

**Town of Milton
Town Council Meeting
Milton Library, 121 Union Street
Wednesday, December 14, 2011
6:30 p.m.**

**Transcriptionist: Helene Rodgville
[Minutes are Not Verbatim]**

1. Public Participation

Mayor Newlands: Mayor Newlands indicated that the public participation tonight is for items other than Dogfish Head, so if anybody wants to speak during public participation about anything on the agenda besides Dogfish Head, they can do that in the beginning of the meeting, which is now. Otherwise, we'll let the public speak during the Hearing portion of the meeting. So if anybody wants to speak about anything than Dogfish Head. I know we didn't fill out forms and that's fine, because there was a little confusion for that, so if anybody wants to speak about anything other than Dogfish, they can come up now.

2. Call to Order – Mayor Newlands called the meeting to order at 6:30 p.m. and closed the Public Participation.

3. Moment of Silence – Councilwoman Betts

4. Pledge of Allegiance to the Flag

5. Roll Call – Mayor Newlands

Councilman Lester	Present
Councilwoman Jones	Present
Councilwoman DUBY	Present
Councilwoman Hudson	Present
Councilwoman Betts	Present
Mayor Newlands	Present

6. Additions or Corrections to the Agenda

Mayor Newlands: Do we have any additions or corrections to the Agenda? Can we get approval of the agenda?

7. Agenda Approval

Vice Mayor Betts: I make a motion to approve the agenda.

Councilwoman DUBY: Second.

Mayor Newlands: We have a motion and a second to approve the agenda. All in favor say aye. Opposed. Motion carried.

8. Presentation and Approval of Minutes – September 29, 2011

Mayor Newlands: We have minutes from our September 29th meeting on the budget. There was an issue with that, because we went back into session and that's not recorded in the back of the minutes. I think when we ended the meeting, she may not have listened any further on the tape.

So it's missing a few things. We may have to postpone that until the next meeting and have those additional minutes added in. Because we went back into session and I think the transcriptionist just didn't realize that we did that and she ended her typing at a certain point. So let's postpone them until...

Councilwoman Jones: Mr. Mayor, because they are not verbatim minutes, do you feel comfortable with the figures that are in this from this? After all this was when the budget was passed.

Mayor Newlands: I looked at the ending results and I was okay with them, yes.

Councilwoman Jones: Okay, thank you.

Mayor Newlands: So I'll have the accounting clerks go through and double check them with what's actually in the budget. So we'll just put the September 29th minutes on the January agenda.

9. New Business – Discussion and possible vote on the following items:

- a. Referral to Planning & Zoning a sub-division application from Eagle Eye Development, LLC for the property located at 309 Front Street further identified by Sussex County Tax Map and Parcel #2-35-20.08-10.00

Mayor Newlands: This is the property on Front Street; it's the marina property and they're looking to sub-divide that into seven lots. This is just a referral to Planning & Zoning.

Councilwoman DUBY: I think it's six lots.

Mayor Newlands: It's six.

Councilwoman Jones: Can anyone answer... We have this application for a sub-division. There's a huge For Sale sign on this property, as of today.

Mayor Newlands: What's the question?

Councilwoman Jones: It seems kind of contrary to trying to get a sub-division approved on a lot you have For Sale. I'm just wanting to know what the owner's intention is. To develop?

Seth Thompson: Ultimately, they can make the decision of how they want to sell the property. One isn't contingent upon the other; or said another way, they're not mutually exclusive. In essence, they can apply for this and that isn't negated by having it for sale.

Councilwoman Jones: But if it's sold and the sub-division was granted and it's sold, it went with the land.

Seth Thompson: Correct.

Councilwoman Jones: Thank you.

Councilwoman DUBY: Mr. Mayor, I move that we refer this matter, the request for sub-division Tax Map and Parcel #2-35-20.08-10.00 to Planning & Zoning Commission.

Councilwoman Hudson: Second.

Mayor Newlands: We have a motion and a second to refer the Parcel #2-35-20.08-10.00 to Planning & Zoning. Before we finish the approval, the applicant is here if anybody has any questions for the applicant. No. In that case, all in favor say aye. Opposed. Motion is carried.

10. Public Hearing on the following items:

- a. A proposed amendment to the Town of Milton Comprehensive Plan Future Land Use/Potential Expansion Map for a parcel owned by Dogfish CVI, LLC further identified by Sussex County Tax Map and Parcel #2-35-20.00-53.00. The parcel is

currently designated as Resident/LPD (Large Parcel Development District). The proposed amendment would change the designation to Light Industrial; **and**,

- b. An application from Dogfish CVI, LLC for the rezoning of the parcel in Cannery Village Phase 3A further identified by Sussex County Tax Map and Parcel #2-35-20.00-53.00. The proposed rezoning would change the zoning designation from R1/LPD (Residential/Large Parcel Development District) to LI (Light Industrial)

Mayor Newlands: We need a motion to go into Public Hearing.

Vice Mayor Betts: I make a motion to go into Public Hearing.

Councilwoman Duby: Second.

Mayor Newlands: We have a motion and a second to go into Public Hearing. All in favor say aye. Opposed. Motion is carried.

Councilwoman Duby: So it's on the rezoning, as well as the amendment to the Comprehensive Plan.

Seth Thompson: That's correct. You couldn't grant the amendment to the rezoning and vice versa.

Mayor Newlands: So is their presentation going to be first?

Seth Thompson: Yes.

Mayor Newlands: So the next item on the agenda is the proposed amendment to the Town of Milton Comprehensive Plan Future Land Use/Potential Expansion Map for a parcel owned by Dogfish CVI, LLC further identified by Sussex County Tax Map and Parcel #2-35-20.00-53.00.

Seth Thompson: You're going to want Robin to include the newspaper notices; when it was noticed.

Mayor Newlands: Okay.

Seth Thompson: Can you put on the record when the newspaper notices and when the mailings went out?

Robin Davis: The requirement for the 200' property owners receiving certified letters were sent out by the applicant and postmarked by the required date of December 3rd, if I'm not mistaken, and the notice was put in the newspaper; I would have to go through my files to see exactly when it was put in. But it was required to be put in 15 days prior.

Seth Thompson: Was that accomplished?

Robin Davis: Yes, it was.

Mayor Newlands: Anything else procedurally?

Seth Thompson: We can save the written comments for after the public oral comments, if you want.

Mayor Newlands: Okay. We now have Mr. Dunkle, who is the attorney for Dogfish Head.

