

MINUTES

PLANNING BOARD

JUNE 14, 2011

LONG HILL TOWNSHIP

CALL TO ORDER AND STATEMENT OF COMPLIANCE

The Chairman, Mr. Connor, called the meeting to order at 8:03 P.M. He then read the following statement: Adequate notice of this meeting has been provided by posting a copy of the public meeting dates on the municipal bulletin board, by sending a copy to the Courier News and Echoes Sentinel and by filing a copy with the Municipal Clerk, all in January, 2011.

PLEDGE OF ALLEGIANCE

ROLL CALL

On a call of the roll, the following were present:

Christopher Connor, Chairman

Mead Briggs, Vice-Chairman

Mayor Nanette Harrington, Mayor

E. Thomas Behr, Member

Donald Butterworth, Member

Kevin Dempsey, Member

Guy Piserchia, Member

Brendan Rae, Member

Michael Smargiassi, Member

Barry Hoffman, Bd. Attorney

Kevin O'Brien, Twp. Planner

Thomas Lemanowicz, Bd. Engineer

Dawn Wolfe, Planning & Zoning Administrator

Excused:

A. J. Batista, 1st Alt.

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ANNOUNCEMENT

Mr. Connor announced that the discussion of a proposed new checklist on tonight's agenda is postponed to the June 28th Planning Board meeting. He had spoken to Mr. O'Brien and learned that there is more work that needs to be done before it is considered.

EXECUTIVE SESSION

In response to Mr. Connor, Dr. Behr made a motion to adjourn to executive session to discuss personal matters which was seconded by Mr. Butterworth. The Board entered executive session at 8:08 P.M.

The Planning Board re-entered public session at 8:15 P.M.

PUBLIC QUESTION OR COMMENT PERIOD

The meeting was opened to the public for questions or comments. There being none, the meeting was closed to the public.

DISCUSSION

TIFA LTD. DIVISION AVENUE STREET FRONTAGE IMPROVEMENTS

In response to Mr. Connor, Mrs. Wolfe explained that when sending applications to the Morris County Planning Board for Administrative Site Plan Waivers, their normal practice has been to return what is referred to as a standard letter of exemption. However, recently on a couple of occasions, the County added a paragraph asking when the site improvements along Division Ave., which included a sidewalk along the frontage of the Tifa building, would begin. When she brought this inquiry to the attention of the Administrative Site Plan Waiver Subcommittee, they requested that she write a letter to Tifa advising them that, until the frontage improvements were done, they would not consider any future Administrative Site Plan Waivers and, instead, would refer them to the full Planning Board. Subsequently, one or more Planning Board members inquired about the plan that was approved by the Morris County Planning Board. Further investigation revealed that it was a plan by Maser Consulting dated 12/13/04. Not being able to locate a copy of that plan, she said that she contacted Ms. Stephanie Palm, Real Estate Manager for C.B. Richard Ellis who handles all of the Tifa tenant leases, and requested that she provide two copies of the plan approved by the County several years ago. Ms. Palm provided two copies of the Maser Consulting plan dated 12/13/04 had planned to be present this evening to explain her side of what the plan entailed, however she sent an e-mail earlier today advising that she was not feeling well and could not attend. Mrs. Wolfe said that, although she now has copies of the plan, she has been unable to determine what initially caused the required improvements. She said that Ms. Palm also did research and advised that the requested improvements came about at the time the last site improvements were made to Building #4, which happened a number of years ago. However, in checking the property record card in the Construction Office for Building #4, Mrs. Wolfe found that the last improvements to that building occurred in the 1980's, which did not seem to jive. She also researched the Planning Board archived files but was unable to find anything that caused this condition by the County. She noted that she invited the Shade Tree Committee to appear this evening and said that Mr. Don Farnell is in the audience to provide his input. She then distributed the two copies of the Maser plans to the Board members to share.

In response to Dr. Behr, Mrs. Wolfe added that she recently communicated back to Tifa advising that, until the Planning Board has had an opportunity to investigate the matter further, the Administrative Site Plan Waiver Subcommittee will continue to consider applications for new tenants and need not appear before the full Planning Board and they were very appreciative. She also noted that Tifa is going out for bids for the street improvements at this time, but they are deferring awarding any contracts until the matter is resolved.

Mr. O'Brien said that he would have to do more research himself and did not realize that we did not know the background. He said that Tifa had been a problem for the Township for a number of years in that they were not

coming to us and renting out parts of their buildings with no authorizations whatsoever even though the Ordinance is very clear that every tenant of theirs needs some type of approval, particularly for site plan. After a number of years, the Township Committee, Planning Board, and Tifa were finally able to meet, which is why the Administrative Site Waiver procedure came about for them. In return, they were going to do certain improvements to the grounds and part of that was the sidewalk on Division Ave. and there was a problem with the layout of that sidewalk because of a possible widening of the County roadway and the location of a number of trees on the road. He said that, somehow, that sidewalk was threaded through and either it had to avoid certain appendages to the building, such as power boxes and poles, and the end result was that we all agreed that they would make these changes which is why, he presumed, that they went to the County and received its approval. How binding that is, he said that he would let counsel discuss. He said that he would do more research, but that is the general background.

Mr. Hoffman asked Mr. O'Brien in what sense he meant "binding"? He said that a County approval means that they have satisfied the County's requirements, it doesn't set any obligation on the municipal level.

Dr. Behr said that for a long time we have taken a look at the difference between what is an appropriate width of streets in the Township, given the character of the town and a far more aggressive standard for a County road and one sees that on Valley Rd. where you have these rather bizarre widenings of the road that don't make any sense at all. He said that you also see it on Division Ave. where you have what is still a residential size street and all of sudden it is "exploding out" and then coming back in again. He said that for many, many years the County has said that they are willing to be reasonable with us and not insist upon the full road width if we can make a case for it. It seemed to him to preserve Division Ave., insofar as possible, as more of a country road and less of a highway would be a very good thing. He felt that that is one of the considerations to take into account when we look at these plans is that they may call for a road widening that is not actually desirable.

Mr. Connor said that there are already sidewalks on the eastern side of Division Ave. and no sidewalks on the western side of Division Ave. He questioned why you would put sidewalks in front of Tifa in any case?

Mr. O'Brien replied that he believed the thinking was to provide a contiguous path to the railroad station and that at some point it may be expanded or not, but at least it would provide that type of a pathway.

Mr. Connor said that right now you can walk to the railroad station on the eastern side and go across at the crosswalk at Long Hill Rd.

Mr. O'Brien said that he was not sure if it was a Township or County origination.

Mr. Connor said that he reviewed the Maser plan and, while it shows the trees (which he described as gorgeous when they are flowering), the digging up of the land to construct sidewalks so near them seemed to him will cause the potential for extensive root damage which ultimately could destroy the trees. He asked Mr. O'Brien if that was correct?

Mr. O'Brien replied that he would need to look at the plans, but anything within close distance to trees is a bad thing.

Mr. Connor invited Mr. Don Farnell to speak either as a representative of the Shade Tree Commission or as his own representative.

Mr. Don Farnell said that it is unfortunate that the Board hasn't really had an opportunity to look at the plans in any great depth. He said that at Mrs. Wolfe's request, he went out to the site yesterday. He said that, basically, the proposal is for building a curb along the west side of Division Ave. along the Tifa frontage, more or less where the edge of the pavement is now, building a 4' wide sidewalk behind that curb from Stonehouse Rd. north to the driveway into Tifa. He said that they will also have to repair 5' or 6' of the street because they are going to change the top of the grade of the curb a little bit along that alignment. He said that one of the good things about this is that the trees which were mentioned are really significantly behind that edge of curb line or sidewalk. They are *not* in the R.O.W., they are probably about 8' or 10' away from the edge of the pavement. He felt that the sidewalk and curb could be built without compromising those existing trees. He said that they are Bradford Pears, 10"-12" in caliper, and provide terrific screening for that building and definition for that part of Division Ave. He said that the problem is that, about 2/3 of the way up on the left, there is a hedge that is right at the edge of the pavement and it screens a large concrete block building that, at one time or presently, has some kind of electrical switch gear in it. He said that, when those trees go and that hedge goes, that will expose that concrete block building to all of Division Ave. He said that they will not be able to build a sidewalk or curb without taking that hedge out and that will expose the building, which is not attractive at all. He also said that, from the south side of that concrete block building, there is about a 50' gap where there are no trees. He said that he would recommend that they put two more trees in there about 35'-40' on center that will continue the line of trees that would be broken along the frontage of Tifa and do some kind of evergreen screening around 3 sides of the building. He said that there will be approximately 3 1/2'-4' of space remaining from the back of the new sidewalk to the face of the building. He said that we need screening in there because it will really be unattractive and that is all you are going to see when you are on Division Ave. because it will, literally, stick out from that space.

