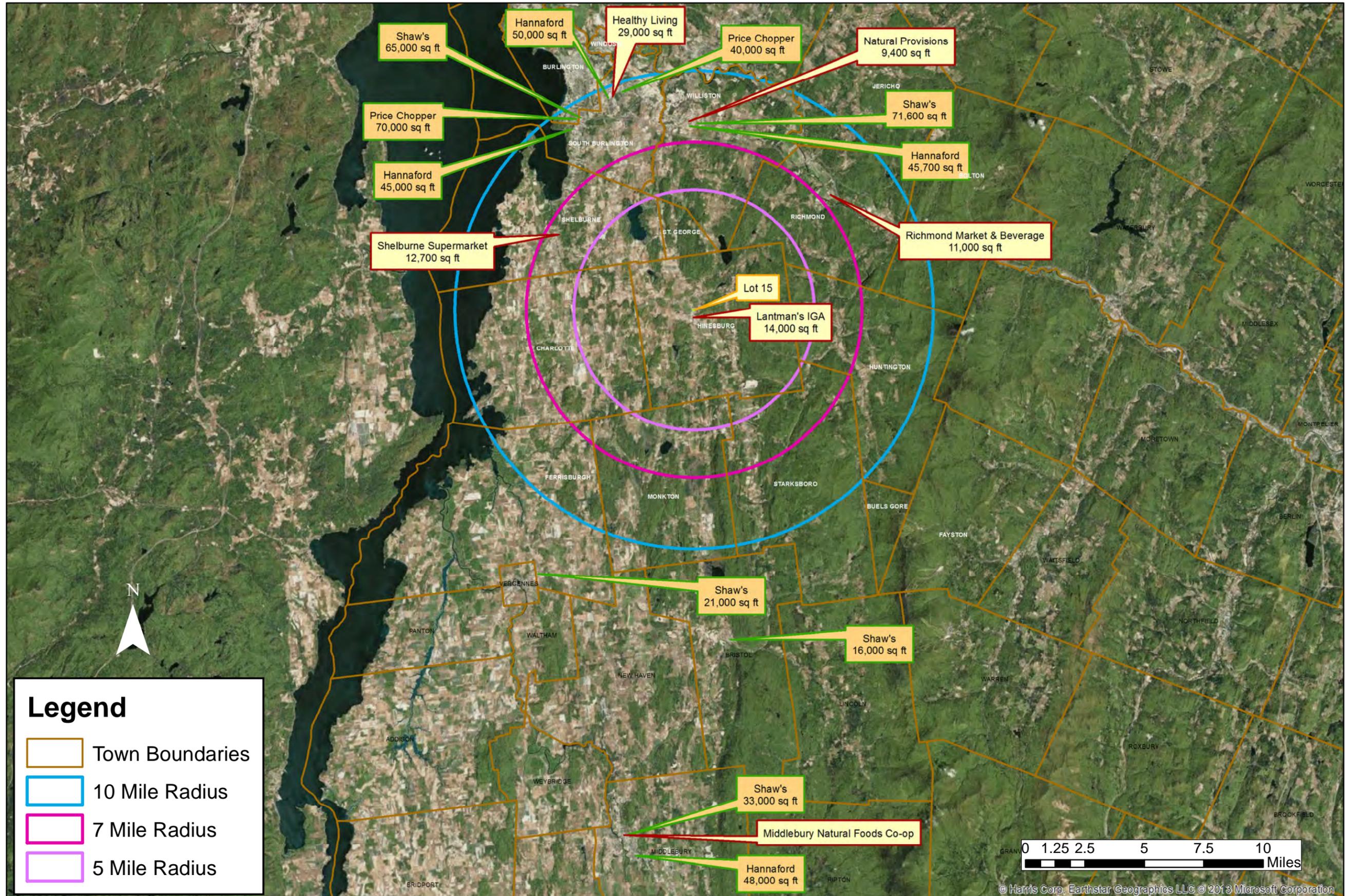
Based upon the above comparative analysis of the ranked criteria of 4 alternate sites to the Project site, none were found to be a better selection for a supermarket than the proposed Project site. All of the alternate sites have higher environmental factors sub-totals than the Project site, which include major limitations such as Class II wetlands, streams and buffer requirements, and prime agricultural soils. From this factor alone, none of the Alternate sites are a less environmentally damaging practical alternative. Alternate site #4 has the same Zoning Regulations restrictions sub-total as the Project site. However, Alternate sites #1, #2 and #3 are overly restricted by the Town Zoning Regulations, which limits their use. Alternate site #4 overall sub-totals, combined with its close proximity to neighboring supermarkets of similar size in South Burlington, are the least favorable alternative to the Project site. Alternate site #1 in Hinesburg and Alternate sites #2 and #3 in Charlotte are overly restricted by the Town Zoning Regulations, therefore eliminating them from serious consideration.

As mentioned earlier, these conclusions are based on the mapping analysis of publicly available natural resource information and do not include the results of any field studies, engineering design or site owner contact. Therefore, the determination that the Commerce Street Lot #15 in Hinesburg for the proposed Project site is the most favorable location for a supermarket meeting the identified factors than the other selected sites in surrounding communities is based on a comparative analysis of readily available public information.

Hannaford Supermarket and Pharmacy, Hinesburg, Vermont
Alternative Site Analysis in Support of an Application for an Individual Section 404 Permit
May 3, 2013

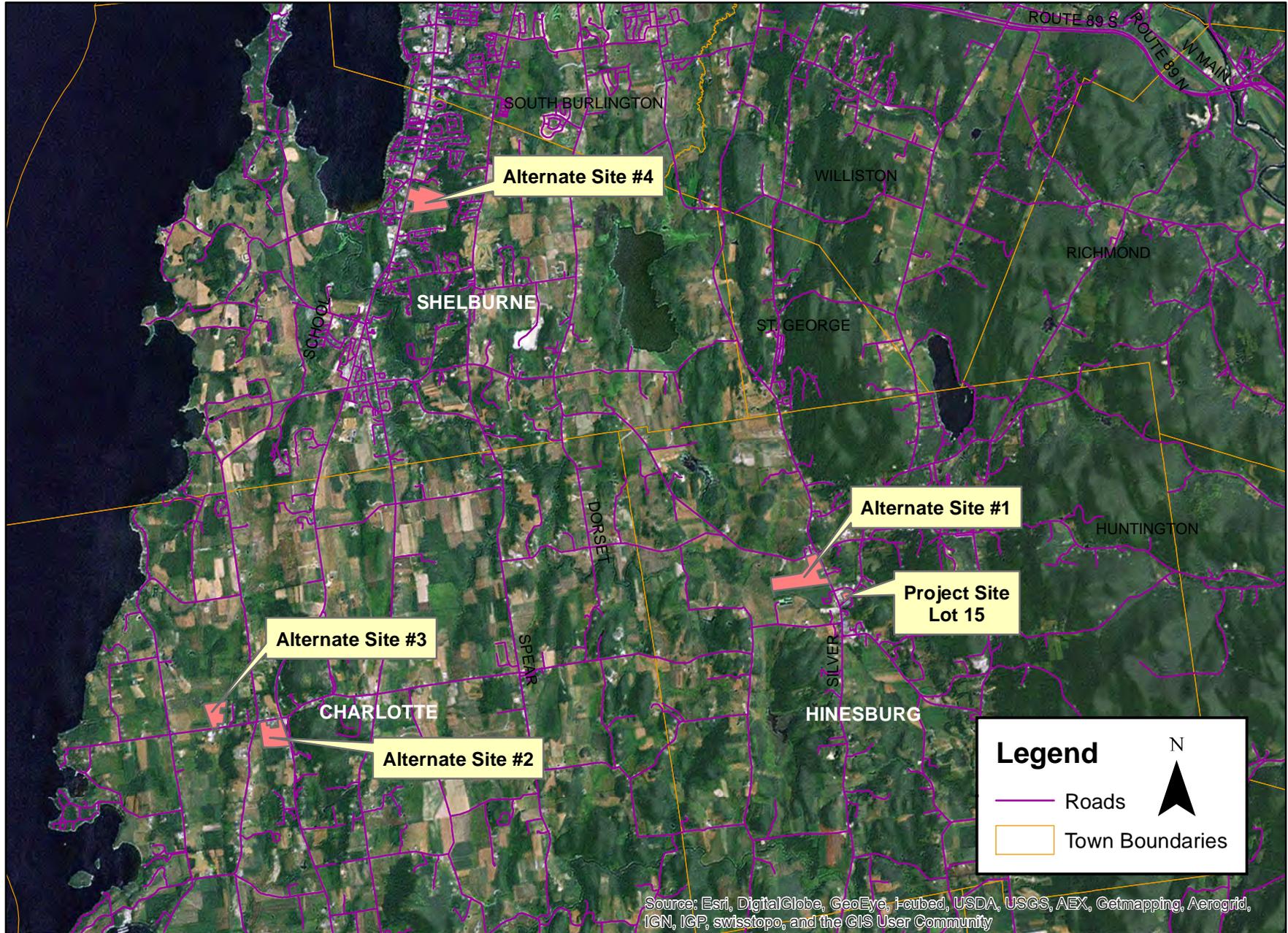
Attachment 1
Project Study Area Map

Project Study Area Map



Attachment 2
Alternate Sites Overall Map

Alternate Sites Overall Map

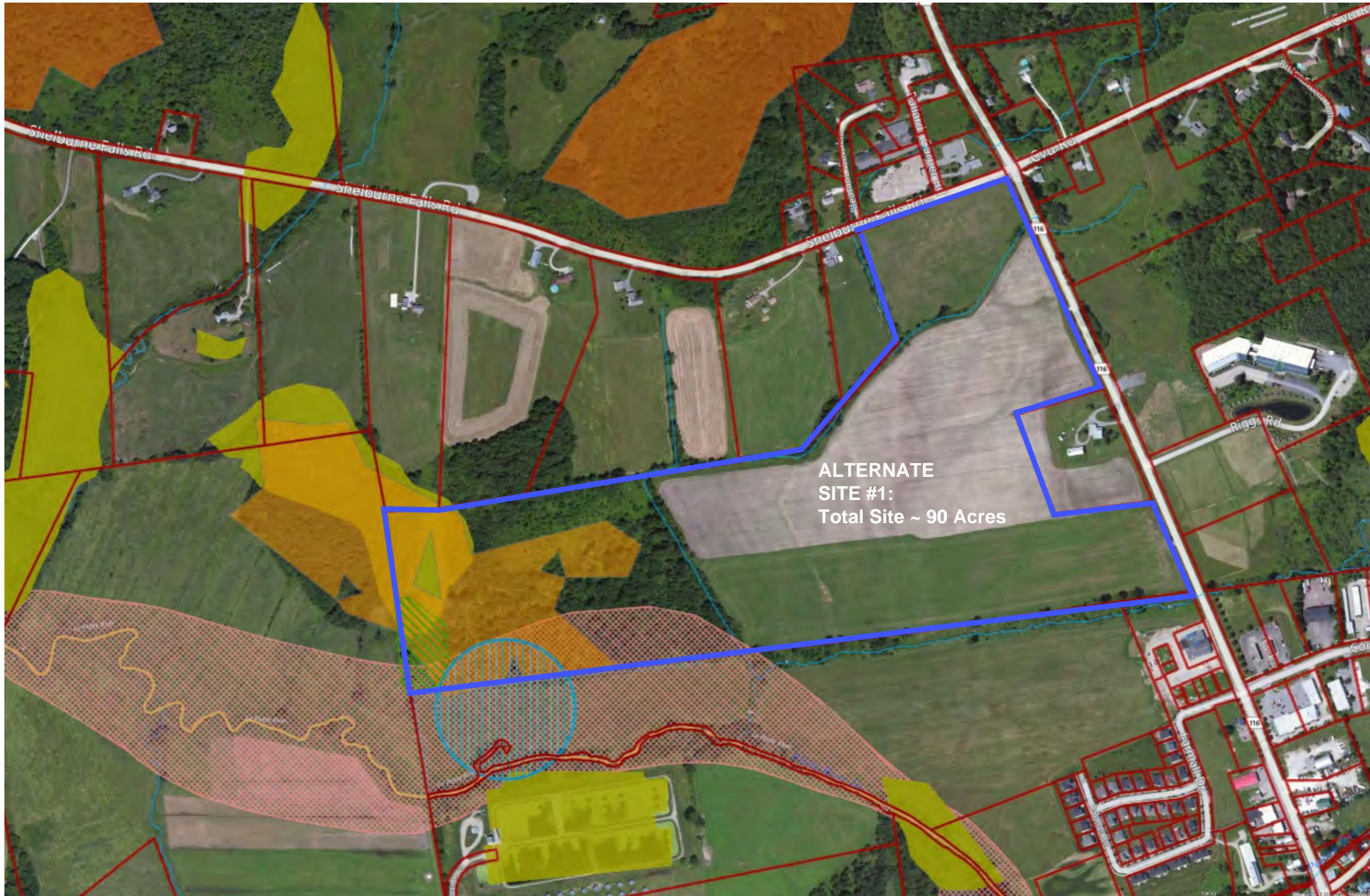


Hannaford Supermarket and Pharmacy, Hinesburg, Vermont
Alternative Site Analysis in Support of an Application for an Individual Section 404 Permit
May 3, 2013

Attachment 3
Alternative Analysis Spreadsheet and
Alternate Site Location Maps

			Benchmark Site		Alternative Sites							
Criteria	Source of Information	Units of Measure	Hinesburg: Commerce Park Lot #15		Alternate Site #1: Hinesburg	Alternate Site #2: Charlotte	Alternate Site #3: Charlotte	Alternate Site #4: Shelburne				
Environmental Factors Present on Site:												
VT Significant Wetlands	VT ANR Natural Resources Atlas	1: None Present on Site 2: Present on Site, but minor or no impact 3: Present on Site and will be impacted	3	Class III wetlands	2	Class II wetlands	3	Class II wetlands	2	Class II wetlands	3	Class II wetlands
Rivers or streams	VT ANR Natural Resources Atlas		1	Existing Manmade canal	2	Tributary of LaPlatte River, buffer requirements	3	Thorpe Brook	3	Pringle Brook, buffer requirements	2	Monroe Brook, buffer requirements
Floodplain or floodway	VT ANR Natural Resources Atlas		1		2	Flood Hazard	1		1		2	Flood Hazard
Prime or Statewide Agricultural Soils	VT ANR Natural Resources Atlas		1	Have Act 250 Signoff	3	Prime and Statewide Ag Soils	3	Statewide Ag Soils	3	Statewide Ag Soils	3	Both Prime and Statewide Ag
Rare, Threatened or Endangered Species	VT ANR Natural Resources Atlas		1		2	Uncommon species or features	1		2		1	
Significant Natural Communities	VT ANR Natural Resources Atlas		1		1		3	Uncommon species or features	1		1	
<i>Subtotal</i>			8		12		14		12			
Physical Location Factors:												
Proximity to downtown or village	Google Earth	1: High proximity to factor, positive	1	In Growth Center	2	Part of village area	1	Borders village	2	Near village	2	~ 2 miles from village
Proximity to surrounding populations	Google Earth	2: Factor in near proximity to site	1		1		2		3	Too Far from Route 7	2	
Location on major highway	Google Earth	3: Not in proximity of site	1	Very near Vermont Route 116	1	On Route 116	1	On Vermont Route 7	2	Town Road: Ferry Road	1	On Vermont Route 7
Availability of municipal water and sewer	Town		1	Both available	1	Private sewer	3	Not available	3	Not available	1	
<i>Subtotal</i>			4		5		7		10		6	
Zoning Factors:												
Zoning restrictions	Town websites	1: No Zoning Restrictions 2: Minor Zoning Restrictions 3: Major Zoning Restrictions	1			20,000 sf building limit, conditional use	3	10,000 sf building limit, conditional use, lot coverage	3	20,000 sf building limit, conditional use, lot coverage	1	
<i>Subtotal</i>			1		3		3		3		1	
TOTAL Overall Ranking:			13	Least natural resource (Class III wetlands) and zoning restrictions, best physical location	20	Major Prime Ag and zoning restrictions, zoning unlikely to change	24	Major natural resource (Class II wetlands) and zoning restrictions, zoning unlikely to change	25	Major zoning restrictions, zoning unlikely to change	19	Major natural resource restrictions limit site