Mark Dunkle, Attorney with Parkowski, Guerke and Swayze, 116 West Water Street, Dover, Delaware: Mr. Mayor and members of Council, it's a pleasure to be here to present this rezoning application and request for Comprehensive Plan Amendment. You've had a lot of information submitted to you already. I do note, for the record, that you have received a positive Advisory Report from the Planning & Zoning Commission; in favor of this rezoning request. You've also received a positive Plus Report from Connie Hollands office with the State of Delaware for their Comprehensive Plan Amendment, they all go hand in hand. I'll try to do both. What I said was that the Council's received a positive recommendation for this rezoning and Comprehensive Plan Amendment from the Milton Planning & Zoning Commission and has also received a

positive recommendation from the State of Delaware Plus Office for this rezoning and Comprehensive Plan Amendment. You'll hear evidence tonight from Nick Benz, representative of the applicant, Dogfish CVI, LLC, in support of the rezoning. As you know, and your counsel has advised you and as also you see reflected in the Planning & Zoning Commission Report, you have a limited statutory requirements that are addressed in a rezoning under 22 Delaware Code Section 303. Those are the nuts and bolts of the rezoning application and we believe that this application satisfies all of those requirements. The state requirements do look at this request and this request, as stated, is to rezone a parcel that is currently Residential/LPD to Light Industrial. The State Code looks at the following requirements or attributes, which you would apply to this evidence to determine if this rezoning is appropriate; which again, we think it is. Does it reduce congestion in the streets? Will it prevent overcrowding? And would it avoid the undue congestion in concentration of population. Well the answer to all of those is yes. Because this property is presently zoned a fairly high density Residential. You could put, I guess, around 150 homes on this property. This rezoning eliminates the Residential. By eliminating that Residential demand on the town, you reduce congestion in the streets; you prevent overcrowding; and you reduce the undue concentration of people on land, so you meet those statutory requirements, by this rezoning to Light Industrial. No one lives on a Light Industrial. And those demands on services are dramatically reduced. The other statutory requirements that you will consider tonight, will this rezoning help conserve public resources; which would include transportation, water, sewer, school, and other public use or public requirements. Again, the answer to that question is yes. By eliminating the higher density residential and eliminating the possibility of 150 homes or whatever the number would be, you don't have that demand on transportation, water, sewerage, and schools. So that, again, the answer is yes. We avoid those problems by this rezoning to the Light Industrial. The other test is, is it in keeping with the general character of the area? And again, the answer to that statutory requirement is yes. As you know, immediately adjacent to this 39 acres that we're seeking to rezone tonight, is the Dogfish Head Brewery Facility and you see the current version of it in this excellent photograph, historical photograph here. Some of you may remember the original condition. I think Mr. Benz might talk about that during his presentation, but the bottom of the photograph is the adjacent Dogfish facility. It's zoned Light Industrial. The character of this area, in this immediate area, is conducive to more Light Industrial. It's an expansion, if you will, of the existing plant to the adjacent property; so yes, rezoning to Light Industrial, at this location is consistent with the general character of the area. It's also historically consistent and your Certified Comprehensive Plan actually makes note of this. The core of Milton, the core of this area of Milton, has been industrial manufacturing activities. There was a hosiery plant, a button factory, there's a long history of manufacturing... We're again talking about character of the area and the point is that there is a long, long standing history of industrial manufacturing activity in this area of Milton; going back to button factories and hosiery factories. There is a current history of manufacturing associated with the Dogfish Brewery Company. You know, we hear this all the time, we're criticized, America doesn't make anything anymore; we don't make anything; let's make some more things; make things and sell them. Well you have to have industrial zoning to make things. So this is consistent with this area, to allow an expansion of manufacturing, in this case, Light Industrial, a natural expansion of the existing plant.

So that again satisfies the statutory requirement. You'll hear the need for this and the request for this, the business request, from Mr. Benz. And finally, the Light Industrial zoning itself, is appropriate, for this property. When you crafted your Light Industrial zone statute, it is specifically designed to allow some manufacturing, but not all, mixed in with neighboring residential uses. That's why it exists. To allow people to work near where they live; not just to have rows and rows of houses, in towns; but to have working, living towns; where people can go to work where they make things. Your Light Industrial zone provides for that and it also provides performance standards, or standards, of how things are allowed to be built and how they're supposed to be buffered. So those things fit together and this is nothing new. The existing Dogfish facility is adjacent to residential properties; they make things; and people walk to work. So this is sort of living proof already of why your Light Industrial works and why it's designed the way it is. It must work, because the folks that have that facility; they want to stay and expand. So, you may hear some criticism and I think you've already heard it; and the Planning & Zoning Commission heard it too; well this should go way out someplace else. Why not put this on some vacant acreage someplace else. Well that's called "sprawl"; and this is what we've been trying and trying to avoid for the last 10 or 20 years. This application builds on a core of manufacturing use, next to residential, in a compatible, small town; that's just not a place where people go to retire. They can come, live, work, raise families. So, again, under the statutory requirement, this Light Industrial zone is appropriate for this adjacent property. The other statutory requirement is, why is this piece appropriate; why is this zoning appropriate for this piece? The largest parcel and you can look at the maps adjacent to this property is Ms. Wilkins' farm and that farm is in the Ag Preservation Program. So it's rural and it will be rural and protected property. If this property is rezoned Light Industrial, it has a tremendous existing wooded buffer. It will have a fairly small footprint, even if it expands over time because the acreage is so large for this facility. That's much better than jamming a bunch of houses on this 40 acres. That's less compatible to Ms. Wilkins' farm. So, again, this piece of property, not only fits because it's adjacent to Dogfish; it fits because of where it is in Milton. Just a couple of notes. I know lawyers are famous for saying that "I'm almost done" and I'm almost done, but I'll probably go on longer. And I apologize. This whole area, Cannery Village, has been and is a mixed use community and has been a mixed use community since it's inception; and we've submitted to you and it's already been submitted to the Planning & Zoning Commission, the original documents that brought in annexed parcels and brought the parcels in together to make up Cannery Village. It's a mixed use of residential, of commercial and since Day 1, industrial. That's the mixed use. This rezoning is no surprise for this community; it's, in fact, in the plan. It was in the original plan; to have a part of it industrial, which is the existing Dogfish facility. That's confirmed on the official zoning map of Milton. If you look on the map, and look at what's Large Parcel District, with the hash marks; it includes the Dogfish facility; Light Industrial/LPD and then there's Residential/LPD. The map was certified by the State Planning Office, signed and certified by the Governor; so on the certified plans and maps for this town, you have this mix of Light Industrial and Residential in this area. So again, this is nothing radical; not a change; it's an expansion of the original intent. A couple of matters I just want to touch on, because they've been raised. Your Code and the State Code for Municipalities has a mechanism and does allow certain people to submit a protest to a rezoning and if enough property

