

**Town of Middlebury  
Development Review Board (DRB)  
Town Office Large Conference Room  
Minutes of August 28, 2017  
Approved 9/11/17**

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**Members Present:** Scott Foster, John MacIntyre, Anne Taylor, Rick Emilo, David Hamilton, Gary Baker (Alt.), Don Keeler (arrived 8:00)

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**Members Absent:** Kevin Newton

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**Staff Present:** Jennifer Murray, Katherine Wheatley (videographer)

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**Others Present:** Scott Jacobs, Jennifer Jacobs, Laura Marsh, Diane Curran, Kim Smith, Ryan Emilio, Duncan Rollason, Frank Alexander, Brent Rakowski, William (Bud) Smith, Leah Keller, Brian Keller, Jill Madden

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**MEETING AGENDA**

1. An application by Marbleworks Partnership, LLC and William F. Smith for conditional use review of a PUD Amendment to operate a coffee manufacturing business in the Marbleworks complex. The property is located at 137 Maple Street, parcel ID 24:122, and is located in the VRC zoning district.
2. An application by Rollason Properties for a final plat review of a two-lot subdivision. The property is on Foote Street, parcel ID 08:160, and is located in the PHD zoning district.
3. An application by Tractor Supply and Rollason Properties for a conceptual conditional use review to construct an approximately 19,100 sf retail store. The property is located on Foote Street, parcel ID 08:160, and is located in the PHD zoning district.

Rick Emilo called the meeting to order at 7:00 pm.

**1. Minutes of 8/14/2017**

On a **Motion** by Gary Baker, seconded by Scott Foster, the Development Review Board **voted to approve the minutes of 8/14/2017**. Motion passed 6-0.

**2. Hearing for Marbleworks Partnership, LLC – PUD Amendment**

Rick Emilo administered the oath to those present. Rick invited William (Bud) Smith to present his proposal for amending the PUD approval to allow his proposed use. Mr. Smith began with a description of the history of the business he proposes to move to the Marbleworks. His business partner Jill Madden and he have operated the business as a home occupation at 113 South Main Street for 17 years. They have gross sales of approx. \$70,000/year, 90% of their business is done in-town, they roast approximately 150 to 250 pounds (finished weight) of beans per week, which require a total of 7-8 hours of roasting. This morning they roasted; it was a heavy day and it lasted from 8:30am to 1pm. The roaster holds 5.75 pounds of coffee, and they perform 4 roasts in an hour. They are looking to lease an approximately 20x30ft (600sf) space in the Marbleworks. Noise cannot be heard outside of the room. As far as smoke, he referred to letters from the current neighbors that were received by the planner and distributed to the board. Smoke is generated during the last 5 minutes of a 13 minute cycle. Anne Taylor asked for other examples of food manufacturing approved in the Marbleworks in the past. Ryan Emilio (facility manager) clarified

43 that he believes this use is food processing, not manufacturing. He cited other food processing  
44 operations including stone leaf teahouse and American Flatbread, particularly when they used to  
45 sell dough. Kim Smith asked - how do you define manufacturing. Staff explained that the PUD  
46 Amendment is intended to allow the use as described, regardless of what the use is called. She  
47 suggested that the board solicit testimony from Leah Keller to better understand the proposed use  
48 that she would operate in the future, were she to purchase the business from Mr. (Bud) Smith.  
49 Rick invited Ms. Keller to summarize her plans for the business. Ms. Keller described her vision  
50 for the business, and said she likes the size and scale, although they would need to grow a bit. She  
51 referred to the narrative provided with the application, which describes her plans for the business.  
52 Rick asked if they would be selling cups of coffee, or if they would be growing a client base of  
53 coffee shop customers. Ms. Keller said she would like to provide samples of coffee, along with a  
54 retail component for selling bags of beans to walk-in customers. Jennifer asked if hours of 8am to  
55 6pm would work for her needs, and Ms. Keller replied yes.