Mr. Connor asked, since that increases the impervious coverage, if there is some sort of counter catch basin or something that will allow that to be built?

Mr. Lemanowicz replied that it is true that the sidewalk would be additional impervious coverage, but he did not see a lot of room to put something in to compensate for it. He said that they may well end up dropping a drywell in some place and a roof leader system to catch more water of the roof than they are catching now.

Mr. Connor asked if there is any engineering drawing shown that they analyzed the impervious coverage and potential increase in runoff?

Mr. Lemanowicz replied that the plan does not appear to show anything. He said that the Bradford Pear trees were 8"-10" in caliper in December of 2004 and the sidewalk is within 3' of that. He said that those trees are probably pushing 12" now, which is well within the drip line.

Mr. Farnell agreed that they would be within the drip line but he was not that concerned about it because the trunks and the main part of the root systems are far enough away. He added that they cannot go in and rip up the entire zone between the edge of the pavement and the building. He noted that there is a symbol on the plan for tree protection and he said he would prefer that there was a symbol for every one of those trees, noting that contractors are sometimes not that careful. He said that as long as they don't park construction vehicles within the root zones or place construction materials on them and they only excavate for where they need to put the 4' sidewalk and the forms, he felt it will be alright.

Mr. Lemanowicz said that it will be an 8" excavation.

Mr. Farnell replied that he understood that they will take some roots, but felt that the trees are significantly back that it will just be the outer edge. He also said that the Bradford Pears are approaching their useful life and that they look great, but they will start to go. He did not think that they will push a sidewalk up and felt that they are mature enough and back far enough so as not to cause a problem any time soon.

Since Mr. Farnell had said that the Bradford Pears are reaching the edge of their maturity, Mr. O'Brien asked if this would be the appropriate time to change them and replant?

Mr. Farnell replied that he did not think he would. He felt that there is a certain sentiment in town when Main Ave. was redone and all of the mature trees were taken down and now we have 2" trees and how much that changed the character of that street. He said that he described the existing trees as "terrific" with big spreads and said that they provide a lot of color and shade. He did not feel that it would be appropriate to remove them.

In response to Mr. Pischerchia, Mr. Farnell said that there are a number of types of evergreens that could be planted and you could even plant a vine – anything to diminish the look the concrete building that is sticking out into the R.O.W. He estimated that, if a large enough vines are planted, they would provide coverage in 2 years. He said that evergreen plant material such as arborvitae could be planted close together around 3 sides. He said that it can be done relatively easily.

Mr. Smargiassi said that we have plenty of time to make a decision on screening, but he encouraged the plantings to be deer resistant. He said that deer will eat arborvitae to the ground.

Mr. Farnell agreed. He said that he would hope that the applicant would incorporate any Board comments. He said that he would like to see the plans amended to include tree protection around each tree individually, including his recommendation for two additional street trees, as well as the screening of the block building and then let the Shade Tree Commission have another opportunity to review it.

Dr. Behr asked Mr. Lemanowicz if this represents a widening of Division Ave. from where it is now?

Mr. Lemanowicz replied that it doesn't appear to. He said that, from the cross sections, it appears that the proposed curb is right over a roadside swale and the reason you are seeing what appears to be a widening is that they are cutting the edge of the pavement off so that they can put the curb in and then put the pavement back to it. Also, he said that it looks like they are trying to regrade it to some extent and by putting in that 4' repair strip, it allows you to bring the road up or down a little to make the drainage work a little better. He said that it appears that, within a foot or so, you will maintain the existing edge.

The meeting was open to the public for comments. There being none, the meeting was closed to the public.

Mr. O'Brien requested time for staff to further research what the thinking was when the sidewalk plan was approved by the County.

Mr. Connor agreed. He said that he was interested in ascertaining the rationale for two sidewalks, both east and west, on Division Ave. He felt that it is a redundant sidewalk. He asked Mr. Lemanowicz to look into the aspects of increased impervious coverage and any mitigation that is on the plan. He also asked Mr. O'Brien to review the application to see if there is anything that would be inconsistent with the Township ordinances with the understanding that the County is a superior governmental body and do not have to abide by our ordinances.

Mr. Hoffman said that, to his recollection, whatever the deal or arrangement with Tifa was worked out to be came about by way of settlement of litigation that was involving that entity and the Township. He said that it was hammered out by the Township Attorney and other municipal officials and an agreement and understanding was

arrived at. If it turns out that Tifa has not lived up to its end of the bargain, he said that he could see not legal reason why the town should not exercise all rights and remedies that may be available to it, particularly in view of the lengthy history of trying to get them to comply with local regulations.

Mr. Connor said that he would like the Township *not* to enforce those rights. He felt that the trees will be put at serious risk and he saw no reason to have the plan implemented.

Mr. Hoffman replied that, if the municipality wishes, for the reasons Mr. Connor had stated to modify terms and conditions of the deal that was reached that is a different story presumably. But if its clearly the onus of Tifa to do certain things and they have not applied for extensions or modifications, he saw no basis for giving them “extra breaks”.

Mr. Connor asked that additional information be brought back at the next meeting and, at that point in time, perhaps the Board can suggest a way to proceed. He thanked Mrs. Wolfe for all of her work and finding this “unknown” plan that we did not have and Tifa did. He said that the next item on the agenda is a brief presentation by Kohl’s Department store.

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PRESENTATION BY KOHL’S DEPARTMENT STORE

At the outset of the presentation, Mr. Hoffman stated that the dialogue that is to take place this evening is completely non-binding in a legal sense. He said that it is *not* an application that will be acted upon this evening or necessarily in this form, if it should be approved. It is purely a free-wheeling, free-range discussion and an exchange of ideas.

Mr. Victor Baeten, representative of Kohl’s Department Store, introduced himself. He said that his colleague, Mr. John Kramp, was also in attendance to present. He agreed with Mr. Hoffman’s statement that his presentation this evening is a non-binding proposal and is intended to educate people about Kohl’s and why they are choosing to come to Long Hill Township; why it would work for Kohl’s and the community; and why they can partner with the community.

To give some history of Kohl’s, Mr. Baeten said that it began as a small grocery chain in the Milwaukee area and became the largest grocery chain in all of the Milwaukee area. The first department store was opened in Brookfield, Wisconsin. It was positioned between the higher end department stores and the discounters. He said it sold everything from candy to engine oil and sporting equipment. Over the years, they have specialized. In 1978, the Kohl’s family withdrew operations from the company and some of them stayed on to be members of the Board which oversees the company. In 1986, he said that a group of the management bought back the company from investors. They had 40 stores with 5,000 associates. In 1988, he said that they bought 26 “main streets” which opened them up in Michigan, Minneapolis, St. Paul, and the Chicago areas. They had 66 stores and more associates. In 1992, he said that they went public with 79 stores and was one of Wisconsin’s largest initial public offerings. In 1998, he said that they joined the S & P 500, which says that they are a consistent and reliable company. In 2001, he said that they went on line to provide more service for customers to shop from home. In 2003, he said that the company closed the last Kohl’s food store and is now just Kohl’s Department Stores. In 2007, they opened 112 stores in a single year (the largest number of single stores opened in one year). In 2010, they opened 30 stores, remodeled 85 stores and, in addition, opened a second e-commerce fulfillment center, and offered many more jobs for the on line sales and customer satisfaction. He said that they also rolled out their in store kiosks. They currently have 1,097 stores and opened 9 of them in March. He said that they plan on opening 31 additional on September 26th which are under construction today. He said that they have over 130,000 associates that work for Kohl’s and many, many vendors. They are remodeling over 100 stores a year and are in 49 states, with the exception of Hawaii.

He said that they want to be the leading family focused store. They want to be a convenient, value oriented and yet affordable specialty store. He said that they offer plenty of parking and are not cluttered like malls. He said that they want to be nice, provide friendly associates, and be there for the community that they are in. He said that their average store size ranges anywhere from 88,000 S.F., 64,000 S.F., and 55,000 S.F. and they plan on fitting the community with the appropriate store size. He said that they sell private and exclusive brands. Exclusive brands include Simply Vera (Vera Wang), Dana Buchman, Tony Hawk, California Lifestyle, The Food Network, Apt. 9, Bobby Flay, Candies, Champs, Croft & Barrow, Daisy Fuentes, Elle, Helix, Jumping Beans, Mudd, Urban Pipeline, and Sonoma. National brands include Nike, Lee, Gold Toe, Levis, Dockers, Columbia, Reebok, New Balance, Jockey, Osh Kosh B’Gosh, Adidas, and Carters. He said that Jennifer Lopez and Marc Anthony are opening up a lifestyle brand that will be in stores coming this fall. They expect to expand to a home collection shortly after which will roll out into all 1,128 stores. He then introduced his associate, Mr. John Kramp, and said that he will talk about what innovative things Kohl’s are doing with their currently profile and in their new stores.