owners in a specified area, adjacent to the parcel being rezoned, if enough of them submit signatures and submit enough signatures, and live in the right amount of acreage, they can trigger what's called a Super Majority Requirement for your decision. I've reviewed what's been submitted and submitted it to your legal counsel and ask that to be part of the record. We've had surveyors draw a map of this parcel and check all of the property records and it's our opinion that none of the objections or protests that have been submitted to you, are sufficient to trigger the Super Majority requirement. In fact, from the one protest package that I saw, none of the protesters live in the requisite 100' adjacent zone. I know that's a whole lot, a mouthful, and your counsel can review it with you and we have maps and drawings to confirm that, but the statute's not met whatsoever. So, and you'll get legal advise from your own lawyers; but it's our believe that you're entertaining this rezoning and this Comprehensive Plan Amendment on your normal, majority vote. And finally, again, I don't think this is an issue for this rezoning by this applicant; but it's been raised, so I want to address it; and it's also been submitted to the record. The development called Cannery Village has a Charter, which is like a Deed Restrictions or Covenants; but in this case it's called a Charter and it explains how this community is supposed to develop and what the developer can and can't do; and what he might do in the future and how it might evolve; and if any of you ever saw the original sketch of what Cannery Village might look like, it doesn't look like that today. It does not follow the original sketch. There have been, through the town, many, many revisions to plans and to this neighborhood. That document was revised and amended by the developer in July of this year and recorded in July of this year; and designated this property, the property subject to the rezoning, as suitable for Light Industrial. So, the question of does the Master Plan reflect this and allow this; and the answer is yes and the Master Plan Documents have been changed. Now, we're not the developer. We're here for rezoning and so we are fully confident that you can rezone this parcel; without even looking at the Master Plan Documents. But those documents have been amended by the developer to designate this property for Light Industrial use. Nick Benz is here to give you testimony in support of this rezoning application, which will, in my opinion, support these legal requirements that I've reviewed with you. They will support the recommendation of the Planning & Zoning Commission, which also recited the legal requirements for this rezoning in this area. Other than that, I think I'll sit down and let Mr. Benz give you testimony and we can always come back up and answer any questions you may have.

Mayor Newlands: Thank you.

Nick Benz of Dogfish Head Craft Brewery, 6 Cannery Village Center, Milton, Delaware: I'm the Chief Operating Officer of the company and I'm here to represent Dogfish and I am most certainly not an attorney that will take up as much time as Mark did. Well, I'm going to try to blow through some of the stuff I already have on the record from the Planning & Zoning Commission, but some of these facts are worth repeating to set the proper stage that I'm going to use for what's different about what I'm going to say tonight vs. the Planning & Zoning Committee. We are the 19th largest brewery in the country. We employ 110 people, currently; 23 of whom call Milton home, through either ownership or renting in this town. We'll make 2,000,000 cases of beer this year; all that have a map of Milton on the bottom of the case; because we're proud of the town that we live in. We moved here in 2002 and in the 9 years that we've been here, we've significantly transformed what once was an eyesore at the end of town.

If you want to know what once was an eyesore at the end of town, for perspective; look at the top picture on the image next to me. In fact, we are an operating, thriving, brewing business in that. We purchased this property in 2006, you can see what the subsequent transformation has been since we bought it from 2006 to 2010. I'm going to come back to this picture later on. What we've done here is something... We didn't just do it for the Town of Milton; that would be silly to say we're a business; we did it because it supported our brand identity; it supported the coworkers we're trying to recruit to this area. It supported a clean production environment to make the highest quality and consistent beer we can make. That's why we did those things. It also happened to be a phenomenal benefit to clean up, what once was pretty dilapidated, rat infested, standing water, nasty, thing at the end of town. And that was there when we moved in. We have a fairly national reputation. I don't need to elaborate on the accolades we have. A simple Google search will show you how far beyond the boundaries of the Town of Milton we reach with our products and our reputation; which we hope positively will reflect upon the town that we're in. What are we requesting? We're requesting the rezoning of what was formerly called Cannery Village Phase 3A, as least as I understand it; and we're doing that to support the expansion of our operations. When we first moved in back in 2002, we had never anticipated we would even use the 101,000, 102,000 square feet that we currently occupy; but here we are nine years later from that moment and we're knocking on the doorstep of bursting at our boundaries. We need additional space to continue to grow at a slow, methodical rate. Mark indicated that this use fits within the historical uses of land around it. I would make it more specific to say, specifically the parcel we're applying for, had two Light Industrial uses in it's history. This is not something new. This is not taking something that is Residential and making it Light Industrial. This is taking something that once was, for a very long time, Light Industrial; that temporarily had a placeholder of residential and returning it back to what it once was. It was a hosiery plant towards the Sam Lucas end of the parcel and it was industrial wastewater lagoons towards the Round Pole Branch of this parcel; that was part of the Cannery Village in the heyday of operations. Why is this good for us? We're growing; we're hiring; we're investing. Not many people can open up a newspaper today and find that to be true of many businesses. That's right here in this backyard. We simply need more space for equipment and warehouse, right now and we have a very real need for a warehouse right now. In fact, we're currently renting 20,000 sq. ft. in the south part of Milford, in the old Clarion facility as current overflow. The further you get from our facility, the logistics costs become very prohibitive. That space also doesn't afford any climate control; the ceiling height is short and we can't put any racking solutions in; it is not suitable for any sort of long term relationship, but it's a great temporary band aid until we address the issues that we have here in our own backyard. Why is this good for Cannery Village in Milton? Well, probably the biggest benefit is we're going to get, saying all, never say never, never say always, right; we're going to get the significant majority of truck traffic out of town; that currently comes into town via Chestnut Street, through our main entrance at the brick monuments off of Chestnut Street. Those trucks will be routed out, per the comments you saw on the State Comprehensive Plan feedback by DelDOT; they would require that intersection to line up where the current fork in the road is, at the entrance to Milton, where Cave Neck splits to Front and Atlantic, I think. It will come in there, very close to the entrance to Gladys Wilkins' tour farm. I strongly believe, that we're going to protect the property