56  
57 Rick solicited comments and questions from the public. Diane Curran said that she lives on  
58 Willard Street, and it gets congested with traffic for the dog groomer. She asked for details about  
59 the smokestack, and Mr. Emilio responded that it would be vented through the roof on the front of  
60 the building. As far as the parking, Mr. Emilio said that it is a town street, although you wouldn't  
61 know it from the maintenance. Those businesses aren't supposed to be using street parking. They  
62 may need to stage to unload on Willard Street, but they are supposed to park elsewhere. Mr. (Bud)  
63 Smith provided a description of the current business, which gets by with a small driveway. He  
64 says there is almost no traffic. He describes a bit more about the smell, and says the smokestack  
65 would be through the roof, as far away from Willard Street as we can get it. At Rick's request,  
66 Ryan Emilio described more about the location of the proposed space, and parking areas. Staff  
67 asked Mr. Emilio if 4 spaces would be available for the business, and Mr. Emilio said yes. Gary  
68 asked how high the stack would be. Mr. Emilio responded he didn't know, and asked Mr. (Bud)  
69 Smith, who responded that at their existing location, the vent comes out of the roof, 5 feet or so  
70 high. It is a powered vent and does not have to be high to draft. David Hamilton described the fire  
71 code requirements for a smokestack of this type. Mr. Emilio said Fyles Brothers will install the  
72 stack according to code. Jennifer asked Mr. Emilio if there were any other spaces of this size  
73 available to lease within the Marbleworks, which might be located further from residences. Mr.  
74 Emilio responded no. Laura Marsh, who lives at 5 Willard Street asked for clarification about the  
75 smokestack. She would like to see it located as far away from Willard Street as possible. She  
76 would advocate for enforcing a provision limiting the number of pounds of beans to be processed  
77 per week. Staff agreed it is important to set an upper threshold for when the business has grown  
78 large enough to require further review. Gary said he would be recusing himself from the vote, due  
79 to personal relationships with Laura Marsh and Bud Smith. On a motion by David, seconded by  
80 John, the DRB voted to close the hearing and reconvene in deliberative session. Motion passed 5-  
81 0, (recusal by Gary Baker).

### 82 83 **3. Hearing for Rollason Properties, LLC – Final Subdivision**

84 Rick administered the oath to those present. Duncan Rollason presented a final plat for final  
85 review of a proposed 2-lot subdivision off Foote Street, north of Route 7. He detailed the  
86 changes from the sketch plan presented July 10, 2017. Anne read through the requirements of  
87 the preliminary determination letter. She asked Mr. Rollason for the easement documents to  
88 accompany any easements or rights-of-way shown on the plat, and Mr. Rollason confirmed that  
89 they were not yet available but would be provided. Frank Alexander (Primax) offered to do an  
90 easement draft document. Anne asked what documentation the applicant is able to provide that  
91 water and sewer service are available for Lot 1. The applicant provided engineer's testimony.  
92 Brent Rakowski from Otter Creek Engineering provided information about how development on

93 Lot 1 will tie into the existing water line running up Foote Street, and will also tie into an  
94 extension of the existing sewer line that ends at the driveway for G. Stone Commercial. Staff  
95 asked about ownership of the sewer extension from the existing stub. Mr. Rakowski said that  
96 Tractor Supply would own the sewer line from the end of the existing line to their building.  
97 Rick clarifies the location and purpose of the two accesses to Lot 1. David asked for details  
98 about the future access road to be completed by others, and Mr. Rollason confirmed that Primax  
99 will complete the road to the point where their access driveway branches off.

100  
101 On a motion by Scott Foster: I move that the Middlebury Development Review Board, having  
102 reviewed the application submitted and having heard and duly considered the testimony  
103 presented at the public hearing of August 28, 2017, approve this request for a two-lot  
104 subdivision of parcel 8:160, located on Foote Street, with a condition that final modifications to  
105 the Final Plan will be made and approved by the DRB Chair. Seconded by John MacIntyre.  
106 Motion passed 6-0.