Ranking

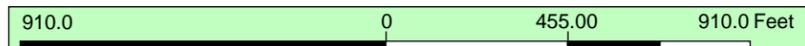


LEGEND

- Parcels (where available)
- Rare Threatened Endangered Species
 - Threatened or Endangered
 - Rare
- Uncommon Species and Other Feature
 - Animal
 - Plant
 - Natural Community
- Habitat Blocks
 - 10
 - 9
 - 8
 - 7
 - 6
 - 5
 - 4
 - 3
 - 2
 - 1
 - 0
- VT List of Priority Rivers and Streams
 - B (no TMDL required)
 - C (further assessment)
 - D (approved TMDL)
 - E (altered exotic species)
 - F (altered flow reg.)
 - G (channel alteration)
- Wetlands - VSWI
 - Class 1 Wetland
 - Class 2 Wetland
- DFIRM Floodways
- Stream
- Town Boundary

1: 5,460

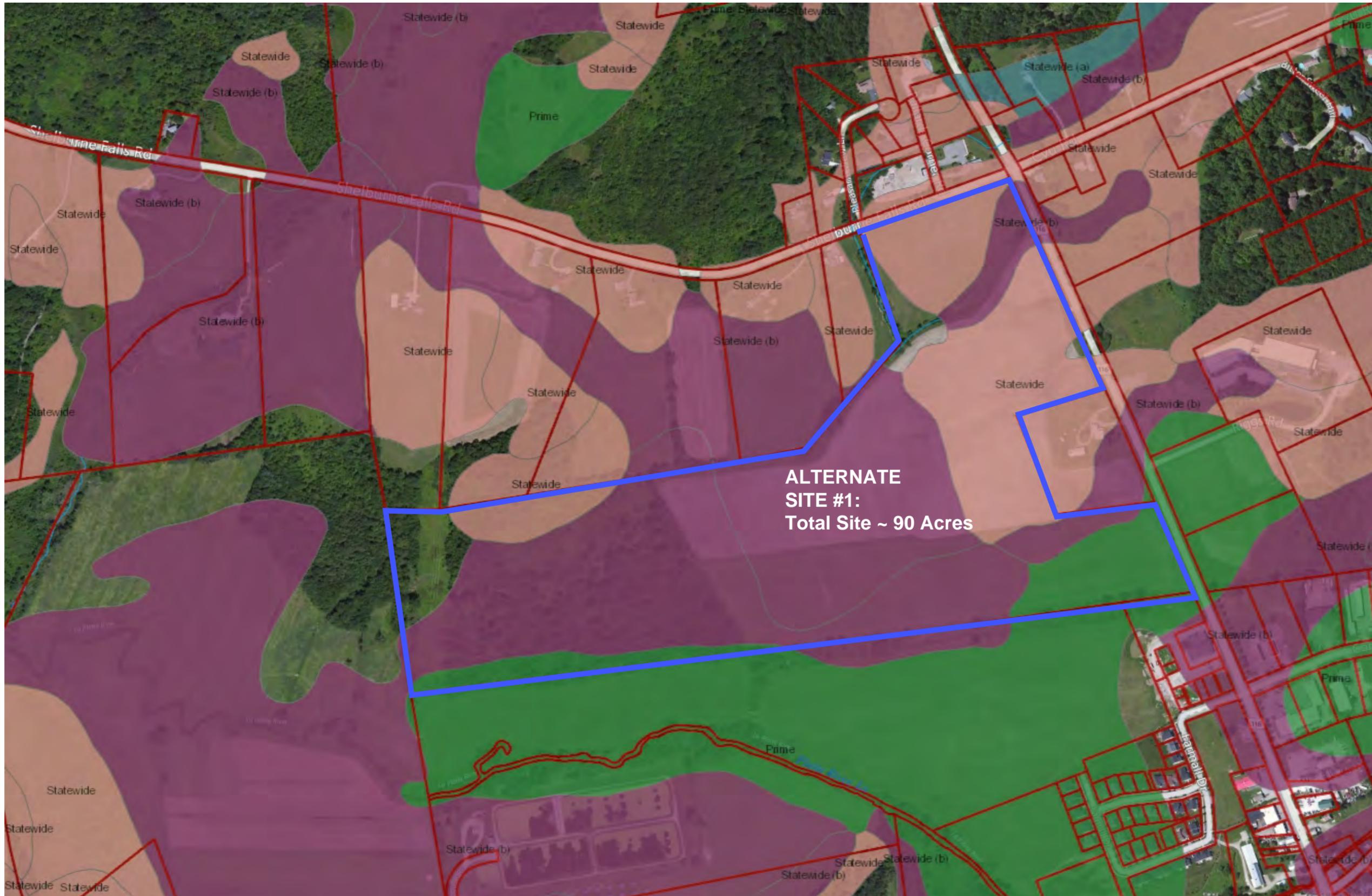
1in = 455 ft.
1cm = 55 meters



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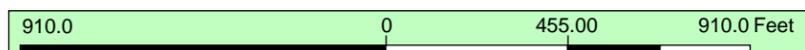
NOTES
Map created using ANR's Natural Resources Atlas



LEGEND

- Parcels (where available)
- Soils - Prime Agricultural
 - Local
 - Local (b)
 - Not rated
 - Prime
 - Prime (b)
 - Prime (f)
 - Statewide
 - Statewide (a)
 - Statewide (b)
 - Statewide (c)
- Stream
- Town Boundary

**ALTERNATE
SITE #1:
Total Site ~ 90 Acres**



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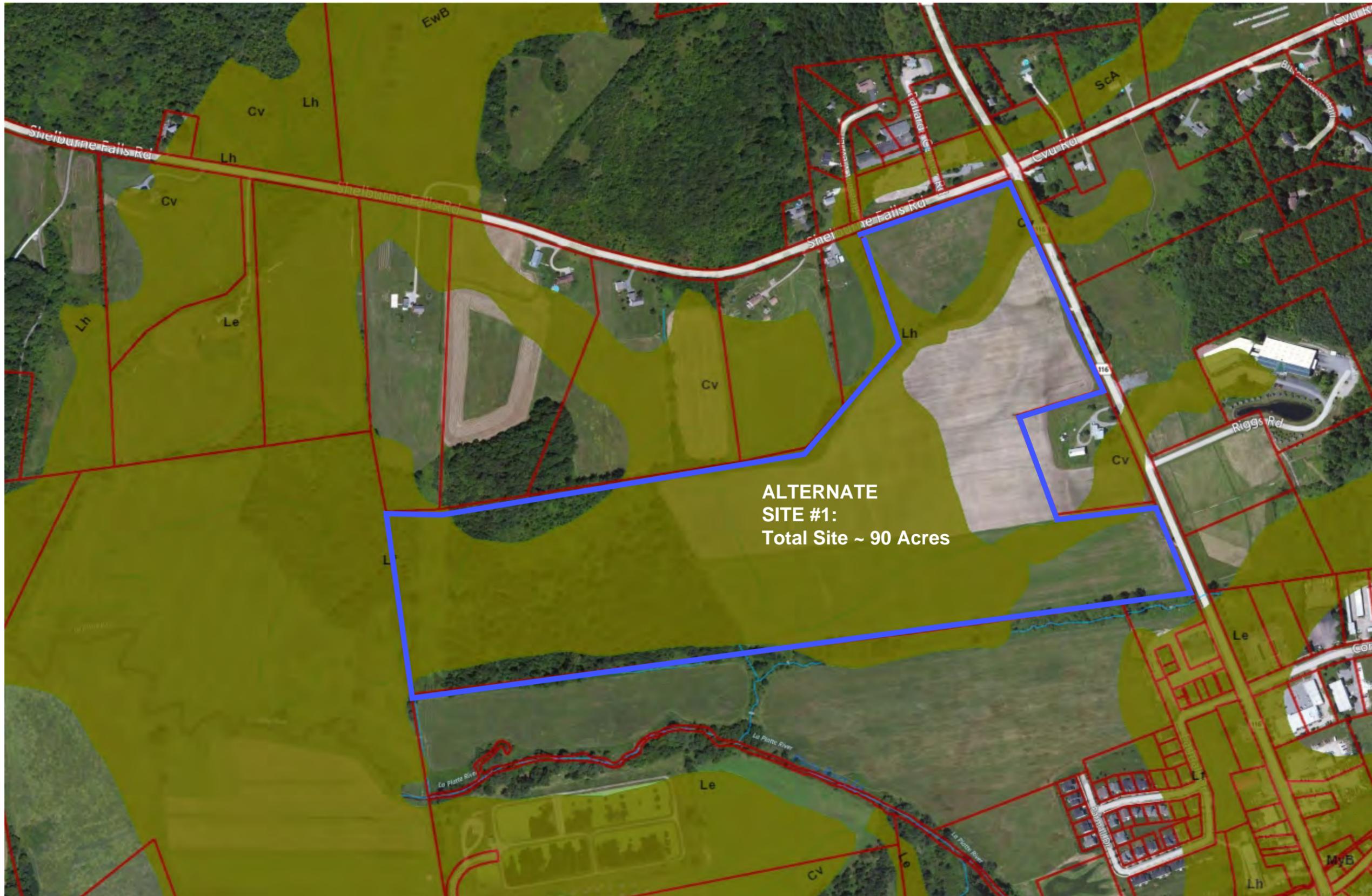
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1: 5,460

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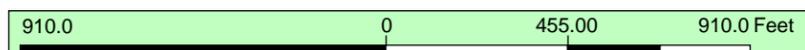
NOTES
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LEGEND

- Parcels (where available)
- Soils - Hydric
- Stream
- Town Boundary

**ALTERNATE
 SITE #1:
 Total Site ~ 90 Acres**

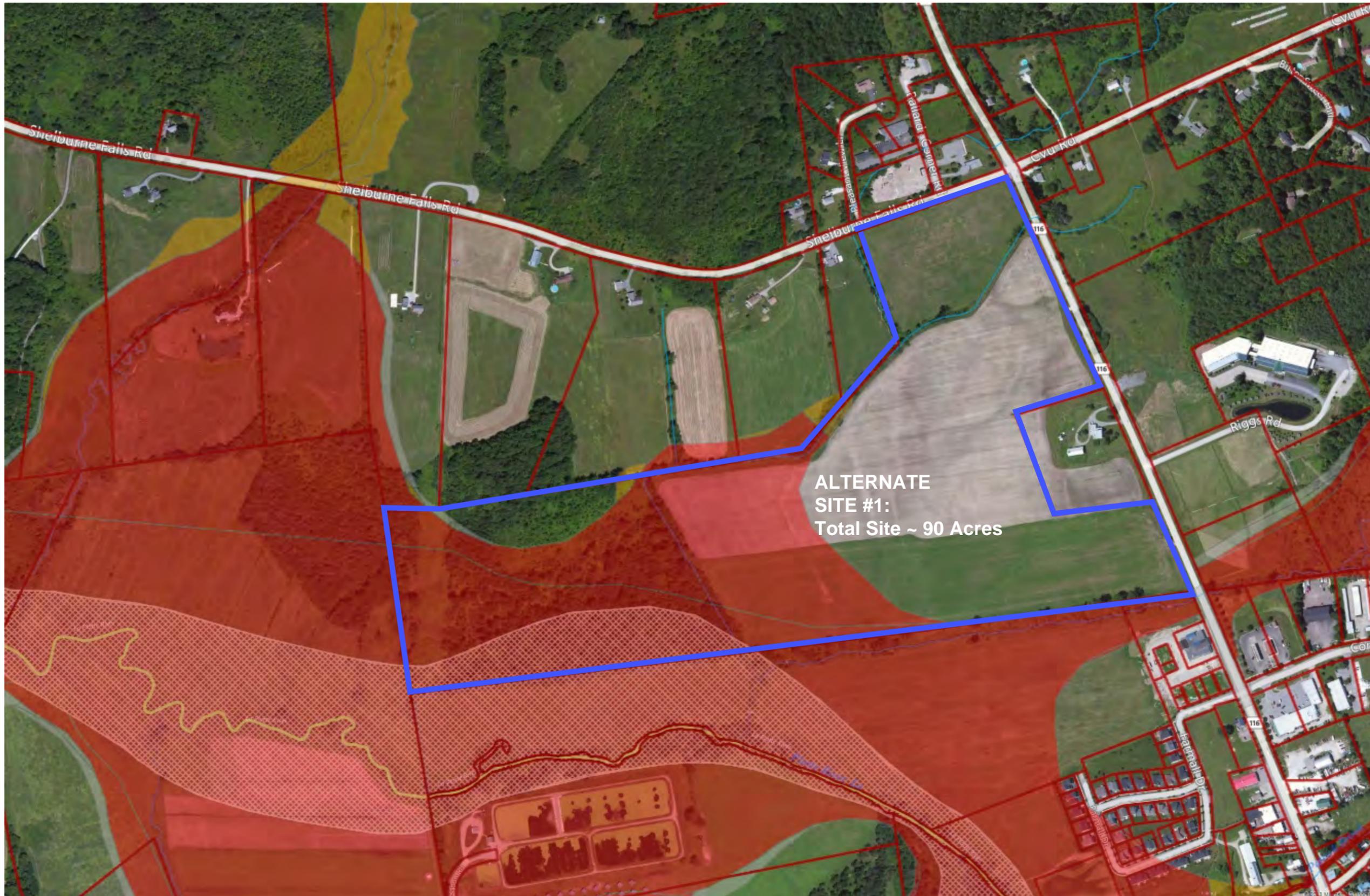


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**ALTERNATE
SITE #1:
Total Site ~ 90 Acres**

LEGEND

- Parcels (where available)
- VT List of Priority Rivers and Streams
 - B (no TMDL required)
 - C (further assessment)
 - D (approved TMDL)
 - E (altered exotic species)
 - F (altered flow reg.)
 - G (channel alteration)
- DFIRM Floodways
- Special Flood Hazard Areas (All Available Counties)
 - AE (1-percent annual chance floodplains with e)
 - A (1-percent annual chance floodplains without e)
 - AO (1-percent annual chance zone of shallow flood)
 - 0.2-percent annual chance flood hazard zone
- Stream
- Town Boundary

1: 5,460

1in = 455 ft.
1cm = 55 meters

910.0 0 455.00 910.0 Feet

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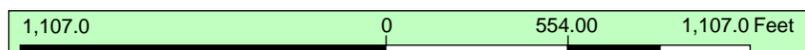
NOTES

Map created using ANR's Natural Resources Atlas



LEGEND

- Parcels (where available)
- Rare Threatened Endangered Species**
 - Threatened or Endangered
 - Rare
- Wetlands - VSWI**
 - Class 1 Wetland
 - Class 2 Wetland
- Uncommon Species and Other Feature**
 - Animal
 - Plant
 - Natural Community
- Habitat Blocks**
 - 10
 - 9
 - 8
 - 7
 - 6
 - 5
 - 4
 - 3
 - 2
 - 1
 - 0
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 - B (no TMDL required)
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 - E (altered exotic species)
 - F (altered flow reg.)
 - G (channel alteration)
- DFIRM Floodways
- Stream
- Town Boundary