Mr. John Kramp, a pre-development manager for Kohl’s Department stores, introduced himself. He said that he wanted to speak about their remodel program and green initiatives. He said that they have 85 remodels from last year and are looking at 100 remodels this year and 100 remodels per year moving forward until the entire fleet of stores is complete. He said that the remodels come in waves and there are 4 waves per year in 25 stores. He said that they have an “aging fleet” and are doing their best to bring them up to today’s standards to provide more consistency to the customer and on the exterior design. He said that the biggest part of the remodel is the interiors which are complete build-outs. There are also renovations being done to the exterior of the stores. He said that, in the middle of 2007, they came up with a new innovation design for their store which has been a success for them. He said that he and Mr. Baeten brought along a fast paced video which reflects the way their construction managers

probably feel because, when they started this program, they were remodeling in 13 weeks per store and through Innovation, it was brought down to 8 weeks.

(The video was presented).

Mr. Kramp said that the video showed what they are looking at as far as renovating the exterior of the building. He said that their previous design was a success for them but it is dated now. He said that the Innovation design is their corporate identity right now. He said that they want the store layout to be a consistent experience for their customers. They want the change rooms to be open, room and clean. The interiors are fitted out with LED lights which will work into the green initiatives. He said that their environmental mission is to be the leading environmentally responsible retailer through focused resource stewardship by their associates and vendors. He said that they are ranked No. 1 in retail for green power purchases and No. 2 overall in the U.S. for the EPA. He said that the only company that is above them overall is Intel. He said that purchases of renewable energy credits allow them to reduce their carbon footprint and it is their commitment to have zero net emissions through their Initiative program. He said that they have 144 stores in total that have achieved LEED certification by the U.S. Green Building Council. 56 of those are silver and 2 have gold certification. He said that they are the largest solar power host in North America and have 100 activated solar arrays on store rooftops where the climate permits. He said that they have received the Wastewise Gold Achievement Award for green purchasing and organic materials reduction. He said that they received the EPA Greenpower Partner of the Year Award; the EPA Smart Way Excellence Award for transportation efficiency and the EPA Energy Star Partner of the Year. He said that their new store prototypes, construction activity, and pollution prevention are things that they are very committed to and they always observe the most strict rules, whether they be city, state, or federal. He said that they connect their stores to public transportation, if possible, and have bike racks at all of their stores. With regard to alternative transportation, he said that their big thing is through their distribution centers noting that they are using rail much more often now, which has become much more efficient and is a green answer. With regard to the "heat island effect", he said that if you have a black roof on your building it absorbs the heat from the sun and their new prototypes have the reflective roofing material to keep the interior of the buildings more manageable with regard to climate control. He said that they utilize water efficient landscaping via drip irrigation and use plantings that are more tolerant to draught. In some cases, if the climate allows, they will eliminate irrigation altogether on the site. In those cases where irrigation is used, he said that they use a smart controller for their irrigation designs and use automated control systems that are centrally controlled for all of their heating, lighting and air conditioning. He said that their prototypical building right now is LEED certified with low flow fixtures in all of their buildings. He said that their general contractors are required to handle everything properly and to recycle everything that is possible. He said that 20% of the materials that go into their buildings are recycled materials and 20% are regionally sourced to save on transportation costs and lower emissions. He said that they purchase renewable energy credits and it is their pledge to be net zero for emissions. He said that all high efficiency HVAC units are used for heating and air conditioning and high efficiency glass insulation which attributes to their LEED certified building. He said that all multi-phased heating and air conditioning equipment is used and every one of them has an air exchanger so that the building air is changed completely on a regular basis. He said that they are at almost 80% for recycling in all of their stores and corporate facilities, as well. Speaking of commitments, he said that Mr. Baeten will now describe their corporate and associate community activities.

Mr. Baeten said that when Kohl's opens a store, they look at it as though they will be there forever. He said that they give back to the community, not just with money, but also in other resources such as talent and time. He said that associates volunteer in everything from youth organizations, non-profits, and other ways. He said that they have the Kohl's American Soccer Cup which is just for youth in Milwaukee for soccer teams. He said that it is a league and they provide them with jerseys. When 5 or more associates from one location volunteer for a period of at least 3 hours, they will donate a grant to that non-profit organization anywhere across the country. Since 2001, since the program came into place, he said that they have had 64,000 volunteer events, 386 volunteers, and well over a million volunteer hours donated with a substantial of over \$35,000,000 donated to communities where the stores exist today. He said that Kohl's does care for kids and that 100% of the net profits of Kohl's Cares for Kids go to support kids in health and education incentives such as with immunizations, bike safety programs, nutritional programs, eating healthy programs, and scholarships. He said that, since the program has been in place in 2000, they have given out over \$150,000,000 in scholarships to children that need funding. In addition, he said that they support women's health, noting that 1 out of 8 women are diagnosed with breast cancer in their lifetime which affects not only the women, but their families too. He said that Kohl's is trying to prevent that by putting a lot of money into breast cancer, whether it be for research, to raise awareness, through commercials and local events around the country. He said that Kohl's does care where they are and, since they are everywhere in the U.S., they have put a lot into local communities that need it when certain times come.

Mr. Connor thanked Mr. Baeten and Mr. Kamp for their presentations and asked for any reactions from the Board members.

Mr. Smargiassi said that he was hoping to get more of an understanding of the small store footprint. He assumed that a small store (64,000 S.F. – 68,000 S.F.) footprint is what is being proposed. He said that he had some questions specific to that.

Mr. Baeten replied that they have been working on getting their store sized down and making sure that it fits the community that they will be in. He said that they would like to proceed with roughly 55,500 S.F., depending on the dock appendage and the total square footage for the proposed development. He felt that 56,000 S.F. would cover whatever square footage amount would be by Kohl's.

Mr. Smargiassi said that Kohl's is a public company, so he went through all of their public filings and Wall Street research and felt that it is a very well run company as far as Wall Street goes. He said that he did not see the information based on 56,000 S.F. He said that the small store footprint, which definitely looks like a big initiative for the company noting that 30 of the 40 new stores planned for this year will be small store formats according to Wall Street research. He said that he noticed that these smaller stores serve what are called "trade areas" of 100,000-150,000 people, which is 20%-30% of Morris County's population. He said that Long Hill Township is approximately under 2% of the County's population. He wondered how Kohl's picks a site location like Gillette, given that we are only 2% of the County population, but it would serve 20%-30% of the County population.

Mr. Baeten replied that there are many departments in Kohl's and they have to collaborate to make sure that it works for all of them. He said that they have an existing portfolio base in the Jersey area and, based on those locations, they try not to "campbellize" too much on their existing store and take sales away from that, and also be convenient for their customers. He said that they want to be convenient for them and the people of Gillette and the County are Kohl's customers and they believe that very strongly. He said that he knew that Gillette is only a small portion of what they consider a trade area but, from his perspective there is not defined trade area. The people that are coming to shop at T.J. Maxx and Home Goods are not just from Gillette, they are coming from many places, even outside of the County. He said that it is the road structure and the visibility that is taken into consideration when they are picking a site and try to move forward with it and partner with a developer.

Mr. Smargiassi said that he noticed that there is going to be a new small store in Edgewater. He asked where in New Jersey Kohl's currently has small store footprints that we may be able to visit as we are driving around the state?

Mr. Baeten replied that the Edgewater store is proposed right now and they are working on documentation on it. He said that they currently only have one 55,000 S.F. store open right now and it is in Mt. Vernon, Illinois. Out of the 31 that are under construction, he said that there are a good two dozen that are going to be the 55,000 S.F. footprint and he will research and advise as to the closest one to Long Hill.

With regard to the small store format, Mr. Briggs said that when you go into a smaller town, the corporate identity may clash with the architectural standards of the town. He asked Mr. Baeten if he had come across such situations and, if so, how are they addressed?

Mr. Baeten replied that Kohl's actually has an internal architectural team which is a group of a half dozen architects that have done work all over the country. They also have consultants in the field of architecture that design their stores and make sure that they correlate with the town and what they are asking for the store to look like in the end. He said that they obviously want to keep their colors and keep their corporate brand, but landscaping and buffers are definitely workable and partner to make sure that the plan looks good forever.