#### 107 108 **4. Hearing for Primax Properties, LLC – Preliminary conditional use approval**

109 Rick administered the oath to those present at 7:58pm. Brent Rakowski introduced Frank  
110 Alexander of Primax Properties, LLC. Primax Properties is a private land development company,  
111 which plans to purchase Lot 1 from Duncan Rollason and construct an approximately 19,113sf  
112 building to be leased by Tractor Supply Company for a retail store. He described Tractor Supply  
113 as a farm supply/rural lifestyle store. He feels the store will fit the town's needs and become a  
114 valuable destination store for the community. It will not be a high traffic generation store, with  
115 approximate maximum of 25 cars at any one time. Customers come and visit as needed, so it is a  
116 low impact fit for the area. He turned the conversation over to Mr. Rakowski, offering to field any  
117 operational questions the board might have.

118 Mr. Rakowski presented the civil site plans. Water would connect to an existing 6-inch ductile  
119 iron line along Foote Street. The sewer would be connected from an existing manhole at the  
120 access drive to G. Stone Commercial. Design flows are relatively low for this commercial use,  
121 limited mainly to employees and visitors. The overall grading shows the site sloping gently from  
122 North to South. Mr. Rakowski explained how the stormwater system functions.

123 The board talked with the applicants about parking and traffic circulation. The rear right-of-way  
124 would be used approximately once per week for large truck deliveries. David clarified the parking  
125 calculations. Mr. Alexander said they are requesting a green space waiver to reduce the number of  
126 required spaces, as they don't need as many spaces as the parking calculation in the zoning  
127 generates, and as the planner has expressed that they would like to reduce the amount of  
128 impervious surface to the extent possible. A green strip has been retained at the northern boundary  
129 of the site, which can accommodate 30 cars in the future and reduces the amount of required  
130 parking by that amount.

131 Rick asked Mr. Alexander to talk to them about the appearance of the building. Mr. Alexander  
132 spoke about the results of their visit to the Design Advisory Committee (DAC), and how this  
133 informed several design changes, including removing the "false front" of the building, and  
134 blending the roofline for a more uniform design effect, as well as adding shutters and awnings to  
135 the front and side (along Foote Street) of the building. He plans to meet again with the DAC in  
136 September, before returning to the DRB.

137 Don Keeler arrived at 8:10pm

138 Anne discussed the use of skylighting and natural lighting with Mr. Alexander, who shared his  
139 experience with skylights not always working in cold weather climates.

140 Mr. Alexander discussed the size, location and contents of the outdoor storage area, the sidewalk  
141 display area, and the trailer display area. He wants to clearly define these on the plans, so that  
142 future staff will be able to maintain them as discussed with the DRB.

143 Mr. Alexander described traffic circulation. He anticipates approximately one tractor trailer per  
144 week. There is not a lot of heavy delivery with these stores- most deliveries are actually made by  
145 UPS-type carriers. The dock area in the rear will consist of a freestanding metal ramp. Heating  
146 units will be on the ground in a screened enclosure, not on the roof- as ground units provide a  
147 cleaner look. There is low energy usage.

148 Rick asked will there always be something in the display areas, year-round? Mr. Alexander  
149 responded yes, at all times of the year.

150 Mr. Alexander summarized some of the typical operational questions. Hours- (8-8pm), (10-6pm)  
151 on Sundays. May extend to (8-9pm) during holidays and other busy times. Lighting- they would  
152 like to leave the wallpack security lights on all night. The plans have an error- they should also  
153 show wallpack lighting on the side of the building that faces Foote Street. Signage and pole  
154 lighting would be turned off an hour after close. Employees- 12 to 15, up to 20. Store manager  
155 would be transferred from another store such as Rutland, and the remaining employees would be  
156 hired locally. Mr. Alexander explains that Tractor Supply has one of the lowest turnover rates in  
157 the country, and they place an emphasis on the quality and training of their employees.