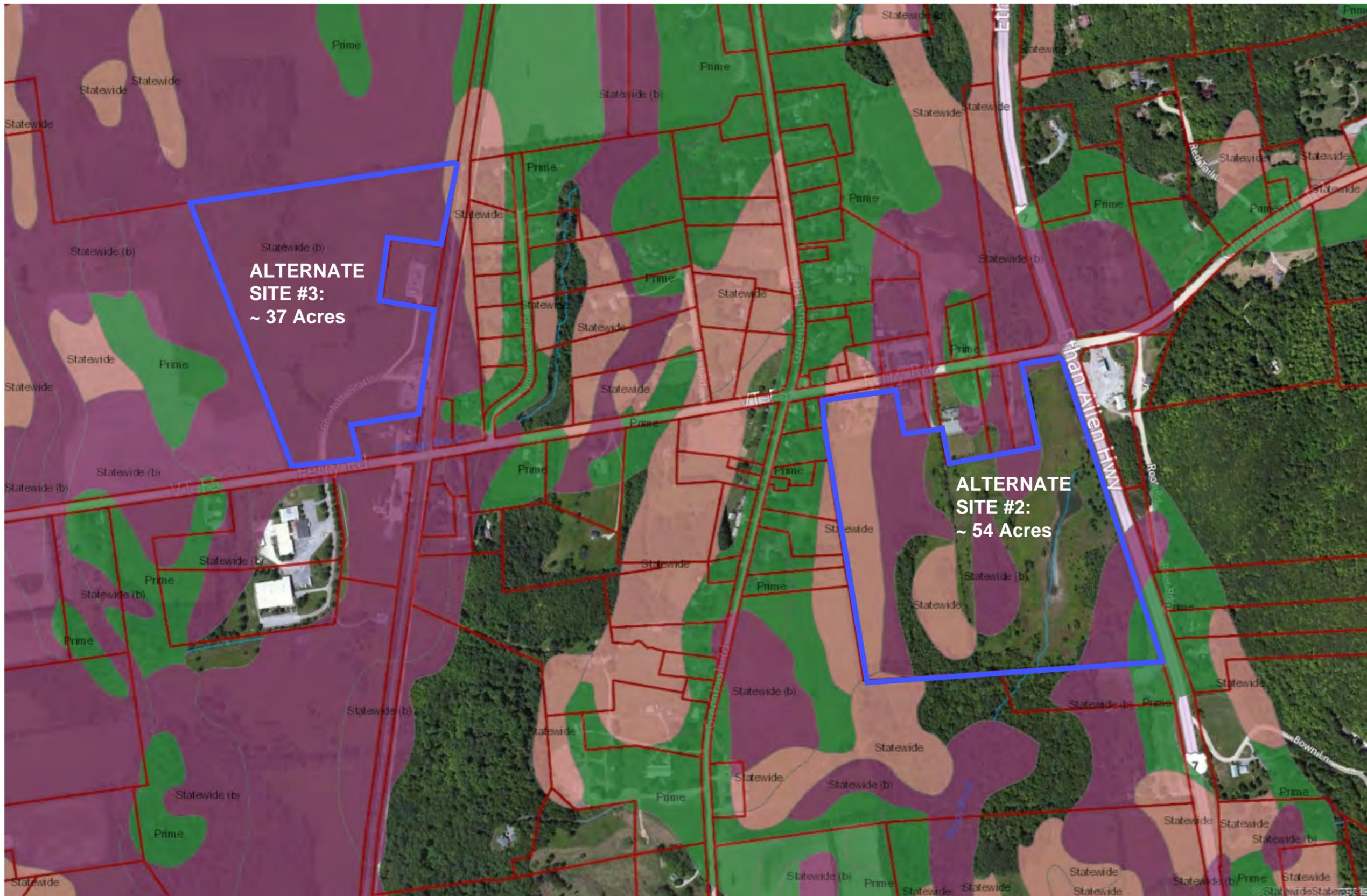
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1: 6,642
1in = 554 ft.
1cm = 66 meters

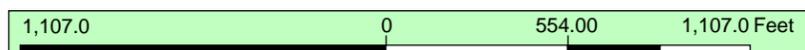


NOTES
Map created using ANR's Natural Resources Atlas



LEGEND

- Parcels (where available)
- Soils - Prime Agricultural**
- Local
- Local (b)
- Not rated
- Prime
- Prime (b)
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- Statewide (b)
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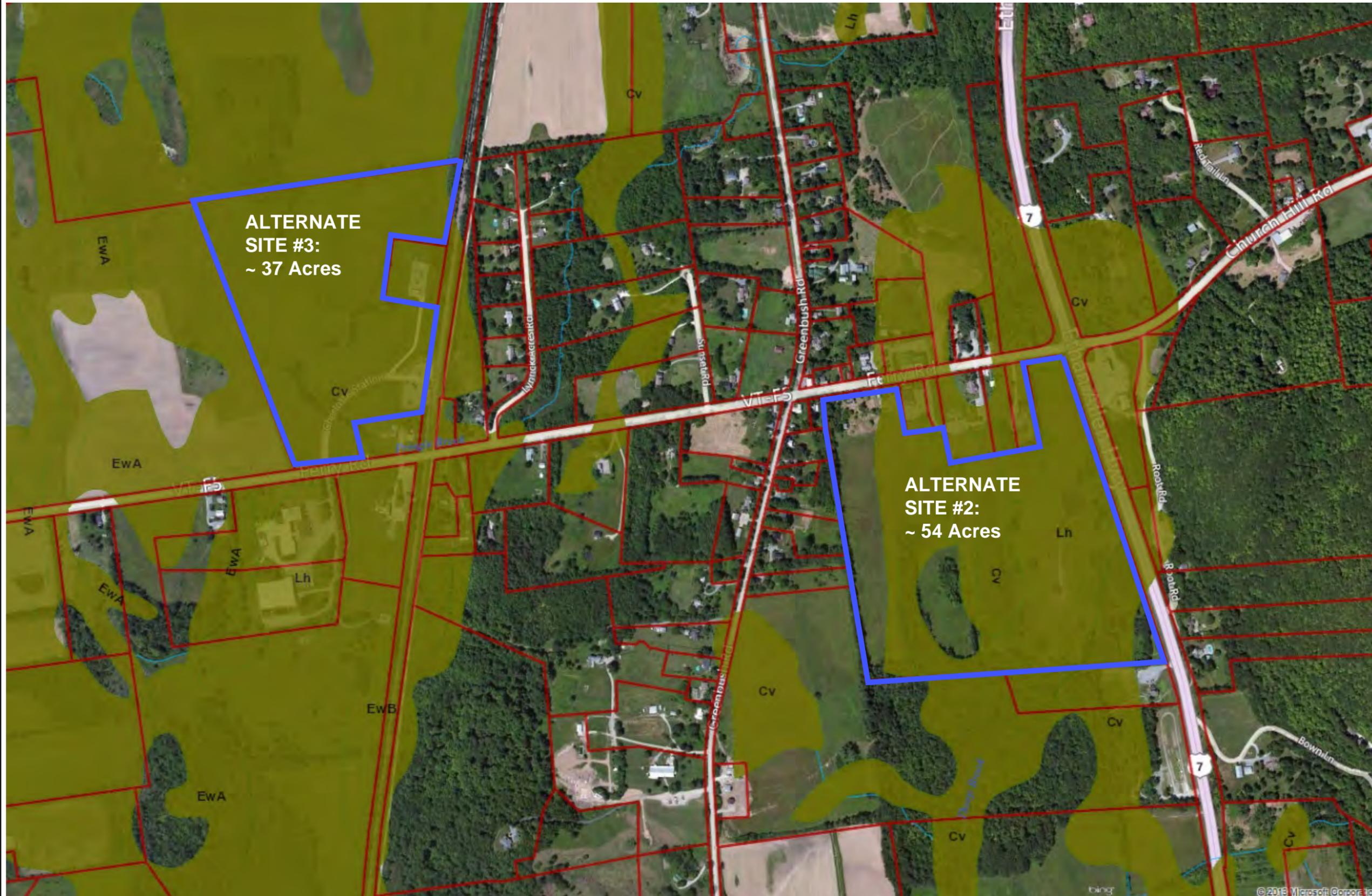
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1: 6,642

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 1cm = 66 meters



NOTES
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ALTERNATE SITE #3:
 ~ 37 Acres

ALTERNATE SITE #2:
 ~ 54 Acres

LEGEND

-  Parcels (where available)
-  Soils - Hydric
-  Stream
-  Town Boundary

1: 6,642

1in = 554 ft.
 1cm = 66 meters



1,107.0 0 554.00 1,107.0 Feet

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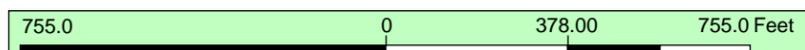


LEGEND

- Parcels (where available)
- Rare Threatened Endangered Species**
 - Threatened or Endangered
 - Rare
- Wetlands - VSWI**
 - Class 1 Wetland
 - Class 2 Wetland
- Uncommon Species and Other Feature**
 - Animal
 - Plant
 - Natural Community
- Habitat Blocks**
 - 10
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 - 8
 - 7
 - 6
 - 5
 - 4
 - 3
 - 2
 - 1
 - 0
- VT List of Priority Rivers and Streams**
 - B (no TMDL required)
 - C (further assessment)
 - D (approved TMDL)
 - E (altered exotic species)
 - F (altered flow reg.)
 - G (channel alteration)
- DFIRM Floodways
- Stream
- Town Boundary

1: 4,532

1in = 378 ft.
1cm = 45 meters

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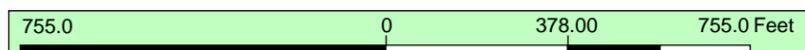
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LEGEND

- Parcels (where available)
- Soils - Prime Agricultural**
- Local
- Local (b)
- Not rated
- Prime
- Prime (b)
- Prime (f)
- Statewide
- Statewide (a)
- Statewide (b)
- Statewide (c)
- Stream
- Town Boundary

ALTERNATE SITE #4:
 ~ 74 Acres



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1: 4,532

1in = 378 ft.
 1cm = 45 meters



NOTES
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LEGEND

- Parcels (where available)
- Soils - Hydric
- Stream
- Town Boundary

755.0 0 378.00 755.0 Feet

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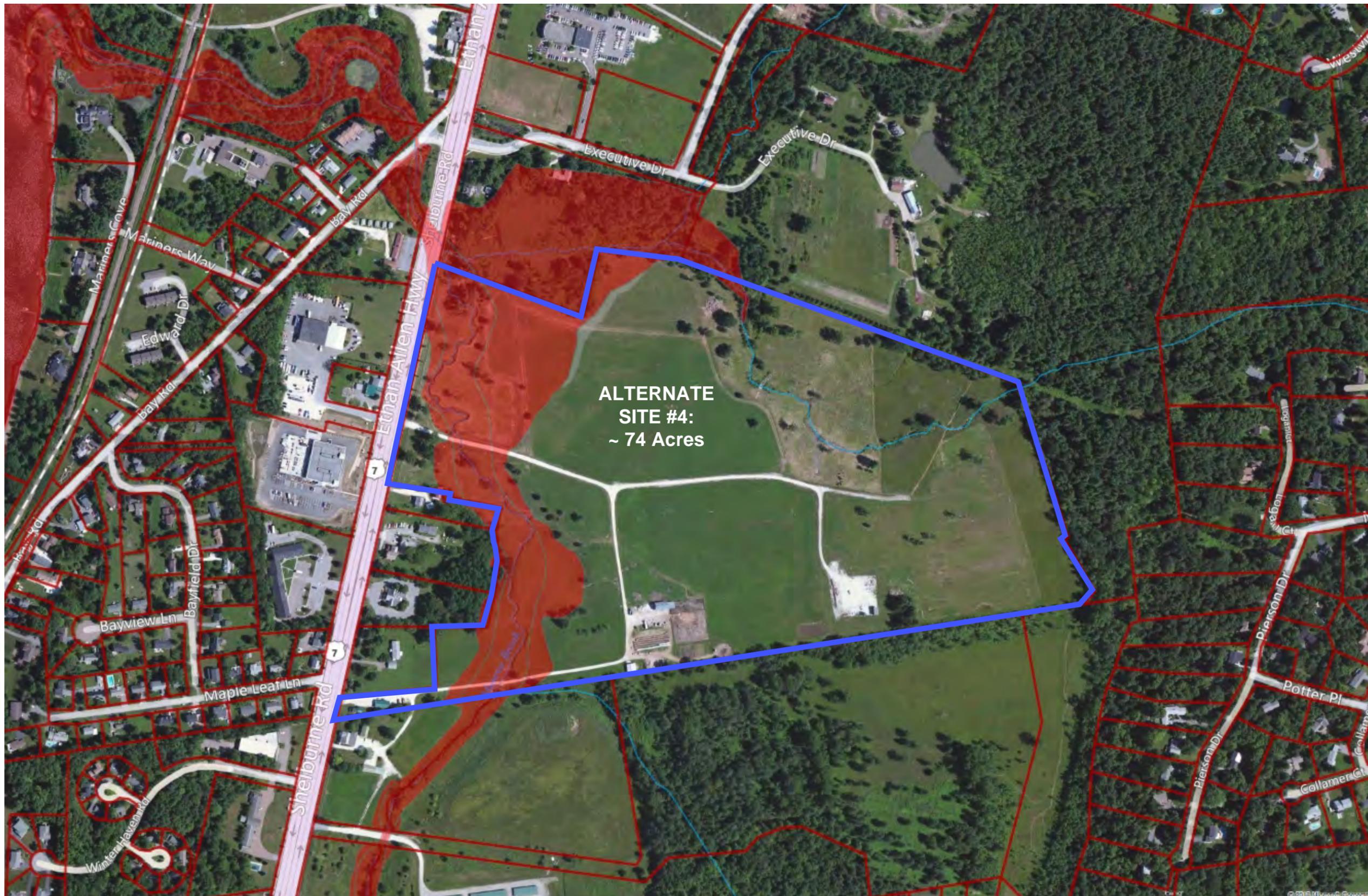
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1: 4,532
1in = 378 ft.
1cm = 45 meters



NOTES
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LEGEND

-  Parcels (where available)
- Special Flood Hazard Areas (All Available Counties)
 -  AE (1-percent annual chance floodplains with elevation)
 -  A (1-percent annual chance floodplains without elevation)
 -  AO (1-percent annual chance zone of shallow flooding)
 -  0.2-percent annual chance flood hazard zone
-  Stream
-  Town Boundary

**ALTERNATE
SITE #4:
~ 74 Acres**

755.0 0 378.00 755.0 Feet

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1cm = 45 meters



NOTES

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MEMORANDUM

To: Marty Abair, USACOE

From: Gail Henderson-King

Date: September 19, 2013

Re: USACOE – Alternatives Analysis Additional Questions and Answers

Introduction

On May 24, 2013, Martin's Foods of South Burlington, Inc. submitted an application to the U.S. Army Corps of Engineers for a Section 404 Individual Permit to enable development of a Hannaford Supermarket and Pharmacy on the last remaining undeveloped lot in Commerce Park in Hinesburg, VT. USACOE responded on July 9, 2013 with 36 comments requesting additional information. Comments 1 through 15 are being addressed by VHB. This memorandum responds to comments 16 through 37 related to the Alternative Sites Analysis. White + Burke Real Estate Investment Advisors, Inc. prepared the original alternative sites analysis and this response.

Commerce Park is a commercial subdivision approved in the mid-1980s. It has been gradually built out since that approval. Commerce Park is located in the Commercial zoning district within Hinesburg's designated Village Growth Area. Vermont planning policies as articulated in Vermont statutes (T.24 Sec. 4302) set forth as one of the goals of planning in Vermont "to plan development so as to maintain the historic settlement pattern of compact village and urban centers separated by rural countryside" and "economic growth should be encouraged in locally designated growth areas, or employed to revitalize existing village and urban centers, or both".

Consistent with these long-standing Vermont Planning policies, the Hinesburg Zoning Ordinance states that the purpose of the Village Growth Area is “*To encourage a vibrant mix of commercial, residential and civic activities in a compact, pedestrian-oriented village that is recognizable as the Town's social and economic center*”, and “*densities will be high relative to the rest of the town...*”

In other words, consistent with state policies Hinesburg has chosen to encourage greater densities within the Village Growth Area in order to protect the rural areas of town. Hannaford’s proposed location on Lot #15 in Commerce Park is in the designated Village Growth Area and consistent with state and local policies about where such uses should be located. Hannaford selected Lot #15 for these reasons and among other reasons because:

- 1) municipal water and sewer is available,
- 2) Hinesburg zoning permits a supermarket and pharmacy and has no restrictions on the size of a store, and
- 3) it is within a previously approved commercial subdivision, rather than on raw un-permitted land.

In preparing the original alternative sites analysis, White + Burke considered a variety of sites. Location and local zoning were two key factors of importance in addition to environmental limitations. Frankly, we struggled to find *any* alternative sites to consider. The target population base Hannaford wants to serve is in Hinesburg along the Route 116 corridor area. But we couldn’t find any alternative sites other than site #1. Route 7 is already well-served by large chain supermarkets and a store there would not serve the Route 116 population well because of the lack of significant east-west roads. Nonetheless, we included some sites in the Route 7 area in our original analysis largely due to lack of sites along Route 116. In hind-sight, these should never have been included because their locations simply don’t work for the target population along Route 116. However, having included them in the original alternative sites analysis, we continue to address them in this memo.

As discussed above, zoning is a major consideration for locating a proposed development. Planning and zoning in much of Vermont and Chittenden County has become increasingly sophisticated and communities are clear on their vision. Town plans and local zoning have been intentionally adopted and are not easily changed. Many communities have done exhaustive planning exercises that involve extensive public involvement and support that are the basis for their town plans and zoning regulations. In addition, with the growth center legislation that promotes compact development, State policy and local zoning go hand in hand that support where a community has designated their commercial and mixed use development.

Our analysis shows there is not another viable site for the proposed Hannaford Supermarket. It has been incredibly challenging permitting this site and if there was another reasonable alternative, we would have considered it long before now.

NOTE: The questions asked by USACOE are bolded and in italics and White + Burke's responses follow.