In response to Mr. Briggs, Mr. Baeten said that Kohl's owns about 35%-40% of their buildings and lease the rest. With regard to the smaller stores, he said that they are purchasing a few more of those on average.

Mr. Hoffman said that it was his understanding that the site that is being considered would not be part of a shopping plaza or mall, but rather a freestanding site. Given that as a premise, he asked Mr. Baeten what the corporate studies have shown to be relative to success when you compare freestanding locations to shopping mall or larger shopping corporate complexes and the relative measure of success in any way that he felt is important both from an environmental or green standpoint, a community involvement standpoint, and the success rate or level of achievement from a profit and other standpoint?

Mr. Baeten replied that there is absolutely no correlation. He said that some of the best stores within their entire company are freestanding and some of their worst stores within their entire company are freestanding, and vice versa. He said that it all depends on the market itself. He said that he would not be this evening if they did not strongly believe in the Gillette and Long Hill Township market. As far as constructability, he said that they like to be freestanding and achieve their LEED certification much easier. He said that it is easier to partner with the city itself and the developer if it is freestanding and getting the project done in a quick and smooth manner instead of correlating with other tenants.

Mr. Smargiassi said that instead of looking at how the store is structured (freestanding or attached), if you look at both the large store formats for Kohl's, based on their own data, the R.O.I. (return on investment) is actually higher for the smaller stores and the C.F.O. had said in their last conference call that the smart strategy going forward as e-commerce business, both for us, Kohl's and others as more people shop from home and receive deliveries at home, you might not need as big a footprint. He said that he works with an electronics retailer and the trend is towards smaller stores across the whole industry with less SKU's and less square footage.

Mr. Baeten replied that that was correct and that they have heard that from many different retailers. He said that he, personally, has talked to many different retailers on large box development and smaller retailers too and they are lowering their footprint but trying not to compromise by getting rid of product lines and keeping everything in the store and that is what they have done. He said that they have been very creative in the last couple of years by keeping the majority of all of the important products in the store to keep it consistent with the rest of their portfolio to get it down to the smaller 55,000 S.F. – 56,000 S.F.

Mr. Smargiassi asked how many SKU's a store that size holds and how often does it have to be restocked? He also asked how they did restocking – by box truck or tractor trailer and how often do they come?

Mr. Baeten replied that it would depend on how well the store would do. He said that, typically, it is one or two W-67 semi's that come per week. He said that they are very efficient and like to keep everything as green as possible. He said that they just opened up a new distribution center. It is very, very tiny but handles the most stores in the entire company. The trucks are packed extremely tight to make sure that it is not overloading to each store when they don't need it. During peak times, such as the holiday season, there will be more distribution going to stores. With regard to things that are very attractive, Dr. Behr said that any organization that is adding jobs in this economy is a very good thing. He said that Kohl's green efforts are tremendously commendable and their corporate citizenship and community involvement is very powerful and makes a strong statement about the kind of partnership that they are committed to providing for the communities that they enter into. However, he said that he had a couple of questions and concerns that he wished to raise. He said that one of the paramount threshold issues is stormwater management and flood prevention and where Kohl's is proposing to build is already a seriously wet area. He said that this is a great concern for the public and, traditionally, it has also been a great concern for the Boards. He said, that for the past 5-7 years, any new development that comes in must actually represent an improvement in stormwater and flood prevention over what was there before development and so the standard is not simply to do no harm, the standard is to make it better. He said that Kohl's must realize that that standard would absolutely have to apply were anything to be done to this property because it is just too vulnerable to spot. With regard to architecture, he said that in Greenhill's previous presentation, their architect did a wonderful job with some of the other components of their concept plan in showing how to make the proposed units look like they belonged in Long Hill Township. He said that they stood in sharp contrast, to his eye, with the big box concept that represents Kohl's corporate image, which he said is a highway style of architecture – it is not human scale. He said that you have a box and the economic value of a box is its simplicity. On the front of the box, he said that you have some façade elements and some glass and that has no visual relationship to anything in Long Hill Township. He said that the problem with that is that it stands out as something that simply doesn't belong here. He felt that the challenge for Kohl's is that it is possible to take a façade like that and break it up so that it looks and has a human scale to it, however it is more expensive and does not necessarily reinforce the Kohl's look because the Kohl's look is a big box highway look and that is not something that is traditionally associated with Long Hill Township. He said that that is the challenge and the hurdle.

Mr. Baeten replied that he completely understood. He said that Kohl's opened a store in Linden, N.J. in October, 2008, that is a two level store. He said that that will show you what their stock of stores is going forward because that is when the Innovation went forward. He said that that store would be a good example to see what kind of materials they use and what the store looks like. He said that they do take into consideration the comments from the Planning Board and Township Committee when they design their stores and obviously need approval to build them before obtaining building permits. He said that that is something later on in the process that they will work with the Township.

Dr. Behr said that he wanted to highlight what seemed to him to be two really big challenges. As you move away from the economic simplicity of the big box, he said that you increase the cost to yourself. He said that the other factor is that Kohl's is talking about taking something that is very big and breaking it into small 20'-30' chunks that are going to have the appearance of being smaller self standing units. He said that it can be done, but it is very expensive, but he said that they would be hard pressed to say how the big box would meet *any* of the architectural standards in our ordinances. He said that the last point that is still unresolved, in part because the building is so close to the street, is simply the issue of mass and how to make sense of a building that would seem to be bigger than anything else that exists currently in Long Hill Township. It seemed to him that, even with a small scale concept, that the success of this is going to depend upon pulling in a lot of traffic from outside of Long Hill Township. He said that if we take a look at past versions of the Master Plan, there has always been a sense that you wanted to try to make shopping appropriate for the needs of the community, rather than seeing this as a location for regional shopping and he felt that that remains largely as an unanswered question. For this to succeed, he said that a lot of traffic is going to have to be added to Long Hill Township because we simply can't support a store of that size with the population that we have here.

Mr. Baeten agreed that Dr. Behr's concerns are very understandable. He said that most grocery stores do 2-3 times the business that Kohl's does in one week, so their traffic is much more than any Kohl's store except, perhaps, for Black Friday – the one day of the year that they beat them. He said that there are a couple of grocery stores in town and he did not believe that Kohl's will be nearly as exuberant on the traffic issue as them. He said that whatever criteria they would have, Kohl's would definitely meet.

Mr. Piserchia said that, from his perspective, when he looks at a grocery store, an advantage is that it brings shoppers in and the satellite stores benefit from that traffic, which is why a grocery store is attractive to a place like Long Hill Township. He said that what Mr. Baeten is referring to, it benefits itself as a traffic draw but it's not necessarily a benefit to the satellite stores.

Mr. Baeten replied that there are certain tenants that follow Kohl's and like to be next to them because of the cross shopping. He said that the same is true for grocery stores – there is a likelihood of smaller tenants that will follow them too because they find a correlation that it works better for their business model. He could not say that there are too many centers that they are in that have second tier tenants because they restrict them. As far as the correlation, he felt that it will draw in those types of tenants that are likely to be in Gillette.

Mr. Piserchia said that when Mr. Smargiassi mentioned a similar type or size store, Mr. Baeten thought about it and came up with one in Illinois. He said that that doesn't give the Board any reference point. He said that Linden, NJ is not a reference point either. He did not feel that Long Hill is a town that is similar to Linden. He asked Mr. Baeten

if he had any reference point in N.J. of a Kohl's in a middle of a residential type setting as opposed to Rt. 9 or Rt. 1 that goes through Linden.

Ms. Jamie Sakeim, representative of the Dartmouth Company, said that she has been handling real estate work for Kohl's department stores for the last 4 years. She said that the last Kohl's department store that recently opened is in Ocean, NJ, on Rt. 35. She said that Kohl's started as a neighborhood department store but when they came into N.J. they did a takeover of many existing stores and so they don't have a program. She said that this is a start of one, but they are a neighborhood department store across the country. She said that when Mr. Baeten referred to Linden, he just meant in terms of the size because the footprint is about 50,000 S.F. She said that it is not necessarily the same type of store, but it will give you an idea of a footprint and also the materials. She said that the only other store that she felt would be similar is in Hackettstown which is a smaller community and doesn't have a large population and is on Rt. 31.

Mr. Piserchia said that what was troubling to him was that Ms. Sakeim mentioned two roads – Rt. 35 and Rt. 31. He said that those are not roads that readily compare to Valley Rd. in Long Hill Township.