value of anybody that's near us. For those who don't have the perspective and the room, I don't think many people in here would have bought a property in Cannery Village if it still looked like this top picture. We've already done a lot to enhance the property value of anybody that purchased in Cannery Village, Atlantic Crossing, or any development that's near us and we're going to continue to do so, that I'm going to outline, in a little bit. A couple of objections that come up from time to time. One of the objections is the 150 some homes that could have gone on this property. There is no Master Plan recorded in Georgetown for Cannery Village. There is no Final Approval that had a guarantee of any number of homes that would have gone on what was 3A. It was an inkling or a notion of what could have gone on there; there was never anything definite. And more specifically, the actual Charter for Cannery Village, with the restrictions for the community, stated that the house total could not exceed 538 total units. There was never a guarantee that any quantity would have been built there; so it's a purely hypothetical 150 some number residential number, that would have been there; that never could have come to fruition. In today's economic climate, we're talking decades at the current rate that they're selling homes; which is 6 a year, year-to-date, in calendar year 2011. Along time until you would even get to house number one in Cannery Village. The moment we bought Cannery Village is the moment that 154 homes was never going to happen; no homes were going to happen; because that doesn't fit into our needs for that property. We purchased it for expansion capability. I recognize and some might argue, well that was presumptuous to think that you can just ram through a conversion; but in my mind, as Mark outlined, we meet all the requirements that a State or a municipality should consider in whether the land use is appropriate. It was Light Industrial, temporarily residential and we're returning it to Light Industrial to uses that it already had on it's property. It is a fantastic candidate for it. If you think about other Light Industrial uses at this end of town, you have Atlantis Industries, that most in this room might not even know exists. It's a very strong, thriving, private business that makes a very specialty product; Light Industrial. We have Reed Trucking across the street from us in Chestnut, that does a significant portion of our trucking up and down the east coast for beer deliveries. Industrial support. When we grow, they grow. We're good for their business. We're good for a number of business. I hope maybe some of them are in this room today and might not stand up and give their own experience of what Dogfish means to them, good or bad; it's a process. I encourage all comments. Let me shift gears for a second. The hard part to stand up here is I know I'm wearing a giant bullet target on my back; like a walking Target Department Store advertisement. Unfortunately the pitch forks and the quivers and the gun sights; I don't believe are intended for Dogfish. They're intended at unkept or kept or broken promises between the original developers of Cannery Village and the residents of Cannery Village. I'm not trying to dismiss their problems; their issues; their legitimate complaints; I share in some of them, like why our roads can't get top coated. But their issues are not my issues. Those are issues between a developer and the residents of a community. This is a public process and it gives people a voice and they can stand up and make claims and allegations and assertions and try to get enough in there to confuse the issues; but what I'm standing up here applying for you today, is to simply determine is the best and consistent use of the land, the tax parcel we're requesting to be changed, does it meet the requirements of Light Industrial? Does it support Light Industrial? Is it a good use to support the town? I would argue yes on all accounts. For the reasons Mark Dunkle

stated and for the reasons that a previous committee that did a significant amount of work back in 2003 in this town, that was part of the Comprehensive Plan Update; that did a thorough zoning review of the entire town. At that time, they kicked out industrial; not permitted. We want some Light Industrial, because you need a balance of residential, commercial and Light Industrial to support a community. Again, 23 people live in this town and can bike, walk, skateboard; whatever means they want to get to work. They live here, they shop here, their disposable income stays here. That's supporting the community. That rezoning, further said, which we have copies of on the record, here are the 15 permitted uses in Light Industrial and the very first of those bullet points is exactly who we are and what we do; bottling, distributing, producing; verbatim, I don't remember it; beers, spirits, something; I'm shooting from the hip here. It's one of those uses. Look through the rest of those uses, the design at that time said, what are the uses that we need to support the community; support the town; the town's viability; support the economic base; provide a tax revenue, that is other than residential property taxes; and that was the list. It is a really narrowed down list for what Light Industrial can be in this country or in this State, I should say. It doesn't have the nasty stuff. It's not poultry; it's not petrochemical; it's not the big nasty Light Industrial things; the old image of the billowing smoke out of the industry building up on the hill. It's not that. We're not an unknown entity. We've been here since 2002. There's a letter that was written in the paper. Somebody was kind enough to print it 1,000 times and hand it out to whoever they could hand it out to and all but force people; sit them down; and prop their eyelids open to read it. I'm not about to sit here and dispute point by point on this letter; but I would like to point out how that letter starts. Plain and simple. "Milton, do you want your town looking like it fell off the back of a truck?" If this picture says to you that we spent \$40,000,000 in the last nine years to make Milton look like it fell off the back of the truck, then I apologize for making this look like it fell off the back of a truck and I could systematically go through every point in here and explain why it has absolutely no relevance for this hearing; for my tax parcel; and for this rezoning request, but I think that's a colossal waste of everyone's time. Starting with the very first point, in my opinion, my parent's taught me, actions speak louder than words. I can sit up here and pretend the world to you; but look at what we've done already. This is what we're going to continue to do. We take tremendous pride in how we've helped transform this end of town and we want to continue to do that. I would like to finally talk about some headwinds and tailwinds; they're always fun to talk about. This rezoning request has phenomenal upside potential for Milton. We're a young, vibrant, thriving, growing, investing, and hiring company that intends to do so for a very long time. If, in decades from now, Dogfish were to sell this; it's going to come up; well what happened? We're not worried about you, we like you, we love Sam, but; we always get the but. But what could the future hold? Well you've already limited exactly what the future can hold. The list is stated there. You can hold them accountable for that. It's already a list of activities that was designed to enhance and support the community already; keeping the nasty stuff out. It's already there and guess what? It's already there and applying to us currently; on our existing, I don't even know how many acres; 13, 14 acres that we're currently on. That list is already restrictive to us in that way. Getting the truck traffic out of town, it's consistent with the historical use; it abuts up existing Light Industrial and is at the same end of town as other Light Industrial uses; it is supported by your Comprehensive Plan; if there is no better tax parcel in the Town of Milton that could

ever be contemplated for a rezoning to Light Industrial, if it's not this parcel, I'm not sure which one it is; because it meets every requirement at the State and Local level to be a viable candidate for this rezoning application. I encourage and hope that this Council has the ability to isolate the issues that surround my parcel and my request, from the issues that I'm sure are going to come up in feedback of others standing at this microphone. Those are issues between the developer and the residents of that community; that have nothing to do with our particular tax parcel and our particular application sitting in front of you. If I spoke longer than Mark, I totally apologize, but I'm done. And we're happy and available for any questions you have, beginning, the middle or the end of this process; just ask them.

Mayor Newlands: Don't sit down.

Nick Benz: Sorry.

Mayor Newlands: The traffic. You explained before that the traffic was going to exit and enter through Cave Neck Road.

Nick Benz: Yes.

Mayor Newlands: That's on the east side of the... It's the piece on the right hand side, the east side piece; could you point that out? Okay. Now that's going to be all of your deliveries for all of your raw materials and all of your brewed product going out?

Nick Benz: Correct. The intention of this is to be a commercial entrance, in all aspects of what that means and during any construction phase, also, a construction entrance. The intent is we separate the uses of our coworkers, our guests, the residents of the Town of Milton, and the community to get a substantial portion of the truck traffic out of town. I can't guarantee that some truck dispatcher isn't going to send somebody in the wrong way from time to time. That would be silly for me to sit here and promise that could happen. But our intent, through our controls and our warehouse, will be all incoming raw materials and all outgoing finished goods would go in and out of that area; there's a heavy wooded area back out to the entrance to the Town of Milton.

Mayor Newlands: That general area where the warehouse is going to go is all wooded right now, isn't it?

Nick Benz: Correct. The majority of that building will sit on top of what was one of the wastewater lagoons of the King Cole Cannery at that time, which went through a full DNREC approved remediation plan that the current landowner had gone through at the same time. They took out all of the production wells that were scattered all around Cannery Village residential community, including Dogfish; the only well that remains is our main process well; which by the way is where all of our water comes from for beer. Not a drop comes out of the water tower (pink letter again). This building at 75,000 sq. ft. will tax the town exactly four toilets and four sinks. That's how much that's going to impact the Town of Milton.

Mayor Newlands: Do you know where the Round Pole Branch is on that map?