16. I never was provided an opportunity to comment on the screening criteria.

This was not intentional. White + Burke worked with VHB to identify relevant screening criteria based on VHB's extensive experience with USACOE and the alternatives analysis process. Please let us know if there is anything else you would like to see in addition to what you have asked.

17. How did you arrive at the "targeted population base"?

Hannaford does not have a "targeted population base". Rather Hannaford looks at proximity of population density, income levels and growth projections in relation to competitive factors such as location of competition, size and age of competition, whether the competition is independent or part of a chain and other factors affecting the potential sales volume of a potential new store.

18. What's a reasonable population density?

There is no single "reasonable population density". Population is considered in the context of the factors described in the previous response. With that said, having a Hannaford store located in a downtown / growth center setting is more desirable as it is often where a higher population density is located.

19. How large a site was targeted (size of the site, not just that it could accommodate a 36,000 sq. ft. store).

Minimum site size is a function of many factors. We must consider the size of the contemplated store along with associated site improvements such as parking and stormwater treatment. Also important are zoning requirements such as maximum permitted lot coverage, minimum landscaping requirements, parking requirements, and similar. Site configuration (e.g. is it irregular in shape or rectangular?), site constraints (e.g. are there steep slopes, or environmentally sensitive areas that need to be avoided?) and neighborhood context (e.g. are there residential neighbors or

other uses that need a large buffer? Or are there commercial neighbors to whom it might be desirable to connect?) also are important considerations. We considered any site that could accommodate the store that is appropriately zoned for this type of commercial business and is within, or as close to, a village or downtown setting. The practical minimum lot size is 5 acres, but it could be larger based on site features and zoning.

20. *I know there have been several iterations of the site plan to meet Town requirements. Has it always been a 36,000 sq. ft. store? Wasn't either the store size or parking reduced (perhaps more than once)?*

The Hinesburg Hannaford Supermarket and Pharmacy has always been proposed as a 36,000 square foot store. The facade design of the store changed more than once, but the footprint has not. Along the way, there have been several changes to the site plan that included the following:

- The drive through portion of the pharmacy was eliminated;
- The total number of parking spaces was reduced from 144 to 128; and
- Retaining walls were added along Commerce Street Extension entering the site, near the northwestern property line, and along the west side of the building delivery area in place of slopes.

These three changes were done in part to help reduce the overall wetlands impacts of the project.

One other change that was made to the site plan was done to accommodate the Town of Hinesburg Official Map. An additional 0.32 acres of land was added to the site to accommodate the Hinesburg farmers' market.

21. *How were potential sites identified? Realtors? Other sources?*

Potential sites were identified using our own market knowledge through White + Burke's commercial brokerage division. Our real estate investment knowledge of Vermont is vast and we are intimately familiar with commercial properties in Chittenden County as well as throughout the state. We used our market knowledge and searched potential sites (including those that are listed with other brokerage firms) that met the identified criteria.

22. *Please provide similar constraints maps for the preferred site.*

We have prepared similar constraints maps for the Hinesburg Lot #15 benchmark site, which are attached.

- 23. *I need a constraints matrix for each site, instead of or in addition to your rankings chart. That should also include acres of hydric soils, NWI wetlands, archaeology potential, etc.***

We have prepared an additional constraints matrix that includes the following information for the Hinesburg Lot #15 benchmark site and each alternate site: the acres of hydric and prime agricultural soils, NWI and VSWI wetlands, rare and endangered species, FEMA floodways and special flood hazard areas, and potential archaeological sensitivity. Attached is the matrix table called “Alternatives Analysis – Summary of Parcel Resources”. This information is based solely on information available through public resources. It did not involve any on-site investigations or include delineations of these resources. In addition to the available data, we performed roadside site reconnaissance to document existing conditions and have included photographs of each of the sites, which are attached.

For determining the potential archaeology sensitivity of each site, we used the Vermont Division for Historic Preservation “*Environmental Predictive Model for Locating Precontact Archaeological Sites*” criteria. We have included a form that summarizes the factors for each site. You’ll see that while Lot #15 is “archeologically non-sensitive”, all four alternative sites are “archeologically sensitive”.

- 24. *Isn’t cost, site topography and “buildability” factors that are considered in evaluating alternative sites?***

Yes, these factors are absolutely considered. The list of factors that we used was not an exhaustive list. We focused on the environmental constraints, but these factors were also considered.

- 25. *Why does the project have to be sited in a downtown / village setting?***

It is not an absolute that the Hannaford Supermarket and Pharmacy project be sited in a downtown / village setting. However, as discussed in the introduction, State statutes and policies support Vermont’s tradition of compact, downtown and village centers surrounded by farms, forests and natural areas. Being in a village setting also allows transportation options for people to walk and bike to the store. Many town plans and zoning regulations, including Hinesburg’s, reflect this approach and have mixed use and commercial districts located within downtown and village centers. As previously mentioned, a downtown or village setting is often where a larger concentration of the population is located, as well as the availability of municipal

utilities such as water, wastewater and stormwater. All of these factors are reasons why Hannaford is most interested in locating in a downtown / village setting.

26. What is considered a “major transportation route”? Routes 7, 116 and 2A?

A major transportation route typically refers to a state or Federal route or highway designed to serve a broader area and handle larger volumes of traffic. Typically, a town road would not be considered a major transportation route except in more rural areas where there is a lack of state routes. Yes, Vermont Routes 7, 116 and 2A are considered major transportation routes in this area.

27. How far is Ferrisburgh from Vergennes?

The Town of Ferrisburgh borders the City of Vergennes. The Ferrisburgh village center is approximately 2.5 miles from the Shaw’s Supermarket in Vergennes.

28. Resource mapping should be an apples to apples comparison.

We have prepared mapping of the Hinesburg Lot #15 benchmark site that is the same as the mapping of the four alternate sites as mentioned in our answer to Question #22. The resource mapping is now an equal comparison of each site based solely on publically available information.

29. Why isn’t archaeology a criterion?

Archaeology is considered when reviewing potential sites. However, there are no publicly available resources with this information. As noted in our answer to question #23 above, we have preliminarily determined the archaeological sensitivity of each site based on the Vermont Division for Historic Preservation “*Environmental Predictive Model for Locating Precontact Archaeological Sites*” criteria only. As stated previously, we used the *Predictive Model* to evaluate Lot #15 and the alternative sites. We found that Lot #15 is “archeologically non-sensitive”, while all four alternative sites are “archeologically sensitive”.

Moreover, in the case of the Hinesburg Lot #15 benchmark site, it is part of a larger subdivision referred to as the Giroux Commercial Park that has State and local permits dating back to 1987. As part of the original Act 250 permit, there is a State Historic Preservation Officer letter stating that the lots in the Giroux Commercial Park are not archaeologically sensitive.

30. *I need a narrative description of each site.*

Below is a narrative description of each site.

Hinesburg Lot #15 Benchmark Site

Lot #15 is located on Commerce Street in the Town of Hinesburg. It borders Mechanicsville Road to the south; the Hinesburg Post office and Brookside Family Health to the east; the National Bank of Middlebury and Dark Star Lighting to the north; and Automotion Quonset Hut and Hinesburg Auto Sales to the west. There is a shared access with the National Bank of Middlebury to the site from Commerce Street that is east of the Dark Star Lighting property.

The site is currently an open meadow that slopes gently down to the northwest. The site is several feet lower than several properties to the northeast: National Bank of Middlebury, Brookside Family Health and the Post Office, as well as the sidewalk and Mechanicsville Road to the south. Existing trees border the western property line and along an existing sidewalk near the southern property line. A man made canal exists between the sidewalk and Mechanicsville Road. Existing man made swales exist along the northern and western property lines.

Alternate Site #1 – Hinesburg

Alternate Site #1 is located on Route 116 in the Town of Hinesburg. It is bordered by Patrick Brook and commercial properties to the south; meadows and the LaPlatte River to the west; several residential properties and commercial businesses along Shelburne Falls Road to the north. It surrounds a residential lot to the east along Route 116. Part of the site has been subdivided along Shelburne Falls Road and construction is underway for a new medical facility building.

Approximately 2/3 of the site is open meadows and mown fields and 1/3 is wooded. The site gently slopes down to the southwest and several tributaries to Patrick Brook cross it. A mix of upland shrub and groundcover vegetation exists along the southern property line. Vegetated areas border the tributaries on the site. A dense woodland area of deciduous trees and vegetation borders the meadow and fields to the west.

Alternate Site #2 - Charlotte

Alternate Site #2 is located on Route 7 and Ferry Road in Charlotte. It borders Route 7 to the east; commercial properties to the south; residential properties to the west; and Ferry Road and several town properties: the Town Offices, Library, and the Post Office, to the north.

The site consists of open meadows and wooded areas. It gently slopes to the southeast towards Thorpe Brook, which starts on the eastern portion of the site. Several small ponds border Thorpe Brook near where it originates. There is a mix of groundcover and upland shrub vegetation throughout the site with wooded areas of mostly deciduous trees bordering the meadow areas.

Alternate Site #3 - Charlotte

Alternate Site #3 is located on Ferry Road in Charlotte. It borders Ferry Road and a residential property to the south; residential properties to the west and north; and the railroad, a Green Mountain Power (GMP) substation, and the Charlotte train station and parking area to the east. The site is bisected on the southern end by the Charlotte Station Road that accesses the Charlotte train station and the GMP substation.

The site gently slopes down to the west to Pringle Brook, which traverses the site near the western property line. The southern portion of the site is mostly open meadows bordering the Charlotte Station Road with a mix of groundcover and upland vegetation. Pringle Brook traverses the western side of the site and has a mix of trees and upland vegetation surrounding it. The northern portion of the site contains a mix of upland and wooded vegetation with larger deciduous trees that is typical of a successional landscape transitioning from open meadow to woodlands.

Alternate Site #4 - Shelburne

Alternate Site #4 is located on Shelburne Road in Shelburne. It borders commercial property to the west and south; residential property to the east; and residential and commercial property to the north. It presently is accessed by two gravel driveways that cross the Monroe Brook. A commercial structure exists near Shelburne Road accessed from the southerly gravel driveway. Several farm buildings and structures exist along the southerly property line that is accessed by the gravel driveways.

The site has a series of plateaus that gently slope towards the west to Monroe Brook that flows north through it. The Monroe Brook plateau is the lowest area on the site is mostly open with a mix of individual trees, shrubs and groundcovers for vegetation. Just west of this area in the middle of the site is a plateau with several open fields that are used for livestock. This is also where the farm buildings and structures are located. A tributary to Monroe Brook traverses the northeastern portion of the site and joins the Brook just north of the site. The tributary plateau has a mix of trees and meadow areas. Just east of the eastern property line, the land becomes wooded and slopes steeply up to a residential area.

- 31. *How far is Site #4 from other supermarkets? Seems that it's as close as any store in Ferrisburgh would be to the Shaw's in Vergennes, yet it remained in the mix as an alternative. Why?***

Alternate Site #4 really should have been kicked out of the mix based on this criterion – it is within 5 miles of a major supermarket.

- 32. *Reasons for excluding St. George sites are slim. The Shelburne site is within 4 miles of major supermarkets, isn't it? I see no reason why this location would not serve the targeted population base.***

St. George is within 4 miles of several major supermarkets, which would directly compete. Furthermore, there are several overriding factors that contributed to St. George being eliminated as a potential location. First, the Zoning Regulations do not allow a store of this size in any commercial district. The commercial district has a cap for a building of 10,000 square foot footprint. Second, municipal water and wastewater is not available. These factors, combined with the close proximity to existing major supermarkets, caused the site to be eliminated.

- 33. *Reasons for excluding Ferrisburgh are very slim. Isn't Ferrisburgh no closer to the Shaw's in Vergennes than the Shelburne Road site is to stores on Shelburne Road?***

We rejected the Ferrisburgh site because it is too close to the Shaw's Supermarket in Vergennes (2.5 miles). It also doesn't serve the population along Route 116 Hannaford is trying to reach as mentioned earlier.

- 34. *Your rationale for rejecting Site #2 isn't very strong.***

Site #2 was rejected because of the environmental restrictions and natural resources present, in addition to the zoning restrictions. Overcoming the environmental restrictions and natural resources present would have proved very challenging to permit. In addition, the zoning restrictions don't allow for a grocery store of the size Hannaford has proposed. These factors drastically limit any possible development and are why it was rejected as a viable site.

Furthermore, the Charlotte site was subject to extensive environmental controversy in the early 1990s. The owner attempted a significant development and was found to have impacted wetlands without proper permits. He was required to undertake

extensive restoration of wetlands on the property. With this history it is unlikely that another significant development would ever be approved.

35. *I will need some kind of indication from the town on each of the sites that a variance would not be likely.*

Under State Statute, variances are extremely difficult to obtain. VSA Title 24, Chapter 117, Statute #4469 – Appeal; variances states:

“(a) On an appeal under section 4465 or 4471 of this title or on a referral under subsection 4460(e) of this title in which a variance from the provisions of a bylaw or interim bylaw is requested for a structure that is not primarily a renewable energy resource structure, the board of adjustment or the development review board or the environmental division created under 4 V.S.A. chapter 27 shall grant variances and render a decision in favor of the appellant, if all the following facts are found, and the finding is specified in its decision:

(1) There are unique physical circumstances or conditions, including irregularity, narrowness, or shallowness of lot size or shape, or exceptional topographical or other physical conditions peculiar to the particular property, and that unnecessary hardship is due to these conditions, and not the circumstances or conditions generally created by the provisions of the bylaw in the neighborhood or district in which the property is located.

(2) Because of these physical circumstances or conditions, there is no possibility that the property can be developed in strict conformity with the provisions of the bylaw, and that the authorization of a variance is therefore necessary to enable the reasonable use of the property.

(3) Unnecessary hardship has not been created by the appellant.

(4) The variance, if authorized, will not alter the essential character of the neighborhood or district in which the property is located, substantially or permanently impair the appropriate use or development of adjacent property, reduce access to renewable energy resources, or be detrimental to the public welfare.

(5) The variance, if authorized, will represent the minimum variance that will afford relief and will represent the least deviation possible from the bylaw and from the plan.”

While there are unique physical conditions that exist on the selected sites, they can't meet (2) above because the respective properties can be developed in strict conformity with the provisions of the zoning bylaws, although not with a supermarket. Nonetheless, some other smaller use could be developed in strict

conformance with the zoning. Therefore, a municipality can't grant a variance because it can't meet all 5 conditions as required.

36. Explain the Ag designations (Statewide a, b, c and Prime a, b, c).

The agricultural soils designations for prime and statewide agricultural soils included on the maps are based on soils data from the United States Department of Agriculture Natural Resources Conservation Service publication titled "*Farmland Classification Systems for Vermont Soils*" dated June 2006. The "a, b, and c refer to footnotes that have further qualifiers for prime and statewide agricultural soils. Below we've included the footnotes section from this publication. We've also included the entire publication where on page 5 it references the footnotes section relating to the soils classifications.

"FOOTNOTES

Listed below are the footnotes for the county Agricultural Value Groups and Important Farmland rankings in the county soil survey legends.

- a - For this soil map unit, one of two qualifications apply: 1) if the upper slope limit is between 9 and 15 percent, then the areas of the soil map unit that exceed 8 percent slope do not qualify as Prime Farmland or Farmland of Statewide Importance; or 2) if the upper slope limit exceeds 15 percent, then the areas of the soil map unit that exceed 15 percent slope do not qualify as Prime Farmland or Farmland of Statewide Importance.*

- b - One or more of the soils in this soil map unit have a severe wetness limitation due to the presence of a shallow water table during the cropping season. Areas of this soil map unit do not qualify as Prime Farmland or Farmland of Statewide Importance if artificial drainage is not installed.*

- c - Bedrock outcrops commonly cover more than 2 percent of the surface. Areas of this soil map unit will not qualify as Prime Farmland or Farmland of Statewide Importance if bedrock outcrops are extensive enough to prohibit efficient farming.*

- d- The soils in this soil map unit have a wetness limitation that may not be feasible to overcome. Agricultural Value Group assignments are based on the assumption that installing artificial drainage is feasible. Feasible means it is possible to install artificial drainage. Areas of this soil map unit where artificial drainage is not feasible should be placed in Agricultural Value Group 11.*

Normally, the cost of installing artificial drainage and laws governing the installation of artificial drainage should not be considered when making this determination. In some situations, if laws prevent the installation of corrective measures, the area in question should be placed in Agricultural Value Group 11. This footnote is assigned to Agricultural Value Groups 1 through 8.

e - Bedrock outcrops cover more than 2 percent of the surface. Areas of this soil map unit should be placed in Agricultural Value Group 11 if bedrock outcrops are extensive enough to prohibit efficient farming. This footnote is assigned to Agricultural Value Groups 1 through 8.

f - The soils in this soil map unit are frequently flooded. Flooding is likely to occur often under usual weather conditions, and there is more than a 50 percent chance of flooding in any year. Typically, however, flooding occurs outside of the growing season. During the growing season, flooding is expected infrequently under usual weather conditions, with a 5 to 50 percent chance of flooding in any year.”