Ms. Sakeim said that when she referred to Rt. 31, she just did not know the name of the road.

Mr. Piserchia replied that his point is that Rt. 31 is a 50 mph road.

Ms. Sakeim replied that it is an anchored Kohl's with a supermarket.

Mr. Smargiassi said that Rt. 31 is a state highway and so is Rt. 9. He said that he concurred with points raised by Mr. Piserchia and Dr. Behr noting that Long Hill Township has one county road (Rt. 512) running east and west. He said that, running north and south off of that, are local town roads. He said that the other store locations of Morris Plains, Watchung, and Linden seem to be off of state roads or roads that have no resemblance whatsoever to the road where the current Kohl's is being proposed. He said that the concern is traffic and fit within the community. He noted that the Township Committee is proposing an ordinance to amend the current ordinances for the B-3 Zone to limit the size of retail stores and the ordinances that the Planning Board submitted to the Township Committee for consideration along with the new Master Plan also limit the size of retail stores. He said that Kohl's challenge should be to make its case as to why they should not conform with that.

Mr. Piserchia said that the proposed ordinance that the Planning Board sent to the Township Committee always proposed a 30,000 S.F. limit on non-grocery stores. Somehow, he said that that message got lost in the translation. He also said that he did not know if it was ever made clear that the Planning Board's vision of Valley Rd. was something which might lend itself to a *slower* speed limit which is presently 35 mph to 40 mph, depending where you are. In a perfect world, he said that we would like it to be slower. Since it is a county road, he said that we don't get to choose that. He said that, not only does it fit today, if the vision the Board has for Valley Rd. were to come to pass, it is even further away.

Ms. Sakeim said that she was trying to the fact of the new stores that have entered the market as opposed to the positioning of where they are in New Jersey. She said that when Kohl's came to New Jersey, they came as a takeover to other stores that were existing on the highways. She said that the new store program, which has changed, has changed from a large box to a much smaller (from 88,000 S.F. to 55,000 S.F) store size with the idea of on line shopping and the kiosks which are within Kohl's. She said that the idea of Rt. 31 may be a state highway, but it still is a very farm oriented roadway which is a small roadway, although she acknowledged that she did not know how many lanes it has. She said that she hasn't been there in quite some time but added that it is a quiet community. She said that it is off of Rt. 46 which is where most of the retail is, but Rt. 31 is a smaller community.

Mr. Piserchia said that he believed that the largest non-grocery store is Home Goods which contains 30,000 S.F. and is probably the reference point the Board used when it came up with 30,000 S.F.

It was noted that T.J. Maxx also contains approximately 30,000 S.F. and Old Navy is close (approximately 25,000 S.F.).

Mr. Piserchia said that, to us, a 30,000 S.F. store is large, whereas to Ms. Sakeim, 55,000 S.F. is understandably small. He said that we have two different perspectives which is why he was stumbling over the idea of a store such as the proposed store as described in this location of the Township.

Mayor Harrington said that the difficulty she had is that grocery store traffic is generally all local and that people don't drive much beyond their community to go to the grocery store. She said that the amount of draw from various areas is not that local traffic that would be coming into town to shop at Kohl's, it would be much more regional. She felt that the difference in traffic congestion becomes significant for us because it is not all local traffic. She was not sure how that would get addressed, but felt it is a major consideration for us.

Mr. O'Brien noted that Mr. Baeten had mentioned that there were certain types of cross shops that typically hunker down with Kohl's at various locations. He asked him to name some of them.

Mr. Baeten replied that a lot of them are located across the street pointing out T.J. Maxx, Home Goods, and smaller tenants such as hair cutters. He said that Ulta is a big one right now for them, as well as Staples – things that are

more nationally recognized and established brands. He said that even the smaller tenants such as Panera's and Quizno's are correlated and in the centers that work well with them and have the same type of customers.

Mr. O'Brien asked Mr. Baeten if he would provide a list of other Kohl's stores in New Jersey and their locations.

Mr. Baeten replied that that should not be a problem and the information is public.

Mr. Smargiassi said that, if you go to Kohl's website, there is a store locator with a map and you can type in an address and it will list the next 5 or 6 stores, including specific mileage from your address to those stores.

Mr. O'Brien said that he was hoping to get an overall list of the entire state.

Mr. Smargiassi said that there are some pictures that are in the same frame of reference that we saw in the presentation versus something that may be useful.....it was more of a corporate branding site.

Mr. Baeten said that Kohl's is trying to get its image out there and they can't get the exact image for every single store because they are different. Some have solar panels and some don't. Some have architectural upgrades and some don't. It all depends upon the center or municipality that they are in and what is required by code and what was agreed to. He said that if you go on line you will see what Kohl's would like to do. He felt that their building is much more eye pleasing than most other tenants out there. He felt that they have a very good prototype to start off with and they are on line for people to view.

Mr. O'Brien requested Mr. Baeten to deliver a list of Kohl's locations in New Jersey to Mrs. Wolfe so that she can distribute it to the Board members. He also asked Mr. Baeten to provide a copy of his presentation this evening to Mrs. Wolfe.

Mr. Baeten agreed to do so. He said that everything that he presented this evening is public and so that should not be a problem.

Mr. Hoffman added that, as long as there is a list of all of the New Jersey stores, he would like the approximate square footage of each of those locations.

Dr. Rae said that it seems that the new store format is somewhat of an experiment for Kohl's and he believed that one has been opened so far which is experimental. From the discussion that has taken place this evening after the presentation, he said that there aren't any stores located in a community such as Long Hill Township.

Mr. Baeten said that he wouldn't say not in the New Jersey area. He said that Ms. Sakeim had mentioned that a lot of Kohl's fleet of stores were other department stores at one time which are not their prototypical look, feel and comfort and so they had to utilize that box and market to the best of their ability and now must look for the best strategic places to be more convenient for customers.

Dr. Rae said that, given the experimental nature and the unknowns, he could not help but feel as a guinea pig in this experiment. He asked Mr. Baeten how he would allay those fears?

Mr. Baeten apologized and said that he did not know how to answer that question.

Mr. Smargiassi said that he wanted to clarify the record and that, according to the 10K which Kohl's annually files with the FCC, it has 106 small store formats as of the end of 2010, so while they may have very few 55,000 S.F. store formats, they definitely have a good number of the 64,000 S.F. – 80,000 S.F. formats across the country wherever they may be. He encouraged his fellow Board members to listen to the earnings conference calls. He said that you can get a sense of what the strategic direction is from the company and what they are trying to do. He said that Best Buy reported today that the trend, without a doubt, is to smaller square footages, especially with on line. To Dr. Rae's point, he said that the trend is to shrink the size of the big box store.

Dr. Rae said that you may be shrinking the size of the big box store, but he believed that the smaller stores are coming along with the same problems that you would have with the traditional big box store, which is what he is afraid of here. It did not seem to him that Long Hill Township has the infrastructure to manage and live with the problems. He said that the Kohl's representatives have not been able to provide the Board on similar types of stores which have actually been successful and the community has prospered with them.

Mr. Connor said that it was mentioned that there is a Kohl's in Edgewater under construction or at least somewhat architecturally designed.

Mr. Baeten replied that it has actually just gone through the site plan process and is still being negotiated. He said that Kohl's has recommended architectural structure for Long Hill too and can share it.

Mr. Connor asked if there are 1 or 2 of the 35 stores which are under construction that might be in an environment that looks like Long Hill? He also asked if even smaller stores were considered?

Mr. Baeten replied, "No comment". He said that there are no plans for even smaller stores at this time. He said that it took many years to get to the size they are at now and it is difficult to take out product lines that are very well

established in the stores. He said that they do not want to cut their customers or the community short of what is in the store.

Mr. Piserchia said that if this experiment were to fail, and he did not think that Mr. Baeten had that much data and a comfort level to himself let alone to the Board, what the town would then inherit is a large structure where the history says that a store of that size didn't work and then what would the Township do with that building?

Mr. Baeten replied that that is a great question and said that there are many people in Kohl's, both internally and externally, that believe that the proposed location is the right location for Kohl's - people that are much higher than he will ever be in Kohl's. He said that he would not be here today if Kohl's did not strongly believe that they should be at this location forever.

Mr. Piserchia said that he did not doubt Mr. Baeten's sincerity but since Dr. Rae's question was that this is experimental and you don't have to have a lot of history to prove that this will work. So, if it doesn't, not only would we have a structure that is no longer inhabited by Kohl's, but one where any potential firm would look at and say that it didn't work.