Nick Benz: The property line that showed as teal on this picture, the property line between Atlantic Crossing and this parcel, that boundary is right up the middle of the Round Pole Branch; so if you follow the property line between this property and Atlantic Crossing and eventually Dogfish, that gives you a general idea of the flow of the Round Pole Branch. This is the existing storm water pond that services the needs of four different entities; Dogfish Head; Canning House Row; the apartment four-plexes on Chestnut, where the WBOC building is, that entity; and some of the Cannery Village development, because they have multiple storm water ponds.

Mayor Newlands: So now the storm water pond, I remember from reading in the Planning & Zoning, you're going to take over responsibility for or most of the responsibility for some of these storm water management ponds? Or at least that one.

Nick Benz: The storm water management pond is shared by those four folks on a percentage of their land, their underlying land. The fact that we just took on a significant additional amount of underlying land, means more will shift to our financial responsibility than it will the other three entities that make up the foursome.

Mayor Newlands: Okay. You mention the 75,000 sq. ft. building. Is that the size of the warehouse?

Nick Benz: As shown on this picture, for scale, it was drawn at 100,000 sq. ft.; so that boxed to scale is 100,000 sq. ft. We don't know exactly, for sure, yet, because we haven't gotten that far in the build-out portion, but we believe it's going to be somewhere in the 50,000 to 75,000 sq. ft. range to begin with that will house the warehouse and a small maintenance shop; a packaging line, to increase our packaging capability; that's it.

Mayor Newlands: Anybody on Council?

Councilwoman DUBY: Yes, I have a question. To a certain degree I'm sort of anticipating other things we're going to hear tonight, but I think I'm anticipating it with great accuracy based on the letters that I've gotten and the emails and so on. I'm well aware of, and I hope that perhaps there will be some discussion about this tonight for the benefit of the public; of what the restrictions are on us, as to what our options are. What we are allowed to do under the law and Mr. Dunkle has spoken to that tonight. The one that I would like to ask for a little more information from one or both of you, is the one that has to do with compatibility with current usage and "design with reasonable consideration among other things, as to the character of the district and it's peculiar suitability for particular uses." Mr. Dunkle, you spoke to that tonight and talked about the fact that this property is adjacent to something that's already zoned Light Industrial, that is the Dogfish plant and I know from reading my mail, as I say, and also from hearing some of the grumbling as you've said that; I would like to hear a little bit more about it's compatibility with lies beyond Dogfish Head. In other words, yes, it certainly is compatible to the Dogfish Head property that's Light Industrial; but there is, as you know, all of this residential property and many of the people who have written to me and to all of us on Council, talk about the possible negative effects on what is now a nice residential neighborhood, in terms of light, or noise, or whatever might come to pass on that property. So I guess, if you can, either one of you, talk a little bit more about how you see that as compatible with this residential community that's there.

Mark Dunkle: Let me give you the legal part and Nick will give you the more interesting part. Seth cringes, but it comes with the job. He thinks he has a big target on his back. The best answer to give you to that question, I think, and Nick had alluded to this; is the language of Milton's Light Industrial District and just bear with me to read the first sentence; because it's exactly what you're asking. The first sentence is about the intent of this law. And it says, "The intent of the LI-1 Light Industrial Use District is to delineate areas which are used for and suited for limited types of manufacturing and industrial uses; which are compatible with adjacent, residential and other uses." So the list, the intention of this list, was to define those kinds of things you could do in Light Industrial, that are compatible with adjacent residential uses. So, essentially, if we're on the list, we are compatible. That's easy to say. To give some examples, and they list it here; research...

Councilwoman DUBY: I guess maybe my question is slightly different than that. Just so you know, I'm also an attorney and I know how to read a statute, so I understand what you're saying; believe me. What we're going to hear tonight, if my mail is any indication, is from these folks saying not whether you meet those lists; I don't think there's any question in anybody's mind here; there certainly isn't in mine; that what you are planning to do or might do with that property, would fall within that list of permitted uses on Light Industrial. However, it seems to me when it says compatible with adjacent and whatever the other word is, uses, or character of the district and so on; and you've spoken to it, as I said, very well, saying the adjacent use is Light Industrial; it's Dogfish Head; but what we're hearing from the people who live there is, they're adjacent in a way too; they're certainly nearby and they're making the argument and I'm very well aware of what the restrictions are on me in terms of making a decision or casting a vote on this; they're saying it's not necessarily compatible with our residential neighborhood. And I guess what I need from you is one of two things; either your reasoning as to how it is compatible with that and maybe you've said it; in terms of Dogfish has been there; they've been compatible; they have fit, this was a multi use area; or, I guess the alternative is to say, which maybe you are saying, we don't need to worry about anything but the immediate adjacent use. Is that what you're saying now Mr. Dunkle?

Mark Dunkle: I'm going to let Nick give you the details of why it works, but one final answer is; it's more compatible than high density residential; because it's more traffic; it's more people; so one of the reasons it's compatible with Ag or other residential is, it's less traffic and less people and less of that is always more compatible. But I'll let Nick give you...

Councilwoman DUBY: It sounds a little circuitous to me, but I'll listen to what Nick has to say.

Mark Dunkle: I'll let Nick give you the details. Go ahead.

Nick Benz: I would like to point out a few things on the sheet that I hope helps. Gladys Wilkins and I don't know what her acreage is, let's all it 90-100; because it's ish; her entire property here went through the Land Ag Trust that said, I believe so strongly in not wanting to see residential as my neighbor; I'm selling my entire development rights in perpetuity for a tax benefit on the State. It's a specific program; anybody can do it. She did that. She doesn't want to see any residential here and in fact, I've personally met with Ms. Wilkins and I know that she's happy that she's not going to have residential here. That's opinion and that should not be part of the public record, that's not the point; the point is the entire perimeter that touches this side of that property is absolutely consistent with adjacent uses. We border the west side, which is Light Industrial; I think that's a no brainer, we don't have to say much about that. There's a vacant chunk of land here still owned by the current developer's of Cannery Village and across the street there's another 20 some acres, over here; which, by the way, I'm sure everybody's aware in this room, has had a For Sale sign on it for I don't know how long; so I'm pretty sure that they have no intention of building homes over here either. It's wooded. The exact spot this thing is sitting on, was exactly a Light Industrial use some time ago. I encourage anyone; well that's not fair; they would be trespassing. If you have an ultralight helicopter or something, if you walk back into this property, it is densely, densely packed woods; until you get all the way over to the very edge that's opened to the clearing that people can see where Ms. Wilkins' driveway goes in. That's a densely packed area where we're putting this building. There's an awesome natural barrier.