37. *Why isn't proximity to Lantman's Store a factor?*

The proximity to Lantman's Store is not considered a major factor as it is a small independent grocery store which would not have the same competitive impact on potential sales as a larger chain supermarket. Furthermore, Hannaford has an agreement to purchase Lantman's and will close it after the new Hannaford is open.

Hannaford Hinesburg
Alternatives Analysis - Summary of Parcel Resources
September 10, 2013

		Benchmark Site	Alternate Sites				
		Hinesburg Lot #15	#1 Hinesburg	#2 Charlotte	#3 Charlotte	#4 Shelburne	
Approximate Parcel Size (acres)		5.18	90	54	37	74	
Resource		Area of Resource within Parcel (acres)					
Soils	Hydic	2.7	59	42	37	30	
	Prime Agricultural	Prime	2	9	1	-	19
		Statewide	-	23	11	-	23
		Statewide (b)	1.4	54	15	37	30
		Prime Ag Subtotal	3.4	86	27	37	72
Wetlands	NWI	0	2.4	5.5	0.2	12.2	
	VSWI	0	4	4.4	0.4	10.7	
Rare and Endangered Species	Threatened or Endangered	-	-	-	-	-	
	Rare	-	1.7	-	0.4	-	
FEMA	DFIRM Floodways	-	7.7	-	-	6.4	
	Special Flood Hazard Areas	0.37	25.3	-	-	15	
SHPO	Archaeological Sensitivity*	Non-sensitive	Sensitive	Sensitive	Sensitive	Sensitive	
Existing Permit	Existing Local Permits	Yes	No**	No	No**	No	
	Existing State Permits	Yes	No	No	No	No	

* See attached Environmental Predictive Model for Locating Precontact Archaeological Sites worksheet

** Alternate Sites #1 and #3 have been locally approved as subdivided lots. However, unlike Hinesburg Lot #15, their local subdivision approvals do not include approval for any infrastructure improvements (roads, water, sewer, stormwater, etc) to support the development of these lots.

9/10/13

VERMONT DIVISION FOR HISTORIC PRESERVATION

Environmental Predictive Model for Locating Precontact Archeological Sites

Project Name Hannaford Hinesburg Alternatives Analysis County Chittenden Town Hinesburg, Shelburne, Charlotte,
 DHP No. _____ Map No. _____ Staff Init. _____ Date 9/10/13
 Additional Information _____

ALTERNATE SITES =

Environmental Variable	Proximity	Value	Assigned Score				
			Est #5	#1	#2	#3	#4
A. RIVERS and STREAMS (EXISTING or RELICT):							
1) Distance to River or Permanent Stream (measured from top of bank)	0- 90 m	12	6	12	12	12	12
	90- 180 m	6					
2) Distance to Intermittent Stream	0- 90 m	8	-	8	8	-	8
	90-180 m	4					
3) Confluence of River/River or River/Stream	0-90 m	12	-	12			12
	90-180 m	6					
4) Confluence of Intermittent Streams	0 - 90 m	8	-				
	90 - 180 m	4					
5) Falls or Rapids	0 - 90 m	8	-				
	90 - 180 m	4					
6) Head of Draw	0 - 90 m	8	-				
	90 - 180 m	4					
7) Major Floodplain/Alluvial Terrace		32					32
8) Knoll or swamp island		32					
9) Stable Riverine Island		32					
B. LAKES and PONDS (EXISTING or RELICT):							
10) Distance to Pond or Lake	0- 90 m	12	-				
	90 -180 m	6					
11) Confluence of River or Stream	0-90 m	12	-				
	90-180 m	6					
12) Lake Cove/Peninsula/Head of Bay		12					
C. WETLANDS:							
13) Distance to Wetland (wetland > one acre in size)	0- 90 m	12	12	12	12	12	12
	90 -180 m	6					
14) Knoll or swamp island		32					
D. VALLEY EDGE and GLACIAL LAND FORMS:							
15) High elevated landform such as Knoll Top/Ridge Crest/ Promontory		12					
16) Valley edge features such as Kame/Outwash Terrace**		12					

-over-

Subtotal Sheet 1: 18 44 32 24 80

ALTERNATE SITES:

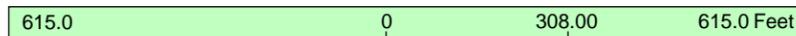
Lot #15	#1	#2	#3	#4
---------	----	----	----	----

17) Marine/Lake Delta Complex**		12						
18) Champlain Sea or Glacial Lake Shore Line**		32						
E. OTHER ENVIRONMENTAL FACTORS:								
19) Caves /Rockshelters		32						
20) [] Natural Travel Corridor [] Sole or important access to another drainage [] Drainage divide		12						
21) Existing or Relict Spring	0 – 90 m 90 – 180 m	8 4						
22) Potential or Apparent Prehistoric Quarry for stone procurement	0 – 180 m	32						
23)) Special Environmental or Natural Area, such as Milton aquifer, mountain top, etc. (these may be historic or prehistoric sacred or traditional site locations and prehistoric site types as well)		32	32	32	32			
F. OTHER HIGH SENSITIVITY FACTORS:								
24) High Likelihood of Burials		32						
25) High Recorded Site Density		32						
26) High likelihood of containing significant site based on recorded or archival data or oral tradition		32						
G. NEGATIVE FACTORS:								
27) Excessive Slope (>15%) or Steep Erosional Slope (>20)		- 32						
28) Previously disturbed land as evaluated by a qualified archeological professional or engineer based on coring, earlier as-built plans, or obvious surface evidence (such as a gravel pit)		- 32						
** refer to 1970 Surficial Geological Map of Vermont			SubTotal Sheet 1:	18	44	32	24	80
Other Comments :			Total Score:					
			Subtotal Sheet 2:		32	32	32	
			<u>TOTAL SCORE:</u>	18	76	64	56	80
<p>0- 31 = Archeologically Non- Sensitive 32+ = Archeologically Sensitive</p>								



LEGEND

- Parcels (where available)
- Soils - Hydric
- Stream
- Designated Village Areas



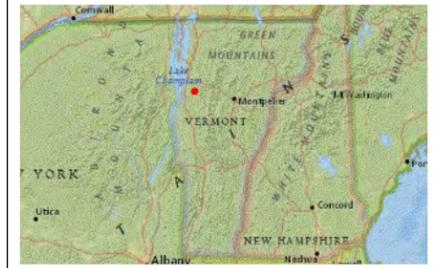
DISCLAIMER: This map is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. ANR and the State of Vermont make no representations of any kind, including but not limited to, the warranties of merchantability, or fitness for a particular use, nor are any such warranties to be implied with respect to the data on this map.

THIS MAP IS NOT TO BE USED FOR NAVIGATION

1: 3,691

1in = 308 ft.
 1cm = 37 meters

NOTES
 Map created using ANR's Natural Resources Atlas



LOT #15 SITE:
Total Site ~ 5.18
Acres

Hinesburg Village Center

LEGEND

- Parcels (where available)
- Soils - Prime Agricultural**
- Local
- Local (b)
- Not rated
- Prime
- Prime (b)
- Prime (f)
- Statewide
- Statewide (a)
- Statewide (b)
- Statewide (c)
- Stream
- Designated Village Areas

615.0 0 308.00 615.0 Feet

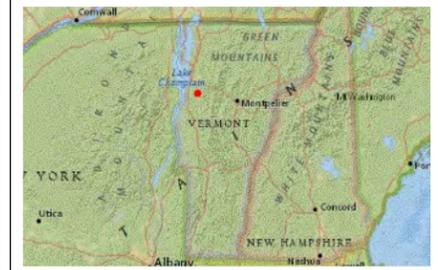
1: 3,691

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NOTES

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LEGEND

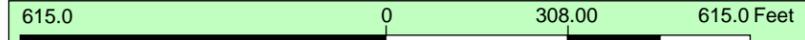
- Parcels (where available)
- VT List of Priority Rivers and Streams**
 - Part B (impaired TMDL not required)
 - Part C (stressed needs more assessment)
 - Part D (impaired with approved TMDL)
 - Part E (altered exotic species)
 - Part F (altered flow regulation)
 - Part G (channel alteration)
- DFIRM Floodways
- Special Flood Hazard Areas (All Aerial Counties)**
 - AE (1-percent annual chance floodplains with e)
 - A (1-percent annual chance floodplains without e)
 - AO (1-percent annual chance zone of shallow f feet)
 - 0.2-percent annual chance flood hazard zone
- Stream
- Designated Village Areas

LOT #15 SITE:
Total Site ~ 5.18
Acres

Hinesburg Village Center

1: 3,691

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NOTES

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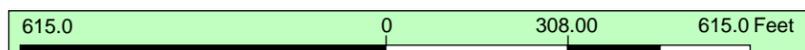


LOT #15 SITE:
Total Site ~ 5.18
Acres

LEGEND

- Parcels (where available)
- Rare Threatened Endangered Species**
 - Threatened or Endangered
 - Rare
- Significant Natural Community
- Habitat Blocks**
 - 10
 - 9
 - 8
 - 7
 - 6
 - 5
 - 4
 - 3
 - 2
 - 1
 - 0
- VT List of Priority Rivers and Streams**
 - Part B (impaired TMDL not required)
 - Part C (stressed needs more assessment)
 - Part D (impaired with approved TMDL)
 - Part E (altered exotic species)
 - Part F (altered flow regulation)
 - Part G (channel alteration)
- Wetlands - VSWI**
 - Class 1 Wetland
 - Class 2 Wetland
- DFIRM Floodways
- Stream
- Designated Village Areas

1: 3,691
1in = 308 ft.
1cm = 37 meters



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NOTES

Map created using ANR's Natural Resources Atlas

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Benchmark Site - Lot #15: Hinesburg

View from site looking northwest towards Automotion and Dark Star Lighting

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Benchmark Site - Lot #15: Hinesburg

View from western property line looking east across site toward Post Office

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #1: Hinesburg

View from Kinney Drugs parking area looking north at the site with residential lot and Route 116 visible

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #1: Hinesburg

View from Route 116 looking west at the site

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #2: Charlotte

View from Charlotte Town Offices parking lot looking southwest at the site

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #2: Charlotte

View from Route 7 looking west at the site

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #3: Charlotte

View looking north at the site from gravel access drive to the Green Mountain Power Substation

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #3: Charlotte

View looking northwest at the site from Charlotte Station Road

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #4: Shelburne

View from Shelburne Road looking southeast at the site with Monroe Brook in foreground and the northern gravel drive

Hannaford Hinesburg - USACOE Alternatives Analysis

Photographs of Alternate Sites Taken August 28, 2013



Alternate Site #4: Shelburne

View from Shelburne Road looking northeast at the site with Monroe Brook in the foreground



MEMORANDUM

To: Marty Abair, USACOE

From: Gail Henderson-King, Project Manager

Date: December 5, 2013

Re: USACOE – Alternatives Analysis Additional Questions and Answers

Introduction

On May 24, 2013, Martin's Foods of South Burlington, Inc. submitted an application to the U.S. Army Corps of Engineers (USACOE) for a Section 404 Individual Permit to enable development of a Hannaford Supermarket and Pharmacy on the last remaining undeveloped lot in Commerce Park in Hinesburg, VT. USACOE responded on July 9, 2013 with comments requesting additional information, which VHB and White + Burke submitted on September 19, 2013. USACOE responded on October 18, 2013 with additional comments requesting more information. Comments related to the plans are being addressed in a separate submittal by VHB. This memorandum responds to the comments related to the Alternative Sites Analysis. White + Burke Real Estate Investment Advisors, Inc. prepared the original alternative sites analysis and this response.

As discussed in my September 19, 2013 memorandum, zoning is a major consideration for locating a proposed development. Planning and zoning in much of Vermont and Chittenden County has become increasingly sophisticated and communities are clear on their vision. Town plans and local zoning have been intentionally adopted and are not easily changed. Many communities have done exhaustive planning exercises that involve extensive public involvement and support that are the basis for their town plans and zoning regulations. In many of these communities, they have incorporated specific requirements and extensive reviews for zoning districts to help the boards in the regulatory review process that will meet their planned goals.

In addition, some years ago the Vermont legislature adopted statewide growth center legislation promoting compact development. This legislation creates a strong confluence between State policy and local zoning in support of where a community has designated their commercial and mixed use development.

We do not believe, based on our analysis, that there is another viable site for the proposed Hannaford Supermarket. It has been extremely challenging permitting this site and if there was another reasonable alternative, we would have considered it long before now.

NOTE: The additional questions asked by USACOE in correspondence with VHB on October 18, 2013 are bolded and in italics, and White + Burke's responses follow.

- 1. You note that wetlands may be more extensive than shown on the NWI/VSWI maps. Wetlands may also be LESS extensive than mapped.***

Agreed. However, we have put together an “apples to apples” comparison for these alternative sites based on publically available information. As noted in our Alternatives Analysis, the Lot #15 Benchmark site has no mapped NWI/VSWI wetlands present, which makes it the most desirable from this screening criterion alone.

- 2. If the Monkton site is within the targeted project area, how can it “not serve the population base within the targeted population area”?***

While the Monkton site is within the targeted project area, it is not located on a major roadway which is an important factor. The Monkton site is very rural with very low population density. As mentioned in my September 19, 2013 memorandum, Hannaford would like to be located in a downtown or village setting where there are greater densities of population that it could serve. As a result of Monkton's rural location, it lacks access on a major roadway and a reasonable population density that could be served.

As stated in my September 19, 2013 memorandum, Hannaford does not have a “targeted population base”. Rather Hannaford looks at proximity of population density, income levels and growth projections in relation to competitive factors such as location of competition, size and age of competition, whether the competition is independent or part of a chain and other factors affecting the potential sales volume of a potential new store.

3. *What is the allowed building footprint in Starksboro?*

The Town Zoning Regulations allows “village commercial” as a conditional use in the High Density Residential and Commercial zoning district. This district gives highest priority to homes clustered together in a village setting. Village commercial uses have a maximum building size of 1,500 square feet per floor, two stories with a maximum vehicle trip generation of 20 trips per hour. This clearly would not work for Hannaford and eliminated Starksboro from consideration. There are other screening factors that also ruled it out from consideration: Starksboro is a very rural location, has very low population density, and does not have available and is not interested in providing municipal utility services.

4. *What is the allowed building footprint in Monkton?*

While there are no restrictions on the allowed building footprint in the Monkton Zoning Regulations for the High Density Village district that allows retail uses, it clearly states that this district will, where appropriate, “...continue to allow limited expansion of commercial uses...”. There are other screening factors that ruled it out from consideration. For example, the Town has very low population density, is not located on a major roadway, and does not have municipal utility services available.

5. *What is the allowed building footprint in Ferrisburgh?*

While there are no restrictions on the allowed building footprint in the Ferrisburgh Zoning Regulations, retail store is handled as a conditional use and there are lot coverage restrictions. However, there are other screening factors that ruled it out from consideration. Mainly, as discussed in my September 19, 2013 memorandum, the area in Ferrisburgh that is zoned for commercial development is in very close proximity (3 miles) to the existing Shaw’s supermarket in Vergennes and affects the feasibility of it being considered. In addition, the Town does not have municipal utility services available.

6. *Site #1 is the only site where the availability of the land is listed as a reason to exclude. Why?*

Site #1 has been subdivided into several lots and some of them have already been sold. These include several small lots bordering Shelburne Falls Road of which one lot now has the new Fletcher Allen Health Care development on it. And another lot on the western portion of the site is in the process of being donated to the Town of Hinesburg for sports fields.

Furthermore, extensive studies conducted by the Town regarding this site show the parcel being further subdivided into multiple small uses. As a result, while at present the site may be large enough, whether ultimately a large enough parcel would be approved is questionable. While this is not determinative, it is a factor in the feasibility analysis.

7. ***For purposes of this alternatives analysis, whether a wetland is classified as Class II or Class III by the State is immaterial.***

We understand that the Army Corps of Engineers does not differentiate between the classes of wetlands in its permitting process as the State Agency of Natural Resources (ANR) does pursuant to the Vermont Wetlands Rules. Nonetheless, the distinction is important to our site analysis. Under Vermont Wetland Rules, Class II wetlands are more significant than Class III wetlands; they have higher functions and values. While the classifications are not relevant in the USACOE permit process, these functions and values are a consideration. Furthermore, obtaining State permits for a development affecting a Class II wetland is materially more difficult than for a Class III wetland.