Mr. Baeten said that, as companies come and go, there is fulfillment of those boxes. He said that he did not want to speak negatively that they are leaving, but many of the ways that they entered this market is through existing boxes and they wouldn't be here today if they weren't able to get into the New York/New Jersey area if it wasn't for some of those. So it is just a cycle of business.

Mr. Connor opened the meeting to the public for questions or comments.

Ms. Deborah Schmitt, Meyersville, said that there is a Kohl's store on Rt. 22 that, according to Google, is 3.94 miles from Gillette. She asked what size store that is, noting that it is a big one.

Mr. Baeten replied that it is in Watchung and it was a takeover and is in the range of 80,000 S.F. – 90,000 S.F.

Ms. Schmitt asked if, with the two stores being so close, Kohl's would be intending to keep the Watchung store open or are they intending to replace it so that it fits into the new smaller theme?

Mr. Baeten replied that the Watchung store does fairly well for Kohl's and remain as it is. He noted that it is planned to be renovated in the near future so that it will have the Innovation features that Gillette will have too.

In response to Ms. Schmitt, Mr. Baeten said that the current proposal is for Kohl's to lease the store in Gillette. He agreed that the intent of the kiosks in the stores is to allow customers to order things from within the store instead of having a larger inventory in the stores themselves. He said that shipping from the kiosk to a customer's house will take place in a matter of days and will be free.

Ms. Schmitt asked for the square footage of the Hackettstown store, which has a smaller footprint but two stories.

Ms. Sakeim replied that Hackettstown was a takeover store, as well, and was actually a supermarket. She believed that it was a former A & P and Shop-Rite is the dominant supermarket in that area. She said that Kohl's came in and renovated it using its newer façade. She said that it is not a two story building – the Linden Kohl's is within a two story building and also has a new façade. It is elevated, so it is a little higher than the Gillette store would be, but it does have the newer look which is why it was singled out. She did not know the square footage of the Hackettstown Kohl's but said that it gives reference to the newer façade and is in a smaller populated part of New Jersey.

Ms. Schmitt said that she asked that question because she wondered if Ms. Sakeim could give any traffic data since it already exists.

Ms. Sakeim replied that that is not her specialty since she provides real estate services for Kohl's.

Ms. Schmitt asked if the Gillette site would be one of the more environmentally considerate Kohl's?

Mr. Kamp replied that the prototypical stores are their LEED certified stores and he could not guarantee that the Gillette store would be a LEED certified store. He said that if they need to go with brick and a different articulation on the exterior of the building, they wouldn't be able to guarantee that it would be LEED certified.

Ms. Monica Petrick, Millington, said that she wanted everyone to remember that the Gillette School is only 4 miles away from the subject property. She noted that there are a lot of parents who carpool their children in and out of Gillette and Millington. She said that you will have the supermarket across the street and now you may have Kohl's and there will be a lot of congestion. Also, she noted that the Kohl's in Watchung is less than 15 minutes away and she predicted that a majority of the people will still go to the Kohl's on Rt. 22. She felt that big box stores like Kohl's and Target belong on Rt. 22, Rt. 10 and Rt. 46, not in our backyards. She felt that, if constructed, there will be so much traffic coming into this area it will be unbelievable and it will ruin the character of the Township. She said that the Township will not have that quality of life that is promoted on its website. She said that it is a rural, densely populated town and she wanted to keep it that way. She said that that is the reason she moved to the town and she like our community the way it is.

Mr. Gerry Vecchione, Millington, asked what the hours of the Kohl's store in Gillette would be and if it would be open extra hours on Black Friday?

Mr. Baeten replied that the Gillette store would be open during typical store hours which would be between 7 AM - 9 AM in the morning until 9 PM – 10 PM at night. Depending upon the day, he said that they may close early. He agreed that on Black Friday they are open earlier. He said that they do work with municipalities to make sure that everything is safe at that hour of the morning.

Mr. Vecchione asked if there will be a night crew and if trucks will be coming in at night to deliver merchandise?

Mr. Baeten replied that it would depend upon the logistics of the truck and where they are coming from. He said that they try not to disturb somebody sleeping during the middle of the night.

Mr. Vecchione noted that most of the stores in Long Hill Township close at 9 PM.

Mr. Baeten replied that he did not believe that Kohl's truckers want to go beyond 9 PM or 10 PM themselves, but he could not speak for them.

Mr. Vecchione said that, usually, these stores stock their shelves at night and take deliveries at that time. He said that he works at Home Depot and that is what they do – they deliver 24/7.

Mr. Baeten replied that he thought that they actually make deliveries during the day right when the store closes. That way they know that their people are out and can go home. The only thing he knew of that they do at night is when they remodel. He said that they like to do all of that at night and that way they do not disturb the store. He said that that occurs every 10 years for 6 weeks.

Mr. Vecchione said that he was thinking of customers who will try to get there before 10 PM when the store closes.

Mr. Baeten replied that it would be the same as going to McDonald's at midnight.

Mr. Vecchione felt that there would be a lot less people going to McDonald's at midnight than will go to Kohl's. He also noted that the Clifton Kohl's is not parked on Rt. 3 – it is off of Rt. 3 on a road that is similar to Valley Rd. and he described it as "a bear" to try to get by that place at *any* time because of all the traffic coming in and out.

Mr. Sandow, Millington, directed his question to Mr. O'Brien or Mr. Smargiassi. He said that for all of the development that has gone on in Warren Twp. and, specifically, at Warrenville near the commercial development on all 4 corners of that intersection, he asked either could come up with a reason why a big box store has not moved in there for all the development of small properties?

Mr. O'Brien replied that there are the supermarkets.

Mr. Sandow added that there are also many brokerage offices, banks, and barber shops. He said that they have certainly got a larger demographic than we have and probably better access because there are roads coming in from 4 directions.

Mr. O'Brien added that there is more through traffic. He said that you would have to look at their Ordinance to see if there is a limiter there.

Mr. Smargiassi said that he had read the plan for that area but did not recall what the limiter may be or if there is one.

Mr. Sandow replied that it is too late now.

Mr. O'Brien said that he would be happy to supply that to the Board.

There being no further comments, the meeting was closed to the public.

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DISCUSSION – VALLEY ROAD BUSINESS DISTRICT

Mr. Connor said that the discussion of the Valley Road Business District consists of two major areas. One is a discussion document to consider the various issues before the Board and the second is a proposed big box ordinance. He asked Mr. O'Brien to begin the discussion.

Mr. O'Brien said that, over the last 6 weeks or so, the Township Committee has been discussing the scale of retail development along Valley Rd. and have become concerned that the current B-3 Business District which consists of the Valley Mall and the Shop-Rite Plaza do not have limitations on the size of any stores. The Township Committee has referred a draft ordinance to the Planning Board for review. The purpose of the draft ordinance is to prohibit large retail establishments along Valley Road and prohibit any establishment of over 30,000 S.F. except for grocery stores which cannot exceed 60,000 S.F. He said that the current Valley Road Business District Ordinances that are under discussion by the Board are not affected directly by this proposal because the proposal applies to the current

B-3 Zone and not to the Valley Road Business District as it is currently envisioned by both the Master Plan Element and the proposed ordinances. He felt that there is some concern on the part of the Township Committee based on public comments and comment from the Board concerning the possible scale of retail establishments that could go into either Valley Mall or Shop Rite Plaza, particularly given the recent events in the Valley Mall with the vacation of several stores.

In response to Mr. Connor, Mr. O'Brien said that any upgrade to the Valley Mall or Shop-Rite Plaza would require a site plan approval from this Board and so long as they were not proposing any establishment of more than 30,000 S.F., except for a grocery store, they would not require a use variance from the Board of Adjustment. He agreed that, if there is a renovation that took the Valley Mall to 210,00 S.F. or the Shop-Rite to 90,000 S.F., they would be able to do that, even though the limitation is 30,000 S.F. per store – not per building.

Mr. Hoffman said that he would want to study that very, very carefully because a plausible argument could be raised to the effect that existing floor area is not going to be increased would not be violative of that stipulation as long as all that was being done was to knock out some partition walls between them and you could end up with a single store in excess of the numerical limit. He said that it needs to be worded very carefully. If that is not to be allowed, he said that it should say so in inexplicable language.

Mr. Connor said that his concern was that the Shop-Rite Plaza is over 50 years old and is likely to be renovated. He said that the Master Plan talks about putting any new buildings fronting on Valley Rd. and having the parking in the rear. He said that he would like to ensure that this particular ordinance is consistent with that or, would it prevent the Master Plan from being implemented? He said that we have said that, at some point when the Shop-Rite Plaza is modified – if it is a complete rebuild, we would like to have the shops face Valley Rd. and have the parking behind. With this particular ordinance, he asked Mr. O'Brien if that would be a possibility?