We're not sticking this out in the middle of a big hill somewhere. You're not going to see it; you're not going to smell it; you're not going to hear it; because it's tucked back there. You're not right up against the property edge of residential; it is back there. So somebody sitting all the way over here somewhere in whatever Phase this is in Cannery Village, you are never going to see it, you're never going to hear it. In fact, you're going to hear less of it, because the trucks won't be going around this building anymore. Trucks are going to be coming in and out over here. I don't know what more supports that argument, but we have put a lot of thought into this and it's exactly why we're putting it back there. We arguably, probably, not to the extent that we need; but we could have found another couple of year band aid to place a warehouse extension back here; we could have built this back corner out. The 2.42 acres that is the triangle right across from our main entrance, from where this picture was taken, next to the Clubhouse, between WBOC and here. In case anybody doesn't know, in this room, that's Light Industrial. We could have put a big, temporary building right there and brought all of our trucks right in the front door and parked them in people's front yards. It already permits that. Why would we do that? That's silly. Be a good corporate neighbor; be a good citizen; stick it back in the woods where nobody can see it. Obviously they can see the lights and you can do all kinds of interesting low impact lights; you're not talking about the big hunking things on a big pedestal that makes it glow like a huge distribution facility. This is subtle. We're going to approach the build out of that thing, the same way that we built this; with what we define as tastefully, well-done, taking into consideration that we have good corporate neighbors; it's not a big giant eyesore with an ugly tin roof and metal siding that just looks like an industrial nightmare. We took into account that esthetics counts and I would argue that in your 2003 Comprehensive Plan Update, in addition to redefining that industrial is not permitted in restricting Light Industrial, there was also an amendment made to Section 220-48, which is your design standards and Section 220-52, which is your buffer and landscaping requirements, to say that even with these permitted uses of the 15 bullets in Light Industrial, we're not going to hold you to a higher standard of esthetics. Look. Feel. That it's done well. Don't take my word for it, look. That's to us, what done well is. Maybe you don't like brick. I can't satisfy everybody's itch, but we think that looks pretty darn good, compared to what it did look like. So I hope that at least gives a little bit there and it wasn't as, whatever word you used on the attorney's circuitous something, something.

Councilwoman DUBY: No, I would not use that in reference to your response. Thank you both. I appreciate it.

Nick Benz: Thank you.

Mayor Newlands: Do any other Council Members have any questions? Can I get a show of hands of how many people want to speak tonight. Okay. We're going to do 3 minutes apiece. Go down the road. Don't say no. After everybody speaks you can come back up again. Microphone. The first row is going first, so you can be up first. Microphone. State your name.

1. Ed Kost, 230 Sundance Lane, Phase 2, Cannery Village: Three minutes is not a long time. I was hoping that my wife and some other folks could lend me their three minutes, so I could make a full presentation. The people from Dogfish Head have spoken for well over an hour; three minutes. I'm sorry. It's like a gag

order. That's what you're doing. May have time from other people; if they volunteer my time?

Mayor Newlands: We'll do five minutes. That's the first thing. They're spending \$40,000,000 in town, so I gave them enough time. [Audience erupted into shouting match.] Hold on. Hold on. Hold on, please. Stop that, or you're going to get ejected.

Seth Thompson: Guys, if I can. The record really needs to be clear on this and when two people are speaking, when they go to transcribe it, your message is going to get lost. So it's very important that people speak one at a time.

Mayor Newlands: I'm trying to have multiple people come up and be able to speak, as opposed to getting the meeting commandeered by one person. So we'll do five minutes and then we'll go on to the next person. So everybody gets a chance to at least say something. Okay? Otherwise, we'll be here until 2:00 in the morning. I'm just trying to be fair to everybody. That's all.

Ed Kost: Five minutes, okay. Let me answer a couple of points here that were raised. One. I'm just going to speak. It was noted that the Charter of Cannery Village was revised. I want you to know that it was revised in secret. The people from the brewery and Chestnut Properties got together, revised the Charter, had it recorded, and didn't tell any of the residents of Cannery Village what they had done. They posted it on the web and my understanding is that we basically couldn't even open it; it took some people a long time to find out what had taken place. In other words, the nonsense that we revised it, is hooey. Nothing. Chestnut Properties got into financial trouble; that's why they're selling 3A. It's right in the middle of a recorded plan. The town passed Large Development section of the zoning ordinance for this development. It's the only one you have. It's the only one. You people approved it. The previous Councils approved it. Based on that, you also approved the final sub-divisions for all these. I don't know what's in Georgetown. I know what you have, because I have a copy of the drawings and I know this much. The drawings are all screwed up. I don't think you really even know what's been approved in the past. Mr. Benz said that 23 of his employees live in town. 180 of us live in Cannery Village; just here. How many live in Chestnut Crossing? How many live here? Many, many more. It's disingenuous then. They're going to skateboard to work. We live here, we pay taxes here, we vote here. Dogfish pays \$13,700 in real estate taxes. I did a rough calculation and I was very conservative. Just the people who live in here, we pay over \$68,000 in real estate taxes to this town. How many jobs did we create? How much of the bills do we pay? And we don't have big trucks coming. The nonsense about all the trucks are going to come in, right here. You know and I know, a trucker when he comes off of 113 or Route 1, he's going to take the shortest, straightest way he can because he's going to save money, because of the price of fuel. He's going to come in Chestnut Street; he's going to come in whatever street he can find to get to here. He isn't going to go down Route 1 and go looping around, somehow. The shortest route. It's all nonsense. The streets in this town, I'm a retired landscape architect; I used to design these things; the streets in town are designed for cars. I think your engineer will support that. They're not designed for big, heavy trucks and we're going to get a lot more heavy trucks. I was on the Planning & Zoning Commission in 2008 when we

redid the Comprehensive Plan. There was nothing, nothing, about putting any industrial anywhere, but at the intersection of Sand Hill Road and Route 30; just to keep the trucks out of town and to keep industry from the middle of developed neighborhoods. I mean it's nonsense. This all sounds great and the only reason this is occurring, is because Chestnut Properties got into financial trouble; they got \$3 however many millions and they're happy. They ran. They revised their Charter to make these guys happy. All of these people out here; residents of this town; taxpayers in this town; ask them, if they're happy. That's who you represent. You don't represent these guys. They don't live here. They live here. I guess I used my five minutes.

2. Mike Cody, 304 Gristmill: One of the things that Mr. Benz said is true. We do have a lot of issues with Chestnut Properties. One of the issues we have with Chestnut Properties is also with this body, or its predecessors; and it has to do with... This piece of the road was supposed to connect back to Cave Neck Road from Phase 2. That has to somehow be corrected. It's an opportunity for you folks to put in place, or get the developer to put in place, the bond that should have been up since 2000 whatever, when he started, to finish the roads. The roads are a disaster and you folks know that, because you've been out making a punch list of what needs to be fixed. So you know what the problems are. You have an opportunity in these changes to address that with Chestnut Properties. Please do that. I know it's gone by the way; there have been other opportunities that haven't been taken to put Chestnut Properties in the position that they're supposed to be in; with the bond to finish the roads. I want to correct Mr. Kost, on one thing. He said there's 180 of us in Cannery Village, as opposed to the 23; that would assume that there is only person in every house; there's at least two. So that's 350; most of us vote and that's a lot more than 23. Now at the Planning & Zoning meeting we were dismissed by Mr. Benz about raising an issue about the homeowner's fees going up to pay for the Clubhouse and the 150 or 160 units was going to help pay for that. Well, so far, we got the new budget proposal from Chestnut Properties and the fees are going up for the Clubhouse; so I hope you're estimating on other things is better. In terms of the sales, in terms of the number of sales in Cannery Village, that's Chestnut Properties and Capstone Homes. Go down the road and look at Windstone and Vincent's Overlook; which are as close as you can get to being here; and they've probably built 50, 75 homes in the last two years.