8. ***You indicated that lot coverage at Site #3 was capped. What do you mean? Capped at what?***

The Zoning District within which Site #3 is located allows a maximum (or capped) lot coverage of 30%. This means that 70% of any lot must remain as green space. While this is a limitation, it is not the major limitation for considering Site #3. The major zoning consideration for this property is the zoning district maximum building size of 20,000 square feet.

9. ***What supermarket is located in Shelburne Village? I note in this submittal that you discount Lantman's as a small independent supermarket. Isn't that also true of any supermarket in Shelburne village?***

The Shelburne Supermarket is a small independent supermarket located in Shelburne village. As mentioned in my memorandum, small independent supermarkets are generally of less concern relative to competition. The greater competitive concern for site #4 is several major chain supermarkets in close proximity. These include existing Hannaford, Shaw's and Price Chopper supermarkets located on Route 7 within several miles of the site. These would directly compete with a new Hannaford supermarket if located on Site #4. Furthermore, Hannaford is not concerned about competing with Lantman's because Hannaford has a contract to purchase Lantman's and will close it upon opening of the new Hannaford in Hinesburg.

10. *No potential sites were identified on Route 116 north of the 116/2A intersection? There certainly appear to be some large open fields along this section of highway.*

The area north of the Route 116 / Route 2A intersection on Route 116 traverses several communities: St. George, Shelburne, and South Burlington. As previously discussed in our Alternatives Analysis and in our follow up memorandum, location and local zoning along with environmental limitations and proximity to existing major supermarkets are all key factors of importance in the selection of a potential site. Just because there are large open fields does not necessarily make for a potential site for a commercial use such as a supermarket.

First, the Towns of St. George and Shelburne do not have any commercial zoning districts located along Route 116. There is also the lack of municipal utility services (water and wastewater) and no village or downtown setting in this stretch of Route 116. These factors combined with the close proximity of several major supermarkets in Williston and South Burlington rule out any potential sites in this area.

11. *The entire front of Site #1 appears to be clear of constraints other than hydric soils. I will need a letter from the town on this site clarifying what the potential would be for obtaining a permit for this project on that site.*

As discussed in response #6 above, Site #1 has been subdivided into several lots which impact its availability. The zoning district that this lot is located in has a maximum building footprint limit of 20,000 sq. ft., which will not work for the Hannaford Supermarket and Pharmacy. A letter from Scott Jaunich of Downs Rachlin Martin, legal counsel for the Applicant, which outlines why it is not possible for the Town to rezone this parcel in order to permit this project, is in Attachment 1.

12. *How did you arrive at the “target population base” that “Hannaford wants to serve”?*

As discussed in my September 19th memorandum, Hannaford does not have a “target population base”. Hannaford looks at proximity of population density, income levels and growth projections in relation to competitive factors such as location of competition, distance or drive time to competition, size and age of competition, whether the competition is independent or part of a chain and other factors affecting the potential sales volume of a potential new store. This type of analysis is sometimes called “gravity modeling”.

In simple terms, gravity modeling attempts to predict the probability that a customer will shop at a given supermarket. The model accounts for the distribution and attractiveness of competing stores and the distance or drive time for a customer to travel to each store. The gravity model is a powerful methodology because it looks simultaneously at both demand (customer expenditures on groceries) and supply (existing supermarket competition). Total customer expenditures (from specified origins, such as census tracts) can be estimated based on populations and income levels which in turn can provide a prediction of total sales for supermarkets in the region, along with origins (census tracts) of those sales.

Basically the model assigns a probability to the amount of dollars that consumers in census tract X will spend on groceries at a supermarket in a particular location based on the distance and relative attractiveness of the competing stores in the region. This probability is “weighted” by the relative attractiveness (square footage, age of store or most recent renovation, whether it is an independent or part of a chain, proximity to other retail attractions, etc) of each competing store.

For example, for the proposed Hinesburg site this means that the two major competing supermarkets at Tafts Corners in Williston (Hannaford and Shaws) are a strong attraction for shoppers because both are larger than the proposed Hinesburg store, they are both relatively new, are both part of a chain and are co-located with other attractive major retailers. Consequently, customers located on Route 116 or Route 2A between Hinesburg and Tafts Corners will generally tend to drive north to Tafts Corners for supermarket shopping unless they are materially closer to the proposed Hinesburg store. So in order to be successful the Hinesburg store should be as far away (south) from Tafts Corners as possible. And yet the store cannot move too far south simply because there is not enough population density further south along Route 116.

Hannaford’s market analysis shows that locating in the core of Hinesburg Village strikes the right balance between distance from competitors and proximity to population to allow development of the proposed store with sufficient projected sales volume.

- 13. *Your Response #17 indicates that Hannaford does not have a targeted population base, yet on page 2 of your response you speak of the “target population base Hannaford wants to serve”.***

Our response #17 emphasizes that Hannaford does not have a “targeted population base”. Our response in paragraph 3 on page 2 was a poor choice of words. It really should say “...The population Hannaford wants to serve is in Hinesburg along the Route 116 corridor

area”, which includes Hinesburg village that has a close proximity to a population density. See our response to #12 above.

14. *Your Response #18 says that there is no single “reasonable population density”, yet one of your criteria in your earlier submittal is “Site located within a reasonable population density to supply a core base of potential customers”.*

We attempted to clarify what we meant in our original submittal dated April 23, 2013 by a “Site located with a reasonable population density to supply a core base of potential customers” with Response #18 dated September 19, 2013. As we stated, there is no single ‘reasonable population density’ that was considered. However, a Hannaford store located in a downtown / growth center setting is more desirable as there is often where a higher population density is located. See our response to #12 above.

15. *Response #20 – How have wetland impacts been reduced?*

The primary effort to reduce wetland impacts has been to reduce total parking on the site. Typically supermarkets prefer sites with 5 spaces per 1,000 sq ft of building area. For a 36,000 sq ft store this equals 180 spaces. The low end of the range for parking is generally 4 spaces per 1,000 sq ft, or 144 spaces for this size store. Original concept plans for this site aimed for 180 spaces. This was never achieved. But some plans had as much as 175 spaces. In the interests of preserving wetlands, the plan that was finally chosen and originally submitted to the Town had only 144 spaces. When the Town permit process resulted in a substantial redesign of the site plan, the resulting design increased wetland impacts. In an effort to offset this to the extent it could, Hannaford further reduced parking to only 128 parking spaces in order to minimize the wetland impacts.

Another measure to reduce wetland impacts was to use retaining walls at various points around the perimeter of the parking and driveways rather than graded slopes.

16. *Response #21 – Were abandoned developed properties also considered?*

If such properties were located within zoning districts that will allow the proposed project building and layout, they would definitely be considered. However, there are no such properties of which we are aware.

17. *Response #24 – Include these factors in your discussion of the sites.*

The responses below summarize these additional factors: site topography, buildability factors, and cost, for each of the alternate sites along with the Benchmark Site Lot #15. This information supplements the Summary of Parcel Resources table that was submitted on September 19, 2013. As stated previously, all of this is based on publically available information. Cost was not specifically looked at as there was not an alternative site that was viable due to its total limitations.

Benchmark Site: Hinesburg Lot #15

The topography of this site ranges from 0% to 3% slopes with several areas of up to 6% slopes near the existing sidewalk along the southern property line. It generally slopes down to the northwest. Overall, the site topography will not be a limitation to development. The buildability of the soils would be considered impaired due to the depth of the saturated zone which would involve greater costs for development.

Alternate Site #1: Hinesburg

The site topography on this site ranges from 0% to 6% slope with several pockets of steeper slopes near Route 116 and the stream banks. The overall site slopes down toward the west. Generally, the topography will not be an obstacle to development. The buildability of the soils would be considered limited due to the depth of the saturated zone, flooding potential in areas, and shrink/swell factors. It would most likely involve greater costs for development of the site to handle these situations.

Alternate Site #2: Charlotte

The topography of this site generally ranges from 0% to 2% slope with several areas of slopes up to 8% near the southeastern and southwestern corners of the property. The site slopes down toward the south. Generally, the topography has a minimal grade change and is not an obstacle to development. The buildability of the soils would be considered limited due to the depth of the saturated zone and shrink/swell factors. It would most likely involve greater costs for development of the site to handle these situations.

Alternate Site #3: Charlotte

The topography of this site generally ranges from 0% to 2% slope with the entire site sloping down westerly. The site topography has a minimal grade change and is not an obstacle to development. The buildability of the soils would be considered limited due to the depth of the saturated zone and shrink/swell factors. It would most likely involve greater costs for development of the site to handle these situations.

Alternate Site #4: Shelburne

The topography of this site varies from 0% to 8% on the plateaus with steeper slopes up to 15% and 20% in between. The site slopes westerly down to Monroe Brook. The site topography has a minimal to moderate grade change and is not considered an obstacle to development. The buildability of the soils would be considered somewhat limited in the minimally sloped areas and limited in the steeper sloped areas. The depth of the saturated zone, shrink/swell, and depth to bedrock are varied factors that affect this. It would most likely involve greater costs for development of the site to handle these situations.

18. *Response #29/Environmental Predictive Model –*

What river/river or stream/river confluence is within 0-90 meters of Sites #1 and 4?

As noted in our Alternatives Analysis Spreadsheet dated May 2013, the following river/river or stream/river confluence that is within 0 to 90 meters of alternate Sites #1 and #4.

Site #1: Hinesburg

A major tributary and Patrick Brook connect within the 90 meter distance.

Site #4: Shelburne

Monroe Brook runs along the western portion of the lot with a major tributary connecting with it that traverses through the site.

19. *What are the special environmental or natural areas at Sites 1, 2 and 3?*

As mentioned in our previous memorandum, we used publically available information for reviewing the environmental constraints on each alternate site. This information was gathered from the ANR Online Natural Resource Atlas. This mapping resource only identifies these environmental or natural areas very generally. Identified below is what is available from this resource for Alternate Sites #1, #2 and #3.

Site #1: Hinesburg

Uncommon Species:

Vertebrate Animal, uncommon in Vermont

Rare and Protected Species:

Plant, rare in Vermont

Habitat Block: Not Identified

Final Weighted Score: 3

Threat Weighted Score: 5

Site #2: Charlotte

Significant Natural Community:

Mesic Clayplain Forest, rare in Vermont

Uncommon Species:

Vascular plant

Habitat Block: Not Identified

Final Weighted Score: 3

Threat Weighted Score: 4

Site #3: Charlotte

Rare and Protected Species:

Plant, rare in Vermont

20. *Was a smaller store considered? Please discuss.*

A smaller store was not considered. The proposed 36,000 sq ft building is one of the smaller new store formats Hannaford currently builds. The Hannaford stores in Chittenden County are approximately 45,000 sq ft. A 36,000 sq ft store is the appropriate size for the projected market demand. A smaller store would be rapidly outgrown and require expansion within a relatively short timeframe.

21. *The last submittal indicated that 5 acres would be the absolute minimum lot size to construct the store. I've asked this before and didn't really get an answer. What was the minimum parcel size that you were considering in your site search? You must have used something.*

The minimum parcel size that was considered in our search for potential sites is 5 acres. As mentioned in our response to question #19 in my memorandum dated September 19, 2013, this would also depend upon the local zoning requirements and other environmental factors. Typically we look for at least 10 acres to allow for more green space and flexibility in design. But on some sites, like this one, five acres is sufficient.

22. *Did you only look at sites that are currently on the market, or did you look for potential sites regardless of their status?*

We looked at potential sites in Town zoning districts that allow the proposed supermarket and pharmacy store layout regardless of whether they were currently on the market. It is routine for us to do so.

23. *Please discuss how the project’s configuration has changed since the original proposal to the Town and Act 250 and how any changes have reduced wetland impacts.*

There were numerous options considered for the site before and during the local permitting process. Throughout, the building size stayed consistent at 36,000 square feet.

One of the major factors in site design for a supermarket is the quantity of parking spaces. Typically we prefer 5 spaces per 1,000 sq ft of building area. For a 36,000 sq ft store this means a target of 180 spaces. Generally we accept no less than 4 spaces per 1,000 sq ft, which equals 144 for this sized store. Accordingly the early site concepts had a higher quantity of parking spaces than currently proposed and these plans had a larger footprint on the site. Different scenarios of the building and parking areas on the site were considered in order to determine the most desirable layout.

We have attached four different site layout plans and the current site plan. These illustrate the history of Hannaford’s planning for this site from early concepts to the current plan. The attached plans show the total permanent wetlands impacts for each. See Attachment 2. (These impact calculations do not include any offsite wetlands impacts that are associated with stormwater improvements). Each of these layout options are described below.

Table 1: Layout Options Wetlands Impacts

Layout Option	Permanent Wetlands Impacts (sq ft)	Wetlands Impacts Increase / (Decrease) from Current Site Plan (sq ft)
1	69,003	5,473
2	70,791	7,261
3	74,692	11,162
4	59,750	(3,780)
Current Site Plan	63,530	

Layout 1 69,003 sq.ft. of permanent wetland impacts

This layout, an early study done for the site, has the orientation of the building facing to the west with parking on the western and southern sides of the site. The delivery area is on the eastern side of the store with circulation around the entire building. This layout has 151 parking spaces with vehicular circulation around the building.

Layout 2 70,791 sq.ft. of permanent wetland impacts

This layout, another early study, has the orientation of the building facing to the north with parking on the eastern, northern and western sides. It reflects a conventional approach for a supermarket layout with the front of the building facing shoppers as they arrive. Deliveries would be accommodated on the southern side of the building and circulation around the building. The layout includes 149 parking spaces.

Layout 3 74,692 sq.ft. of permanent wetland impacts

This layout, another early study done for the site, includes 175 parking spaces. It has the front of the building oriented to the east with parking on the northern, eastern and southern sides. The building includes a pharmacy drive through window and deliveries would occur on the southern side. It is close to the preferred ratio of 5 parking spaces per 1,000 square feet of building size. This layout impacts almost all of the wetlands on the site. This was Hannaford's preferred site design. However, we recognized the high degree of wetland impacts and decided to compromise by reducing the parking. This led to Layout #4.

Layout 4 59,750 sq.ft. of permanent wetland impacts

This layout, which is very similar to Layout 3, was the original site plan submitted to the Town during the local site plan review process. It has the front of the building oriented to the east with parking on the northern and eastern sides. This layout includes 144 parking spaces, a drive through pharmacy window, and delivery area on the south side of the building.

During the review process in front of the Town Development Review Board (DRB) there was considerable concern expressed regarding the drive through pharmacy window and the delivery area on the southern side of the building. Furthermore, the Town Zoning Administrator determined that an impermissible portion of the parking was located in the front yard of the site. To address these concerns, the site plan was adjusted: the building shifted south, the drive-through pharmacy was removed, parking was modified, and retaining walls were added, which is now what is shown in the current site plan.

Current Site Plan 63,530 sq.ft. of permanent wetland impacts

The current site plan, similar to Layout 4, has the building shifted south and placed parking

on the eastern and northern sides. This was done to remove the parking and delivery areas from Mechanicsville Road side of the building and out of the building's front yard as determined by the Zoning Administrator. In this new design the delivery area is on the west side of the building and is screened from Mechanicsville Road. None of the parking is in the front yard. There is no continuous access around the building, which the Town DRB objected to and it has safer pedestrian connections to the south.

During the initial review by the DRB, conformance with the Town's Official Map also became an issue. The proposed site is shown on the Town's Official Map as one possible site for several different future Town facilities. While we disagree with the Town's interpretation of how this Official Map applies to this site, as a good faith gesture we nonetheless attempted to comply with it. One part of this was to add 0.3 acres of land to the west in order to accommodate a space for a community farmers' market.

These changes result in 63,530 square feet of permanent wetlands impacts on the site for the current site plan. This is less than Layouts 1, 2 and 3. While this is more than the wetland impacts for Layout 4, the local permit process made it clear that Layout 4 is not practicable because the Town will not approve it.

In summary the current site plan results from an extensive process of studying various site designs and going through the local permit process. It has significantly less wetland impact than Hannaford's preferred site plan and has the least impact area that can be achieved within what the local regulatory authorities will approve.

Potential Use of Additional Retaining Walls

We recently examined the costs and benefits of using retaining walls in several additional areas would further reduce wetlands impacts. See Attachment 3. Using additional retaining walls in two areas would reduce permanent wetlands impacts as follows.