158 Anne asked about the purpose of selective clearing taking place within the vegetation along Foote  
159 Street. Mr. Alexander responded that the clearing at the access drive is to help people see and  
160 locate the store. There will be selective clearing of underbrush in other parts of the hedgerow, but  
161 some buffer will be maintained. Anne asked if there would be a service hired to keep the brush  
162 down, and Mr. Alexander said they plan to hire a landscaping service to conduct property  
163 maintenance. He explained that Primax would own the store, and Tractor Supply will be their  
164 tenant. He referred to advice offered by Chris Zeoli, tree warden and DAC member, who felt that  
165 selective clearing of the underbrush would help with the overall health of the buffer vegetation.  
166 Anne asked if Primax would be replacing any trees in the hedgerow that die as a result of their  
167 clearing activities and Mr. Alexander responded that typically they only guarantee the health of  
168 new plantings. Anne commented that some species perform better than others, and Mr. Alexander  
169 responded that he would be open to suggestions for better landscaping.

170 Rick opened the hearing to comments from the public. Scott and Jennifer Jacobs offered  
171 comments as the owners of the Agway store on Exchange Street, which has been locally owned for  
172 over 17 years. Mr. Jacobs said this is the first corporate chain box store to be located in  
173 Middlebury, and that seems like a big decision. It is the first thing people will see, entering  
174 Middlebury from the South. Mr. Jacobs found out about this proposal from an article in the paper,  
175 and wants to know what other information the Town has provided to the public, and has there been  
176 any other economic impact study of how it would impact other local businesses. He wonders if  
177 this would be considered a typical Tractor supply store, because it looks identical to the one on  
178 Shelburne Road. He wants there to be consideration of its impact on local businesses and wants to  
179 clarify that there would be an overlap of products, more than described in the newspaper article.  
180 Other than the nursery and greenhouse, he feels it is a complete overlap. He notes Paris Farmer's  
181 Union, Taylor Rental, Martin's True Value Hardware, and various automotive stores as stores that  
182 could face competition from this new business. Mr. Alexander shared some examples of Agway  
183 stores and similar businesses that have continued to survive in close proximity to new Tractor  
184 Supply Stores. Staff suggested that a previous economic study did suggest that there was room for  
185 more sales in this particular sector, and perhaps more potential customers would be brought into  
186 town by a destination store such as this one, citing as an example that people have told her that the  
187 loss of Ames resulted in noticeably fewer customers visiting local businesses such as auto  
188 dealerships. The chair provided Mr. Jacobs an opportunity for follow-up comments, and Mr.

189 Jacobs restated his concern that Tractor Supply will have a negative impact on several existing  
190 local businesses. On a motion by Scott, seconded by David, the DRB voted to close the hearing.  
191 Motion passed 7-0.

192 **5. Deliberative Session**

193 On a motion by David, seconded by Scott, the DRB voted to enter deliberative session to discuss  
194 the foregoing applications. Motion passed 7-0

195 The DRB exited deliberative session to vote on the first application.

196  
197 On a **motion** by David Hamilton,  
198 I move that the Middlebury Development Review Board, having reviewed the application  
199 submitted and having heard and duly considered the testimony presented at the public hearing of  
200 August 28, 2017, approve this conditional use request for a PUD amendment to operate a coffee  
201 roasting business meeting the definition of “food manufacturing” at the Marbleworks Complex.  
202 John MacIntyre **seconded**. Motion **passed**, 5-1-1, Gary Baker abstaining, Anne Taylor opposed.

203  
204 **6. Adjournment**

205 On a **Motion** by Scott Foster, seconded by Gary Baker, the DRB **voted to adjourn**. Motion  
206 passed, 7-0.

207 Meeting adjourned at 10:00 pm.

208  
209 Minutes Submitted by Jennifer Murray