Mayor Newlands: That's a stretch.

Mike Cody: I'm estimating, 50. I had another little paragraph or two, essentially, if this gets rezoned, you're putting a 40 acre industrial park just about in the middle of town. Now you all, or in 2008, the group in 2008 didn't think that was a very good idea; that's why there's 170 acres out on Sand Hill and 30; because they didn't think it was a very good idea to have Light Industrial right in the middle of town. The main entrance to town... They only want to build a warehouse today, is that all they're ever going to do? We don't know. That could change next month. That could change next year. You could have a full blown light industrial park in that space, right on one of your main entrances into historic Milton. Maybe the busy days and quiet nights aren't there anymore. The busy days will be there, but the quiet nights may not be.

3. Tom Kelly, 102 Summer Walk, Cannery Village: I want to say something. I will welcome Dogfish to be here. I think they are a good neighbor. They help us in the town with our non-profit and different organizations. The 150 homes is going to lay foul for maybe 10, 15, 20 years; it may never get started up again. We don't know, because once the cycle has been broken, only time is going to tell us whether those homes will ever get built or not. But I also feel that with them developing the warehouse, it brings income into the town; because as you know the last 2 or 3 years the budgets we had to cut, cut, cut; taxes have been raised; and also I think a lot of people sort of forget how much Dogfish does for us by bringing tourists into town; dealing with our restaurants; dealing with our stores. I'm sorry and don't count me in as part of the 180; I'm Cannery Village too; but I'm definitely here for Dogfish. Thank you very much.
Nick Benz: I don't want to put that down, I just want in fairness want both to be shown. I'm not looking to hide it.
4. Lou Baranello, 213 Gristmill Drive: Just want a couple of minutes to talk to you about the community building, the Clubhouse. The community building was required as part of the approval by the Town of Milton. According to the Master Development Plan for Cannery Village, the building was constructed and placed in Phase 2. It was planned to accommodate 538 residential homes. Rezoning, will greatly reduce the number of homes in our community, thereby increasing the maintenance costs for the balance of the members. If the rezoning is allowed, it will result most probably in doubling the cost for the current and future homeowner's. The cost of maintaining the community building should be reviewed and an equitable agreement with Dogfish Head Brewery and Chestnut Properties and the residents of Cannery Village should be concluded. Chestnut Properties should not be permitted to represent the residents of Cannery Village during the negotiation process. Chestnut Properties has a conflict of interest in that they are the seller's of Phase 2 to Dogfish Head Brewery. The Delaware Attorney General's office is in the process of reviewing and investigating a written complaint initiated by a substantial number of Cannery Village residents. The complaint, in part, refers to 1) the leasing of the community building to the residents; 2) the refusal of Chestnut Properties to pay any portion of building maintenance covering the unsold lots they continue to own; 3) the shortfall of lots in Phase 3, and this goes back to what we were talking about before, all 164 of them, representing 30% of the original proposed 538 build-out. We also believe that our elected official, owner/director, Mr. Jack Horan, the good looking guy over there, that's going to come up next; should represent the residents during any negotiations. Let me just add, I for one, and most of us, do not have any bad feelings for Dogfish Head. Our problem is with the developers and we think that they've done something that they weren't allowed to do; and that's what our issue is. Thank you.
5. Jack Horan, 304 Brick Lane, Cannery Village: However, I'm taking a little bit of different tack from my Cannery Village neighbors and they might throw some stones at me. One thing that the people of our community look for and one thing that our elected officials, when they're lobbying for votes, they talk about transparency; keeping the people informed as to what is going on. I think it goes without saying that this process

that we're discussing today was not transparent. We knew nothing about it until August of this year. I understand that the Mayor had prior knowledge of this and I've beaten up on you before on this Mayor, I'm not going to take a bunch of exceptions. None of us are perfect. Now, while we want transparency from our officials, when we look to vote for people; what is perhaps the most important trait that we look for? Integrity? I look across here and I see a bunch of people that I believe have integrity. That's what we like. Now, the rezoning, we failed in the transparency issue; but I do believe that we can regroup and get a passing grade on the rest of the works. The first thing we have to do is Mr. Mayor, you have got to step back and recuse yourself on this. I am not accusing you of any bias at all. However, you did have more knowledge than any of these other folks here had. Now, what I'm going to suggest in the name of integrity, if, in fact, you don't recuse yourself, that these members here, make a motion to say Mr. Mayor, you've got to step back. So, that's transparency and good governing. The next question is, should the rezoning request be approved or disapproved? What is the potential benefit to the Town of Milton vs. the downside of things. The benefit, okay, we might have a nice restaurant in the very near future; who knows? I don't know. Certainly Cannery with all this property could build a nice restaurant for us, that might make the Miltonian a bit unhappy, but it would make the rest of the community very pleased. There might be a dog park. How many years has it been in the mill? Let's have a dog park for Milton. Maybe they'll do some nice things like that. Are they going to be providing more jobs? When? What kind of jobs? Alright, now it's been said that 23 people live in Milton and have jobs there. We've got 2,500 people; our voters in all the city. What about the potential jobs; I'm talking potential. Right now, none of this, when I'm talking potential upside, none of it is on any plans yet. We don't know. And the biggest downside of things is the unknown. Right now, there's a drawing that has 40 acres and what we know about is a warehouse that is going to require, what, a footprint of maybe 8 to 10 acres. I don't know. What's going to happen with the remainder of this property? As has been stated, this is a business; Dogfish Head is a business and I respect them. They're in the business to turn a profit. While they're planning the rest of what's going to go on in here, might they parcel out a piece of land and say okay, let's make it a trucking depot; let's make it a shop for repairing cars; or the long litany of what can happen in Light Industrial. What would happen, once again; let's go back a few years. Who would have envisioned that the housing market would have down turned the way it has. Okay. Who is to say that in a few years the vogue of the craft brewery might be passe. Who is to say that someone from St. Louis or Milwaukee might come in and say I want that. I want that brewery. At that point, we are stuck with whatever other Light Industrial property was in there. What is in your hands is planning and controlling the future of our town. Rezoning this 40 acres, is buying a pig in a poke. We don't know what's going to go there. If it's legal; and I don't know if it is; why don't we say, okay, we'll rezone this 8-10 acres. When you have your next piece ready that you're going to do, come in, put it before the Planning & Zoning and based on its merit, whether we pass it or not.