- Area 1: Retaining walls bordering the wetlands in the northeastern corner of the site:
1,150 square feet
880 sq ft of retaining wall and associated improvements = \$66,000 estimated cost
- Area 2: Retaining wall along the wetlands along the southern property line near the existing sidewalk:
1,395 square feet
440 sq ft of retaining wall and associated improvements = \$33,000 estimated cost

Using retaining walls in these two areas would reduce the total permanent wetlands impacts by 2,545 sq ft with an estimated cost of \$99,000. This would result in a reduction in the Vermont In Lieu fee payment of approximately \$6,725, with a total estimated extra cost of installing these additional retaining walls of approximately \$92,275.

However, the reduction of the permanent wetlands impacts is minimal. The additional retaining walls would not reduce the total permanent wetlands impacts for the project appreciably so that it would change the need for an USACOE Individual permit. Nor does it create any significant benefit to the existing wetlands that would remain in these two areas. The estimated cost for adding these walls is very high: estimated at \$99,000. The benefit of reduction in permanent wetlands impacts is outweighed by the estimated costs of these additional retaining walls (totaling approximately \$92,275).

Attachment A

Letter from Scott Jaunich of Downs Rachlin Martin





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December 3, 2013

Ms. Martha A. Abair, Senior Project Manager
U.S. Army Corps of Engineers
Vermont Project Office
11 Lincoln Street, Room 210
Essex Junction, VT 05452

Re: Hannaford Supermarket and Pharmacy Hinesburg, Vermont
Application for Department of the Army Individual Permit

Dear Ms. Abair:

On behalf of Martins Foods of South Burlington, Inc., and in support of the proposed Hannaford Supermarket and Pharmacy (the "Project") application for a Section 404 Individual Permit, this office has been requested to provide you with written analysis addressing the feasibility of Alternate Site #1 as an alternative site for the proposed 36,000 sq. ft. Project within the constraints imposed by Town Zoning Regulations.

Alternate Site #1 is a 90 +/- acre parcel located on the west side of Route 116 in Hinesburg, Vermont. Approximately the western third of Alternate Site #1 is heavily timbered and the eastern two-thirds is open agricultural land. A stream approximately parallels the southern boundary of this parcel and then intersects the boundary and traverses the parcel bisecting the timber from the agricultural land.

Under the Town of Hinesburg Zoning Regulations, the eastern two-thirds of Alternate Site #1 lies within the Village Northwest Zoning District. Under the Zoning Regulations, the purpose of the Village Northwest District is to encourage a vibrant mix of activities in a "compact, pedestrian-oriented manner" that "anchor(s) the northern gateway to the existing village core and historic Main Street area." Regulation 3.6. Within this District, retail shops and stores and service establishments may be conditionally permitted "up to a maximum of 20,000 sq. ft." Zoning Regulation 3.6.4 (incorporating by reference Village District Regulation 3.5.6(2)).

The only Hinesburg Zoning District that is zoned to allow a 36,000 sq. ft. project is the Commercial District in which the Project is proposed to be located.

As zoned, Alternate Site #1 would not permit approval of the project. The effect of either variance or waiver does not alter this conclusion. As is described more fully below, a variance would not be lawfully proper and any waiver to be granted by the Town would violate both the State's authorizing statute and the Town's implementing regulation for waivers.

A VARIANCE IS UNWARRANTED
AS NECESSARY FINDINGS CANNOT BE MADE

By law, a variance is unwarranted to permit this Project to exceed the maximum allowable 20,000 sq. ft., of retail space in the Village Northwest District. Zoning variances are only authorized in the rare circumstances in which *all* of the following conditions exist:

- a. The zoning regulations as applied to the property cause unnecessary hardship due to unique physical circumstances or conditions, including irregularity, narrowness or shallowness of lot size or shape, or exceptional topography or other physical conditions peculiar to a particular property, and that hardship is not caused by general circumstances or conditions created by the zoning regulation applicable to the area where the property is located (i.e., you cannot meet the side yard setback requirement because the lot is too narrow, as opposed to you are prohibited from using your property as a store because the property is located in a residential zone);
- b. Because of the property's peculiarities, there is no possibility that the property can be developed to conform with the zoning regulations. Therefore, a variance is necessary to enable reasonable use of the property;
- c. The applicant has not created the unnecessary hardship (as, for example, by conveying part of the lot so that the remaining portion can be developed only with a variance);
- d. A permitted variance will not alter the essential character of the area in which the property is located, substantially or permanently impair appropriate use of adjacent property, reduce access to renewable resources, nor be detrimental to the public welfare; and
- e. A permitted variance will be the minimum variance needed to afford relief and will be the least deviation possible from the zoning regulation and municipal plan.

(24 V.S.A. § 4469). At a minimum, proper Project findings to obtain a variance would not be possible under (a) or (b) if sited on Alternate Site #1. With respect to (a), there is no unique physical characteristic that precludes development of Alternate Site #1. The limitation is caused by the zoning regulation. With respect to (b), it would be possible to develop numerous different uses on Alternate Site #1 that would conform with the zoning regulations, and thus a variance is not necessary to allow reasonable use of the site.

**IN HINESBURG, ZONING WAIVER IS NARROWLY PERMITTED
ONLY FOR SELECT PURPOSES NOT INCLUDING THIS PROJECT**

Because the law for variances is so strict, there has been Vermont enabling legislation to authorize municipal “waivers.” The Supreme Court restricted the use of waivers in *In re Jackson*, 175 Vt. 304, 830 A.2d 685 (2003). However, waivers were subsequently authorized by the Legislature in the 2004 permit reform statute. See 24 V.S.A. § 4414(8). To allow boards increased flexibility to approve projects otherwise requiring a variance, a zoning ordinance may now allow municipal boards to “waive” specified zoning requirements. The state enabling statute authorizing municipalities to adopt waiver provisions, 24 V.S.A. § 4414(8), Section 4414(8)(A) provides that:

“A bylaw may allow a municipality to grant waivers to reduce dimensional requirements, in accordance with specific standards that shall be in conformance with the plan and the goals set forth in section 4302 of this title. These standards may:

- (i) Allow mitigation through design, screening, or other remedy;
- (ii) Allow waivers for structures providing for disability accessibility, fire safety, and other requirements of law; and
- (iii) Provide for energy conservation and renewable energy structures.”

If a municipality opts to provide for “waivers from dimensional requirements” in its bylaws, Section 4414(8)(B) then requires the bylaws to “specify the process by which those waivers may be granted and appealed.”

In Hinesburg, waivers are implemented in Section 4.7 of the Zoning Regulations. This section provides:

4.7 WAIVERS

4.7.1 The DRB may approve waivers to reduce minimum dimensional and maximum lot coverage requirements (see Table 1) for structures or portions of structures providing: disability accessibility, fire safety, and other similar requirements of law, renewable energy, energy conservation. Waiver requests shall require a formal public hearing, and be publicly noticed in the same manner as a conditional use request. Waiver requests shall be considered using the following review standards:

- (1) The project is designed in such a way that the applicable standards are modified as little as practicable in order to serve the aforementioned purposes.
- (2) The waiver shall not create an undue adverse impact on the use of adjoining properties or any public interest, including existing or planned community facilities.

(3) The waiver shall be in conformance with the Town Plan and the goals set forth in the Planning Act (Section 4302).

In interpreting statutes, the Court is directed to give effect to the intent of the legislature by first looking to the plain meaning of the statutory language. See *State v. Fletcher*, 2010 VT 27, ¶ 10. The plain language of the statute authorizes municipalities to provide for waivers of dimensional requirements; it does not authorize waivers of any other types of zoning requirements. If a municipality wishes to provide in its bylaws for dimensional waivers, the statute only requires the municipality to adopt specific substantive standards for granting such waivers, and to specify the process for ruling on and appealing such waivers. § 4414(8)(A), (B).

In Hinesburg waivers are only permitted for structures for purposes of “disability accessibility, fire safety, and other similar requirements of law, renewable energy, energy conservation.” Absent such purpose, under this Zoning regulation, the Project would not be allowed a waiver in the Village Northwest District to exceed the 20,000 sq. ft. allowable maximum coverage.. Courts construe zoning ordinances in the same manner as statutes, *Appeal of Weeks*, 167 Vt. 551, 554 (1998), and seek to avoid a construction that renders any portion of a zoning ordinance ineffective or superfluous. See *In re Miller*, 2009 VT 36, ¶ 14, 185 Vt. 550. Accordingly, Applicants would not be entitled to a waiver under the present Zoning Regulations.

**LIMITATIONS IMPOSED BY THE TOWN PLAN FURTHER CURTAIL
WAIVER UNDER STATE IMPLEMENTING AUTHORITY**

Notwithstanding that the Town’s regulatory implementation of waivers curtails any application of waiver to this Alternate Site #1 for this Project, the State implementing authority itself in 24 V.S.A § 4302 is similarly preclusive. The only statutory limitation on a municipality’s substantive standards for granting dimensional waivers are that such standards be in conformance with the municipal plan and with the planning goals found in 24 V.S.A. § 4302. However, a waiver by Hinesburg to permit a 36,000 sq.ft commercial structure on Alternate Site #1 despite the maximum allowable 20,000 sq.ft would be in contravention of the Town Plan.

Under the Hinesburg Town Plan, GOAL 1 is expressly stated to be, “To maintain and enhance the rural small town character and environment of Hinesburg.” To do so, the first objective of the Town Plan is, “To guide development into locations that reinforce the rural pattern of compact settlements surrounded by open lands.” Town Plan, p.3.

“In May 2009, the Selectboard adopted a comprehensive set of Village Growth Area zoning and subdivision regulation revisions that were the culmination of a vision for a denser and somewhat expanded village that took shape over the last 20 years of community-level planning. Laying the foundation for this vision required much hard work, careful consideration, significant public input, and was not without some controversy. However, the Town recognized that in order to serve as Hinesburg’s primary growth center, now and in the future, the historic village area needed to grow – both via in-fill and development in expansion areas. The Village Growth Area regulations established development density standards and significant bonus provisions that allow for the highest development densities in the village core area (approximately 8 residential units per acre including bonuses). Such densities are possible via innovative in-fill development; however, actual build out in the village core is likely to be less than the theoretical maximums

for a number of reasons: 1) some landowners will choose not to subdivide their partially developed or undeveloped property; 2) some landowners may not want to increase the development density on their properties; 3) historic building and streetscape preservation may limit residential and larger scale commercial growth.

“Allowed development densities are smaller but still substantial (approximately 4-6 residential units per acre including bonuses) in the expansion portions of the Village Growth Area. Two of these expansion districts represent mixed use districts, with the Village NW district envisioned for a similar mix of residential, retail, office, civic, and small scale industrial uses to the existing village core area, and the Village NE district focused on a mix of residential development and compatible employment opportunities as exemplified by NRG Systems. The other two expansion districts (Residential 1 & 2) are zoned so as to allow the creation of new residential neighborhoods with dense settlement patterns that are within easy walking distance of the village’s employment, retail, office, and civic uses.”

Town Plan, p.19.

The Town Plan thus emphasizes “smaller” infill developments, even in the expansion areas envisioned for mixed use development. The Town Plan further provides specifics on the objective for the Village, specifically including the Village Northwest district, resulting from a comprehensive Growth Center Pilot Project.

“The Growth Center Pilot Project (1993) studied how new development could be incorporated in and around the Village. Thanks to funding from the VT Department of Housing and Community Affairs, the Planning Commission was able to hire design consultants, produce detailed base maps and build out scenarios, and solicit public input. In many ways, this project was the catalyst that helped bring about many of the other studies listed above. The project resulted in a number of key recommendations that are still relevant today, and are largely embodied in the formal Village goals and recommendations in this Plan and the Village Growth Area regulations adopted in 2009.” Town Plan, pp.23-24. Such goals include:

“Goals and Recommendations 3.2.5 To guide growth and development so that the Village Growth Area can serve as Hinesburg’s primary growth center for residential and compatible non-residential uses.

- a) “Continue to refine and adjust Hinesburg’s land use regulations, Official Map, capital budget and plan, impact fees, and other municipal tools to implement the Village Growth Area vision. Hinesburg’s rural village character shall be retained and infrastructure needs shall be addressed. Compact affordable housing is a central goal for residential development throughout the Village Growth Area. Mixed use (residential and non-residential) is also a critical feature for expansion areas in the north of the Village zoning district as well as the Village Northwest and Village Northeast districts.”

Town Plan, pp. 23-24. The Town Plan thus places significant emphasis on the retention of the small, compact village character of the Village Northwest district. The goals and recommendations of the Town Plan therefore govern against the significant rezoning or waiver that would be required to build the Project on Alternate Site #1. Because a suitable Project waiver for Alternate Site #1 is not specifically authorized under the Town Zoning Regulations,



and because any such waiver would be in contravention of the Town Plan and thus violate the limitation of the State's implementing authority under 24 V.S.A. § 4302, the Applicants could not properly receive any necessary waiver authorizing a 36,000 sq. ft structure for commercial or retail purposes under the present Zoning Regulations on Alternate Site #1.

**RECENT HINESBURG SENTIMENT IS HOSTILE TO BUILDING SIZE
IN THE VILLAGE AND ALONG ROUTE 116**

Not only is legal justification for zoning approval of the Project on Alternate Site #1 elusive, such efforts are contrary to recent zoning decisions in Hinesburg. Hinesburg considers size to be a critical factor in its zoning and planning decisions. When the Saputo Cheese USA property in Hinesburg (which property is similarly sited to Alternate Site #1 on the west side of Route 116 in the Village) was slated for redevelopment, an Interim Zoning District was imposed by the Town that capped "retail shops, stores and service establishments along the Route 116 frontage up to a maximum of 1,000 sq. ft."

Another recent development along the west side of Route 116 in Hinesburg, the Kinney's Pharmacy, faced similar opposition from the Development Review Board. Minutes of the April 6, 2010 DRB hearing (approved April 20, 2010), include DRB comments by DRB-Member Waples stating that "the only problem ... is with the size of Kinney's. ... He said he feels that 11,000 sq. ft. in Hinesburg is a little over the top." While another DRB-member lauded that "it has come down in scale," DRB-Member Wainer echoed DRB-Member Bloomhardt: "she does agree with Ted in wishing it was smaller." Public comments included, "the size seems to be the problem."

Comments by DRB-Members and the public throughout the Town hearing process for the Project on the approved Lot 15, commercially zoned to allow a 36,000 sq. ft. Project and already having Act 250 approval as an approved building site in an existing Commercial Park, bemoaned its size. Given the significant and prevailing sentiment in Hinesburg that size is critical, it is extremely doubtful that there is any will or desire to approve a 36,000 sq. ft. structure in a zoning district with a 20,000 sq. ft. maximum, even if notwithstanding all of the foregoing, such approval could be lawfully granted.

**BECAUSE AN EFFORT TO REZONE ALTERNATE SITE #1 WOULD FAIL TO
SATISFY VERMONT'S FOUR ELEMENT SPOT ZONING TEST, SUCH REZONING
MAY LIKELY CONSTITUTE AN IMPERMISSIBLE AND UNCONSTITUTIONAL
SPOT ZONING.**

In theory, the Town could change the zoning for Alternate Site #1. However, impermissible spot zoning consists of zoning that "single[s] out a small parcel or perhaps even a single lot for a use classification different from the surrounding area and inconsistent with any comprehensive plan, for the benefit of the owner of such property." See, *Galanes v. Town of Brattleboro*, 136 Vt. 235, 239, 388 A.2d 406, 409 (1978), cited in *Granger v. Town of Woodford* 167 Vt. 610; 708 A.2d 1345 (1998).



There is a four-factor test used in Vermont to determine whether the zoning classification of a specific parcel of land is unconstitutional. See *Smith v. Town of St. Johnsbury*, 150 Vt. 351, 360 A.2d 233, 240-41 (1988). As we noted in *Smith*, while "[w]e do not have to adopt a precise definition of spot zoning to decide this case," these four elements will be factors in any test. *Id.* at 362, 360 A.2d at 241. These elements are: (1) whether the use of the parcel is very different from the prevailing use of other parcels in the area; (2) whether the area of the parcel is small; (3) whether the classification is for the benefit of the community or only to provide a specific advantage to a particular landowner; and (4) whether the change in the zoning classification complies with the municipality's plan. See *id.* at 360-61, 360 A.2d at 241.

Presently, no other parcels in the zoning district including Alternative Site #1 have been zoned to accommodate a retail structure in excess of 20,000 sq. ft. The use therefore would not only be different from the prevailing use of other similarly situated parcels, it would be unique. Although the 90 +/- acre parcel is not itself small, the lot comprises but a small portion of the Village Northwest District and would be devoted to a singular use. Thus, any attempted rezoning to permit this Project would fail the first and second elements of the spot zoning test.