Mr. O'Brien replied, "Not entirely". He said that it is certainly not preventing it entirely, but it is not encouraging it entirely either because one of the current requirements of the ordinance is that the B-3 Zone have a 150' setback from the road which means that you have that vast expanse of space and the current ordinance allows parking in the front yard.

Mr. Connor said that the conclusion is basically that it is inconsistent.

Mr. O'Brien agreed.

In response to Mr. Connor, Mr. O'Brien said that the current Shop-Rite contains 52,904 S.F., Walgreen's contains 15,800 S.F., and Hallmark contains 1,500 S.F., for a total of 70,204 S.F. He said that the average size of a Shop-Rite Super Store could contain anywhere from 80,000 S.F. to 100,000 S.F. He said that there are a few bigger than that, but they are very rare.

Mr. Connor said that he has heard a number of times that the Shop-Rite would like to expand its current footprint to include Walgreens and, perhaps, Hallmark.

In response to Mr. Connor, Mr. O'Brien said that this ordinance would prevent the expansion of the Shop-Rite because there is a 60,000 S.F. cap.

Mr. Piserchia said that he thought the Board agreed to 80,000 S.F. and the Township Committee sent back a recommendation for 80,000 S.F.

Mayor Harrington recalled a discussion at the Township Committee of using the same two parameters – 30,000 S.F. and 80,000 S.F.

Mr. Connor said that right now A & P is bankrupt and closing stores and there is a store in Warren that is currently under bankruptcy law. His concern was that if we can't expand the Shop-Rite to a super store, a simple option for them is to close Shop-Rite and buy the Warren store from bankruptcy and establish a Shop-Rite Super Store and have an abandoned Shop-Rite store in our own location. He could not understand why we are preventing Shop-Rite from expanding.

Mr. O'Brien said that the Valley Road Business District Ordinances call for 80,000 S.F. of grocery and he knew that at some point at the Township Committee level both 80,000 S.F. and 60,000 S.F. were discussed, but 60,000 S.F. is what has come back to us.

Mr. Smargiassi said that he also flagged the 60,000 S.F. because that was different than what we had proposed to replace the current ordinances and recalled that the Planning Board proposed 80,000 S.F. He asked Mr. Piserchia and Mayor Harrington if they felt it was a typographical mistake or if they could provide any rationale or basis as to why it is 60,000 S.F. versus 80,000 S.F.

Mayor Harrington said that her notes were sketchy. She recalled talking about Pathmark and wanted to make sure that we allowed for Pathmark. She did not think that the intent of the Township Committee was to prohibit Shop-Rite from expanding into Walgreen's. She did not think that the Township Committee would necessarily have a problem if the proposal was changed to 80,000 S.F. in order to allow for Shop-Rite's expansion.

Mr. Piserchia said that he was part of the discussion when the Planning Board discussed it being 80,000 S.F. and remembered how they reached that point. He said that he would have recalled during the Township Committee meeting if there had been an objection to that because he was in agreement when they came up with 80,000 S.F. at the Planning Board. He did not recall anything more than a cursory discussion of it and everyone agreeing to 80,000 S.F. He did not know if it was a typo as much as it was never changed.

Mr. Connor said that the Planning Board's recommendation was for 80,000 S.F. because it wanted to see an expansion to a super store.

Mr. Piserchia said that his recollection and own opinion is that it should be 80,000 S.F. Although he could not speak for the Township Committee, he said that he would have supported that had it been a full length discussion.

Mayor Harrington said that she did not think that the Township Committee's intent was to prevent Shop-Rite from expanding. She felt that the Township Committee might be okay with 80,000 S.F. given that Shop-Rite wants to expand.

Mr. Piserchia said that he was inclined to agree.

Mr. Smargiassi said that how these amendments to the existing ordinance came about is that there was a specific issue that you either wanted to fix/patch immediately and the Township Committee did not consider a look at what the ordinances that were proposed in regards to big box – that this is separate from that. He said that this is basically a patch/fix on the existing ordinances and the Township Committee did not look at what the Planning Board sent to them. He said that they were two separate issues and that is the way they looked at them.

Mayor Harrington replied that that was absolutely correct.

Mr. Piserchia said that he agreed with Dr. Behr that it is not the ideal way of addressing what is a long term vision for Valley Rd. and perhaps it is even a bad idea, but it is better than all other ideas at the moment. He said that it is something that needed to be addressed and he felt that it was the unanimous opinion of the Township Committee that we are open to someone coming in, tearing down the walls in Valley Mall, and putting in a big box. He said that it was the opinion of the Planning Board, and the Township Committee concurred, that we didn't want that and so it was a "patch", for lack of a better word until we can get back to the discussion of the overall plan.

Dr. Behr said that he misunderstood and now recognized that this particular document does not in any way refer to the ordinance that this Board presented to the Township Committee – they are really two very separate things and so the concerns that he had about that are simply not founded. He acknowledged that it is simply a patch and what we are basically doing is adding Sec. D – Prohibited Uses to what is already there.

Mayor Harrington added, "And putting limits on the square footage". She said that that is completely and totally what the intent was.

Dr. Behr said that he distinctly remembered the 80,000 S.F. and felt that 60,000 S.F., whether it is a typographical error or however it happened, is not really the number that we want.

Mr. Piserchia said that he did not believe that it was the number that the Township Committee wanted either.

Mr. Sandow said that the 60,000 S.F. was on the ordinance in the agenda and the Township Attorney got that number from somewhere. During the course of the Township Committee meeting, he said that he stood up and hinted at the Shop-Rite/Walgreen expansion and everyone on the Township Committee nodded that they understood it. As he recalled the ordinance, as it was actually introduced, it had a verbal modification to it. He did not know whether it was an amendment to the written or if it was just introduced for the first time after the discussion, but as it was introduced it was with 80,000 S.F. and he had a feeling that what has happened here is that the Planning Board just got a copy of the original as opposed to the as introduced version, which is unfortunate. He believed that there was consensus all the way around that 80,000 S.F. is the right number.

Mr. Connor asked that the Planning Board be given a correct copy if, in fact, this is an incorrect copy of the resolution and the Board will take it under advisement at its next meeting.

Mr. O'Brien noted that an application is scheduled at the next Planning Board meeting and the Board may wish to consider it at the following meeting.

Mayor Harrington suggested that the Planning Board either go back to the Township Committee and say that it is okay with this except for the fact that we think 80,000 S.F. is a better number and let the Township Committee adopt the ordinance at the earliest possible date.

Mr. Piserchia asked Mr. Hoffman if it was possible for the Planning Board to say, if the record shows as discussed tonight, because he agreed with Mayor Harrington. He said that the whole point of this was a sense of urgency and to delay it any further, based on what we are all in agreement was a typo.....

Mr. Hoffman said that he would defer to the Township Attorney but, in his opinion, if a distinction in numbers is shown to be of a clerical nature, rather than based upon substantive differences and substantiality, he would think he would more likely find it permissible to be changed between first and second reading.

Mr. Connor believed that changing the ordinance from 60,000 S.F. to 80,000 S.F. is a substantive change and, therefore, would have to be reintroduced. He said that if you think we can pass it and they'll rule that it is *not* a substantive change.....

Mayor Harrington said her recollection agrees with Mr. Sandow, as does Mr. Piserchia. She said that Township Committee introduced it with an amendment to 80,000 S.F. She was thinking that we could say that assuming that this is a clerical error and was actually introduced as 80,000 S.F., let's just go with it and allow the Township Committee to adopt it on second reading.

Mr. Hoffman said that, while the difference between 60,000 S.F. and 80,000 S.F. is by all means a substantial numerical difference, the explanatory way in which that change in numbers came about *might* just qualify as a mere clerical error.

Dr. Behr asked Mr. Hoffman if the Planning Board has the right to report and say that having looked at this, we believe that an ordinance that had the retail establishment at 30,000 S.F. and large retail establishment at more than 30,000 S.F. (grocery store at 80,000 S.F.), would be an appropriate resolution and would be consistent with the Master Plan?

Mr. Hoffman replied that, absolutely, the Planning Board has the ability to do that.

Dr. Behr said that, if we did that, then what we basically have said to the Township Committee is that they have got to solve their problems, but we have said that we are okay with 80,000 S.F.

Mr. Hoffman said that, by focusing with words like "clerical" or "oversight" or "technical differences", it tends perhaps to make their problem less of a problem.