Under the third element of the spot zoning test, while rezoning to permit the Project would certainly provide a specific and exclusive advantage to the landowner, the proposed commercial purpose and use of the site also confers some community benefit. As the Court held in *Granger*, a commercial purpose may provide a benefit to the community, i.e., an increase in the town's tax base and in-town services. Although the owner may specifically benefit from the reclassification, that private benefit does not render the reclassification unconstitutional if there also is a rationally-related benefit to the community.

Finally, under the fourth element and as described more fully above, the reclassification would "significantly conflict" with the Town Plan. See *id.* at 361, 360 A.2d at 240 ("Zoning is properly conceived of as the partial implementation of a plan of broader scope, [therefore, it] must reflect the plan, but it need not be controlled by it.").

Because an effort to rezone Alternate Site #1 would fail to satisfy all but the community benefit element of Vermont's four element spot zoning test, such rezoning may likely constitute an impermissible and unconstitutional spot zoning. Also, because of the strong community sentiment in Hinesburg to limit the size of buildings in the village zoning districts, it is extremely improbable that the Town would change the Zoning Regulations to allow for a 36,000 sq.ft. building. Given the fact that the Town has had extensive community involvement over the past 20 years in the planning of their village center, there is no reason, or likelihood, for the Town now to change their clearly stated vision.

CONCLUSION

For all of these reasons, including that (1) Hinesburg zoning precludes a structure of this Project size on Alternate Site #1; (2) a variance cannot be lawfully granted to permit the Project size on Alternate Site #1 in the Village Northwest district of Hinesburg; (3) a waiver of the zoning district requirements is not authorized under the Hinesburg Zoning Regulations and because such

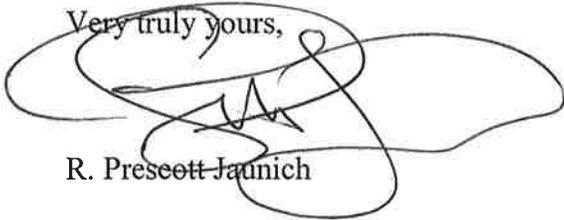
December 3, 2013

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waiver would be contrary to the Town Plan, would violate the limitation of the State's waiver implementing authority under 24 V.S.A. § 4302; (4) recent Town sentiment is hostile to building size in the Village and along Route 116 and would be disinclined to change the Zoning Regulations, and (5) rezoning may constitute an impermissible and unconstitutional spot zoning, it is respectfully submitted that Alternate Site #1 is not a feasible alternative to the proposed Project site on Lot 15 for purposes of the Army Corps' individual permit analysis.

Please do not hesitate to contact me directly if you have any further questions in this regard.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Prescott Jaunich', is written over the text 'Very truly yours,'. The signature is somewhat stylized and overlaps the text below it.

R. Prescott Jaunich

RPJ:

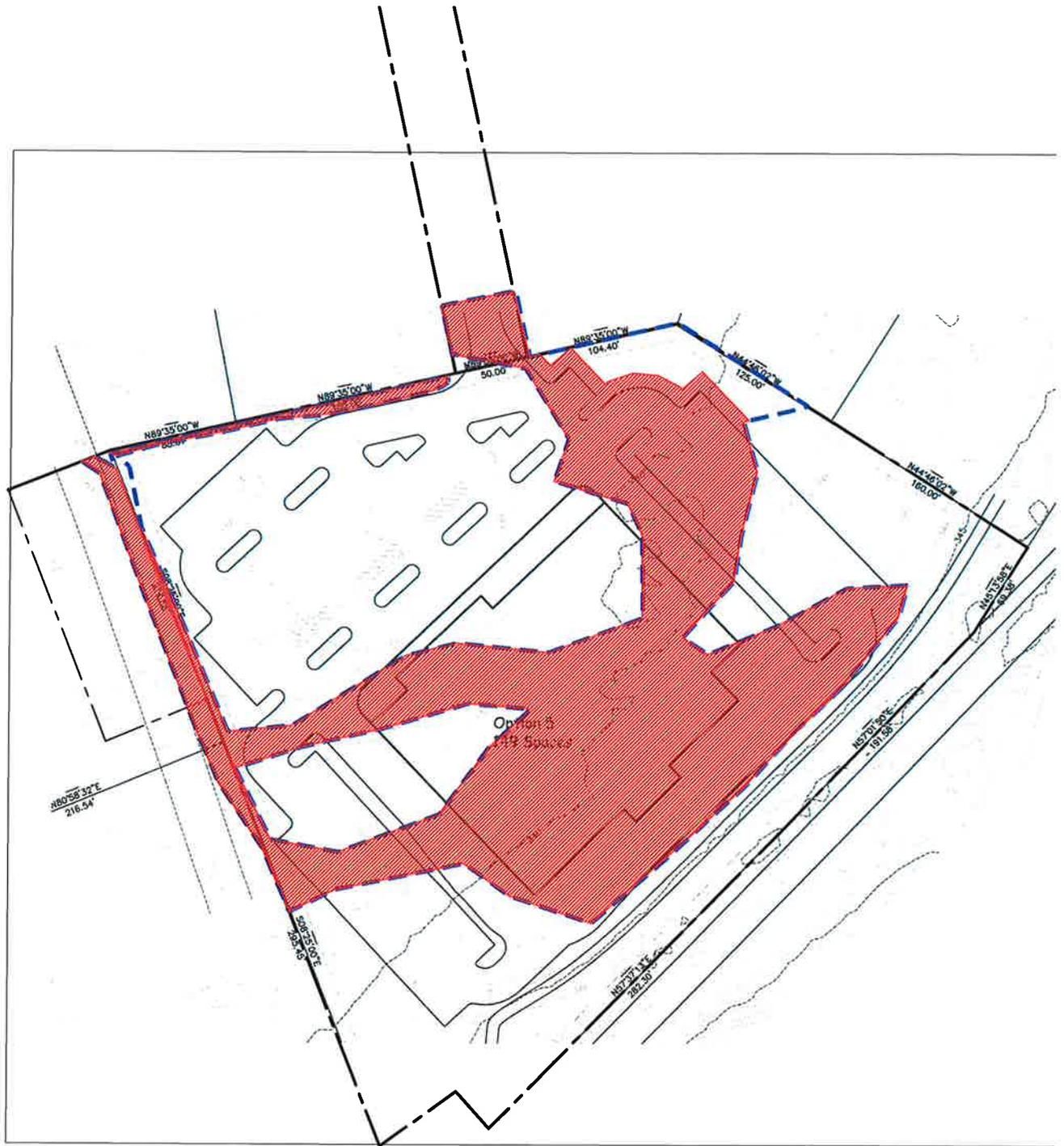
cc: David G. White
Gail Henderson-King
Tyler Sterling

14656571.1

Attachment B
Previous Site Plan Iterations with Wetlands Impacts



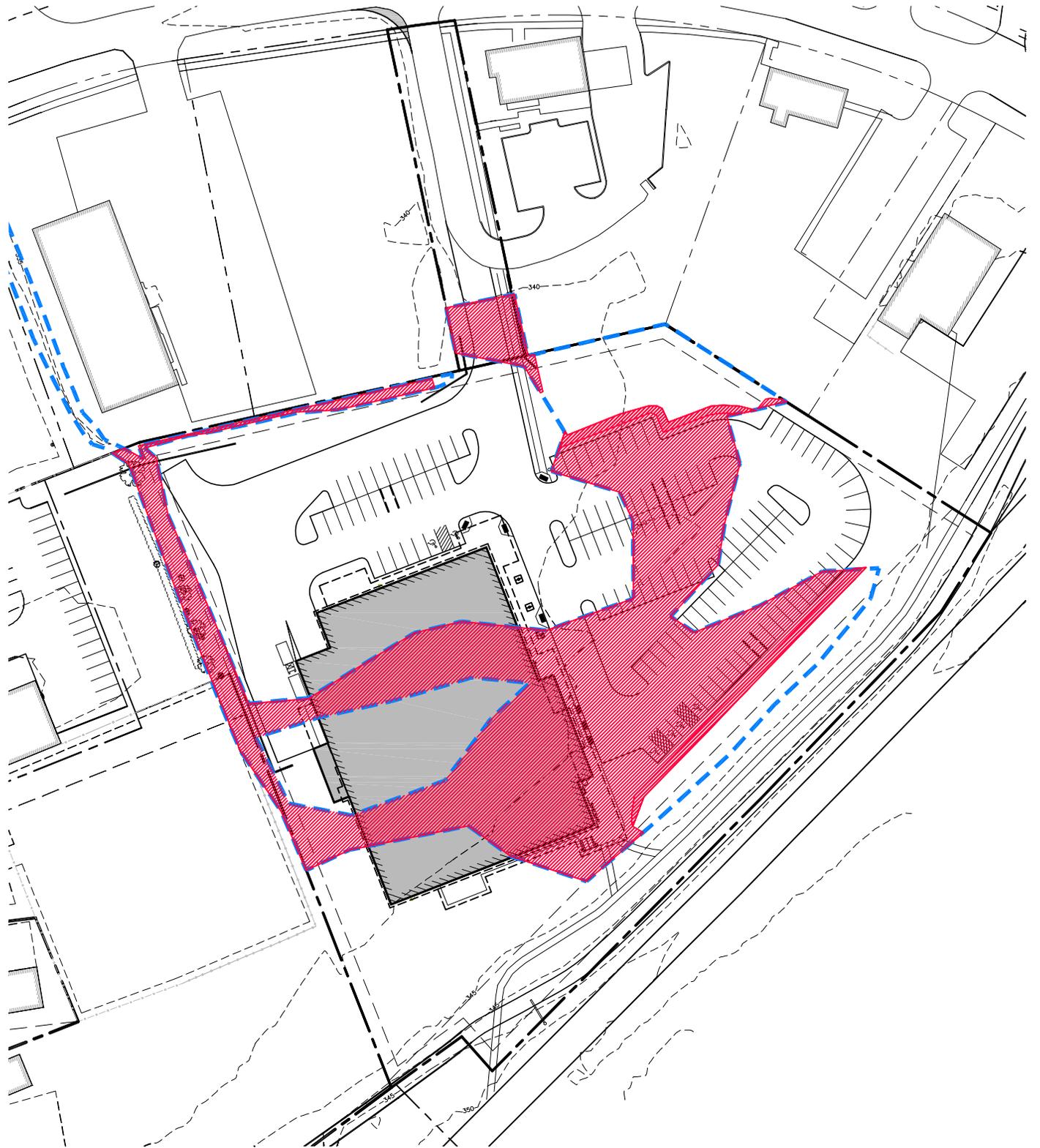
LAYOUT 2 - 70,791 SQ. FT. OF WETLAND IMPACT



LAYOUT 3 - 74,692. FT. OF WETLAND IMPACT



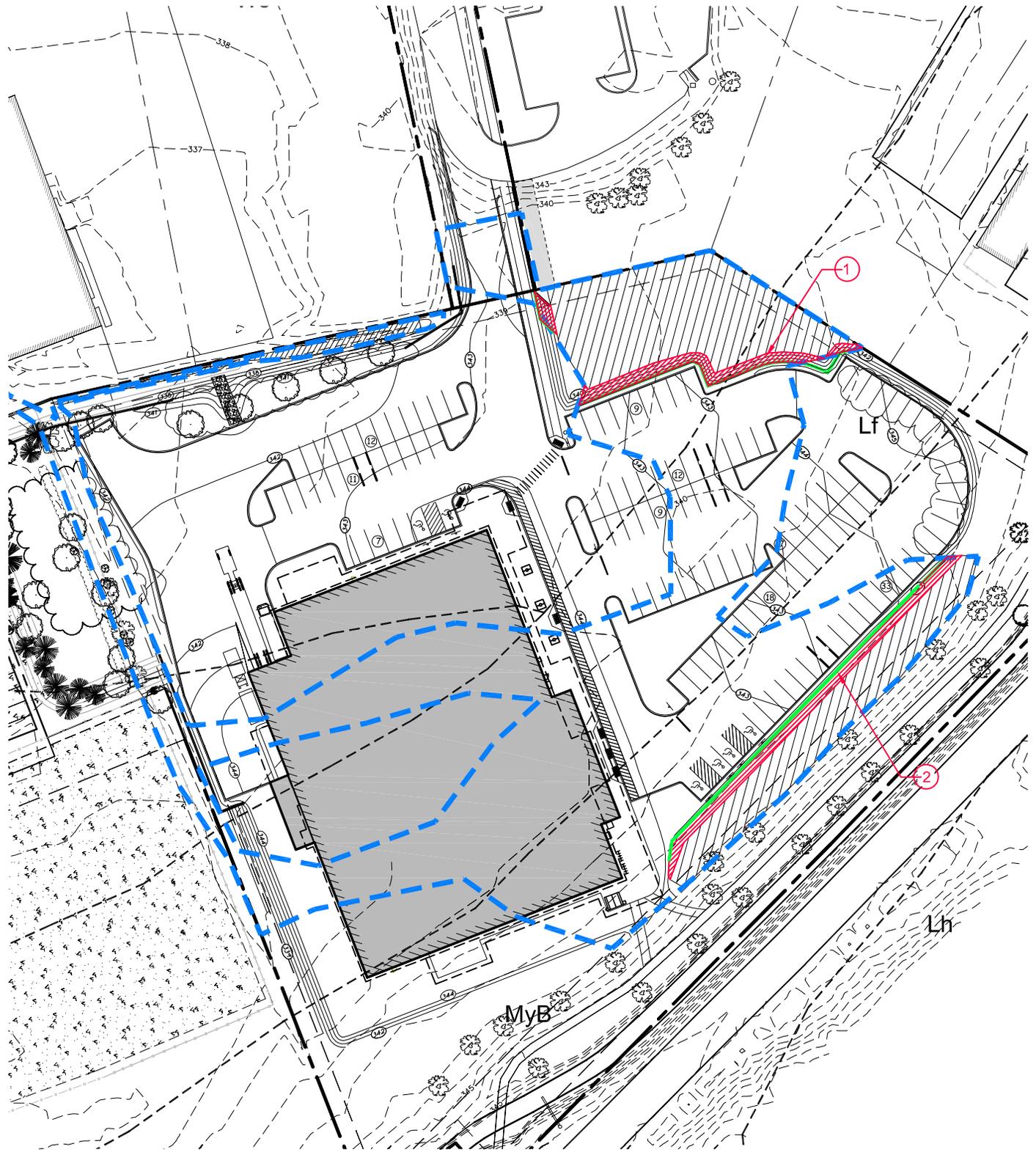
CURRENT SITE PLAN - 63,530 SQ. FT. OF WETLAND IMPACT



Attachment C
Possible Retaining Wall Study



- ① 220 LF OF NEW RETAINING WALL, WETLAND IMPACT REDUCTION - 1,150 SQ. FT.
- ② 220 LF OF NEW RETAINING WALL, WETLAND IMPACT REDUCTION - 1,395 SQ. FT.





Hannaford Supermarket and Pharmacy
 Hinesburg, Vermont
 Mitigation Credit Analysis
 Prepared by VHB
 REVISED October 4, 2013

Calculation of Vermont In Lieu Fee Payment				
	Permanent Impact	Temporary Impacts	Secondary Impacts	TOTAL IMPACTS
Proposed Wetland Impact (Square Feet):	62,125	0	17,450	79,575
TOTAL PROPOSED IMPACT (SQUARE FEET):	62,125	0	17,450	79,575
Proposed Impact Multiplier for Required Compensatory Mitigation:	1.000	0.125	0.125	--
Proposed Mitigation Credit (Square Feet):	62,125	0	2,181	64,306
In-lieu Fee/ Square Foot of Credit in Richelieu Service Area (\$ / Square Foot):	\$3.02			
TOTAL Proposed Fee for Project Compensation:	\$187,617.50	\$0.00	\$6,587.38	\$194,204.88

NOTES:

Proposed Impact Multiplier for Required Credit from USACE *New England District Compensatory Mitigation Guidance* (2010) - Table 2 - Permanent impacts require 100% of impact area to be compensated for; based on the mitigation guidance and previous coordination with USACE personnel regarding the percentage of proposed impacts which should be compensated for, VHB recommends 12.5% for secondary impacts. Per pre-application coordination with USACE Project Manager, impacts will be mitigated for at a 1:1 ratio due to contribution to ILF and overall low quality of the feature proposed to be impacted. No temporary impacts are proposed.