Dr. Behr said that he was not suggesting that we do that. He said that he was suggesting that we say that we are comfortable with the following conditions: general terms 30,000 S.F.; more than 30,000 S.F. – 80,000 S.F.; and if those were added to the ordinance, we would find that there was no conflict with the Master Plan.

Mr. Hoffman replied that the Planning Board can do that.

Dr. Behr said that that would allow the Township Committee to solve their problem knowing that the Planning Board had not objection to it and that, were they to change it to 80,000 S.F., they still would have the Planning Board's vote that said that is consistent with the Master Plan.

Mr. Connor said that the objective is to get this at the second reading. He asked Mr. Hoffman to recommend a resolution that this Board might consider adopting.

Mr. Hoffman replied that, if the objective is to get it adopted sooner rather than later, he felt that rather than focusing on differences or words of significance or substantiality, to use words that shrink things in terms of the differences.

Mr. Connor asked Mr. Hoffman to take a couple of minutes and write something or dictate it off the top of his head. He said that he would like to get this resolved before 11:00 P.M.

Mr. Hoffman said that he would have to see the wording.

Mr. Connor said that, while Mr. Hoffman was doing that, he was not going to try to get through the laundry list of discussion items. He asked Mr. O'Brien if he could provide a background on the paper that the Board will be considering that the next meeting or the meeting after that?

Mr. O'Brien replied that, at the last meeting, the Planning Board went through the document that had been unofficially sent back to this Board for review by the Township Committee with the suggestion that this Board look at a number of items including residential along Valley Road and the scope of development along Valley Rd. At the conclusion of that discussion, he said that Mr. Connor asked him to develop a list of concerns that were raised. He said that, with Mr. Smargiassi's help, he tried to go through those decision points that were being discussed at that meeting. He said that what the Board has in front of it is a recap of that discussion along with specifics that would have to be decided upon. A number of these specifics have been discussed in the past, both as part of the Valley Road Element of the Master Plan, as well as the proposed ordinances, but due to the nature of the discussion, it seemed as though Mr. Connor and the Board wanted to see what those various decisions were and to have them laid out. He thanked Mr. Smargiassi for his help.

Dr. Behr said that the Board needs to be very clear what it is doing. He said that the Master Plan says that there will residential uses on Valley Rd. It does not specify where and does not necessarily specify that they will be over stores, it simply says "The vision for downtown Long Hill depicts a vibrant hub of community activity. We envision a future in which the downtown area is highly accessible to pedestrians, hikers, bikers, transit and automobile modes

of travel. The downtown is a place where people will come to stroll, walk, talk, work, attend cultural and entertainment events, buy food and drink, conduct civic and other business, and live”. So that, if we remove residential in its entirety from Valley Rd., he said that we have created an ordinance that is no longer consistent with the existing Master Plan for Valley Road, and we may not do that. He said that all of the rest of it – what kind of residential, where it goes, other factors, all of that the Master Plan simply does not specify. What the Master Plan is very clear about to his reading is that residential uses, where they make sense, are an essential part of the Vision Statement for Valley Road.

Referring to Mr. O’Brien’s handout entitled “Long Hill Township Valley Road Business District Discussion 14 June 2011”, Mr. Connor asked the Board members to review it within the next two weeks and think about what their opinions are. He also asked the Board and Mr. O’Brien to highlight anything that would be a discrepancy with the Master Plan.

Dr. Rae asked if the Master Plan could be revisited? He said that we may not actually want to put residential on Valley Road and, if there are other inconsistencies, is it time to revisit the Master Plan and bring it up to date?

Mr. Connor replied that the Master Plan was just adopted and it took over two years to create the current one.

Dr. Behr added that it took 16 public meetings.

Mr. Connor replied that is obviously an option but it is not something that could be done quickly.

Dr. Rae said that, presumably the last time it took a long time to adopt the Master Plan, and we are looking to make tweaks that may have been missed by the public at those public meetings.

Mr. Connor said that the issue is if in fact what we propose is, in general, consistent with the Master Plan then there is probably not a problem. He said that Mr. Pidgeon’s view is as long as you are moving towards the Master Plan goals, that the particular ordinances don’t have to be in lock step with the Master Plan but they need to show some movement towards the Master Plan. He did not think that the tweaks are a problem, but what he did think would be a problem would be something that we prohibit in the ordinances that is absolutely a direction of the Master Plan.

Mr. Smargiassi said that we did have some substantial discussion at the last meeting in regards to COAH. Assuming that there will be some COAH obligation, potentially the place would be Valley Rd. and maybe that would work with the live aspect that is already in the Master Plan. He said that there was some discussion whether we put that in now or wait until we actually get some vision on COAH to make the decision. He said that, if we intend to do it or have a place holder for it, but maybe live isn’t officially there, do it today, maybe that is still consistent. He said that, at the other extreme of that, is the statement that Dr. Behr read and the only time that live is mentioned in that statement is the very last word. It was his belief in reading that and understanding that statement that, if you delete live, the rest of those pieces/paragraph still work. He said that he was not saying that that is the choice, he was just saying that those seem to be the options.

Dr. Behr said that Mr. Smargiassi was not part of the discussions that led to that and it was a critical part for people to be able to live where it made sense in Valley Rd. It was not simply an addendum. He felt that it was fair to say, as he thought back to the 3 years of meeting on that, that that was an important inclusion because the goal was to change Valley Rd. from this crazy anomaly of a highway use in the middle of a town to something that had its own sense of being a community so that the word “live” was not accidental and it was not simply a word that might be crossed out. His recollection of those meetings was that it was essential. He said that the Master Plan is entirely silent on where that might be and what form it might take – that part of it was deliberately left open with the understanding that you would need to take a look at Valley Rd. and say where does it make sense and where does it not make sense, and what makes sense and what doesn’t. He said that those are the open questions, but he would argue very strongly that the word “live” was simply not just thrown in there.

Mr. Briggs said that the conditional use is still an option that Mr. Batista brought up where we could still adhere to the Master Plan, but it could be tightly constrained. He felt that that is where the dialogue should go and that there is a solution and that is where we should be looking – it is not a yes or no question.

Mayor Harrington felt that that was an excellent point.

Mr. Hoffman said that he had two suggestion changes in the wording of the proposed Ordinance 282-11. The said that the third term that is defined “grocery store” would simply change the numerical part of that from what it currently reads, occupying 60,000 S.F. or less, to now reading 80,000 S.F. or less. The second task was the trickier or more difficult one and is to show that this all part of a continuous process and not going off into different substantive tangents. He said that the introductory clause which reads “Section 1. Sec. 111 entitled “General Terms” is supplemented and amended by adding the following new definitions in alphabetical order:” and suggested that immediately following the words “alphabetical order” , insert “and as originally introduced on first reading by the Township Committee”. He said that that is what he thought the Board attempted to explain. While this language is admittedly self-serving, he said that at least it flags that as being something that didn’t come wildly out of the blue and it is consistent with the way it began. It ties it together and he hoped it would give Mr. Pidgeon something to work with.

Mr. Connor said that that would include, on Pgs. 1 and 2, changing 60,000 S.F. to 80,000 S.F.

Mr. Butterworth moved Mr. Hoffman's suggested wording which was seconded by Mr. Briggs.

The meeting was opened to the public for comments. There being none, the meeting was closed to the public.

A roll call vote was taken. Those in favor: Dr. Behr, Mr. Briggs, Mr. Butterworth, Mr. Dempsey, Mayor Harrington, Mr. Piserchia, Dr. Rae, Mr. Smargiassi and Mr. Connor. Those opposed: None.

Mr. Connor announced the rebroadcasting schedule of this meeting.

Mr. Smargiassi said that he had one more recommendation. Based on the wording of the large retail establishment ordinance, he said felt that there are substantial changes that may necessitate the Board to look at what it has in its proposed Valley Road Business Ordinances because it was very big box focused. He said that he wanted to make the point that, based on his understanding of what the Board proposed and what it has in the current Valley Road Business District Ordinances, he felt that this is superior and "protects us more" because the definition of what big box is has substantially changed which is very clear to him from the quote that he got from the Kohl's C.F.O. and listening to the Best Buy conference call today. He said that when we have the opportunity to have this discussion guide is to incorporate some of the language that was in that ordinance that we discussed tonight and maybe consider it for what we propose as the new Valley Road Business District Ordinances.

In response to Mr. Piserchia, Mr. Smargiassi said that an adjustment was made in the rebroadcast schedule because the Township Committee meetings were running so long. He said that the correct time is on the Township Website.

The meeting adjourned at 10:55 P.M.

DAWN V. WOLFE
Planning & Zoning Administrator