Mayor Newlands: Mr. Horan, please let's let somebody speak for a minute. Are you almost finished.

Jack Horan: I'm almost finished.

Mayor Newlands: Go ahead. I'll let you finish.

Jack Horan: I was going to say a few good words about Dogfish.

Nick Benz: Give him all the time he wants.

Jack Horan: I think that the town supports the brewery. They do good things for town. They bring tourists in. They use our shops, our restaurants. As a matter of fact, if they would build a nice restaurant, they'd hire more people and get more business that way. I think the town would be terribly disappointed if Dogfish Head left Milton. Milton is the host of Dogfish. Dogfish does not control Milton. So, I believe that my stand on rezoning, the recusing of the Mayor, addressing only that acreage required for the warehouse, passes the test of the reasonable person. Now anyone who is ex-Navy in here. I was a Chief Petty Officer in the Navy. I'm a reasonable person. Obviously not many ex-Navy. So I put it in your hands. I think, once again, you've got the character, the accountability, to stand up and do what is right for Milton and take one piece at a time. Don't plot our future all in one basket. Thank you very much.

Mayor Newlands: Thank you very much.

6. Rich Miller, 212 Gristmill Drive, Cannery Village: Thank you Mr. Mayor. I don't envy Council because it takes the wisdom of Solomon to solve these kinds of issues, but the one common theme that my neighbors have and that the Dogfish management has, is about their future and Jack just alluded to this Conditional Use. My preference is that Council at least give some thought to denying the application in this form and encouraging a reapplication with Conditional Use. The comments by Nick Benz earlier; he talked about the upside potential with his business and I respect that, but there's also an upside risk; both for his business and for our community. Jack mentioned the fact that there may come a time when boutique beers becomes passe. I can give you even a worse case scenario. It's not more than 80 some years ago, where the whole issue of alcohol was passe. My concern is if we attach ourselves to this specific plan, we're not giving ourselves a back door. A Conditional Use application would solve those issues and allow our neighbors, Dogfish and Cannery, to at least start to solve this problem. It would allow Council to look to the future and provide for any unforeseen usages of that property. So with that, I just want to wish Council and Mayor and the town a Merry Christmas and a blessed Holiday.

Mayor Newlands: Thank you.

7. Sam Calagione, Dogfish Head Brewery: I'm just going to have a three quick quotes and comments on them. Actually I'll just start by addressing the question earlier; what would happen if someone from Milwaukee or St. Louis came calling and they did and we told them to take a hike. We got approached by one of the two biggest breweries that wanted to buy Dogfish Head; and it was a pretty interesting meeting and we told them no; we want to stay a family, community brewery. That's not going to happen. So you can rest assured that it's not going to happen on our watch. Next quote I wanted to share was by one of the gentlemen over here, earlier, who looked at the Council and said if this gets rezoned, you're putting an industrial park right in the middle of town. And I want to say, first of all; I'll put this up here, so we can not put it down. To me this looks a little bit more like an industrial park then this does; but more

importantly, the uses of an industrial park that I think was implied in that statement, are already allowed in this space. To reiterate upon what Nick spends a lot of time eloquently describing, is we have the right and the ability to grow to 2,000,000 barrels in our existing space. Right now we're at 145,000 barrels. When we do planning at the brewery, we think of maybe a day when we get to 400,000 or 500,000 barrels; but to be clear, we have the right as a Delaware small brewery to grow to 2,000,000 barrels and I think you've seen we've been pretty creative and industrious with the space that we have; and if we do have to grow in our existing footprint; we did all of this to be able to grow in a way that worked for the community; not just for Dogfish. It would have been cheaper for us to not do what we're doing with land and grow more on our existing parcel. But we did not think that worked best for the community. The next quote I have is from our former Governor Ruth Ann Minner. Early on in our existence, we won some award at Dogfish and she came and spoke and I looked this up on the Internet as it came in; and it was in reference to the idea of livable Delaware; that was mentioned, that term, I think, earlier; and she said this mixed use project exemplifies livable Delaware, because it blends in with the town; it redevelops a blighted and abandoned industrial site; it features a mixture of housing styles and offers an array of commercial uses including Dogfish and WBOC Studios. And the last quote I have is, I was reading a book on famous entrepreneurs and writers that were immigrants to this country. This is a German immigrant who was a physician and a writer named Martin Fisher and the machine he refers to in this quote is actually the human body; but I thought it was pretty relevant to tonight. "A machine has value only as it produces more than it consumes; so check your value to the community". We've talked tonight about the early industrial history of our town and the button factory that was where that building, we hope, will go and the cannery and the shipbuilding and all those companies used tools and equipment to do what they did. This is addressing the ethics of those machines and the people make those decisions; not machines; not our bottom lines. A number of amazing people that I work with are in the room tonight and there's 150 more of them, if you count the folks at Rehoboth who probably aren't; and I feel like every opportunity that we've had, we've taken, to act not just on behalf of Dogfish and profitability; but to contribute positively to the community. And that's the only three things that I wanted to say.

Mayor Newlands: Thank you.

8. William Hugh Preston, 112 Carriage Drive, Cannery Village: I am one of the 23. I work in the accounting department at Dogfish and let me first preface that with first saying, I enjoy what I do. It's a fun place to work. By way of a little further background, I've spent most of my professional life in the forest products industry; sawmills, if you will. I was associated for a long time with the manufacturer of the basic blocks; 2X4's. When I retired, we moved here from the west coast. That business was in decline, if you will; and with the prices are still today; if you're in the forest products business, if you got your logs for free; you might make some money, yes. But what does that have to do with Dogfish? Dogfish is a substantial business. They pay a good wage. They afford their employees their insurance benefits that allow them to be comfortable and have

the knowledge that they can meet any medical emergencies that come up. It's a congenial place to work and we do make a contribution to this town. I, as a member of a service club here, am proud to let it be known that I work for Dogfish. Over and above that, I think we have a responsibility to our children, to the future, to provide, to insure the stability of what we do and to provide the foundation for our schools, for our people here, and to create an atmosphere of excellence. So why not from Dogfish; why not from Milton; the next MacArthur Fellow; why not here; why not out of this educational system? To do that, we need some stability; we need a good employer, that has the basis for that and I urge you Ladies and Gentlemen of the Council, to pass this request. One final note, thank you to each of you for your service. Public service is not without it's difficulties and I want to thank each of you here for being here.
Mayor Newlands: Thank you.

9. Don Mazzeo, 113 Aisle Lane, Milton: As some of you are aware, I am the Chairman of the Planning & Zoning Committee, here in Milton. I want to make it abundantly clear, that I am here tonight, speaking, as a private citizen; that I am not speaking on behalf of nor representing any part or form of that Commission. I'll keep my comments regarding this application brief and concise and hopefully will not duplicate too many of the comments previously stated. First, let me short and to the point. I am opposing this application for rezoning as it relates to land use; and the consequences should this parcel be rezoned. I believe there are some questions the Council needs to ask of the applicant. However, that being said, I am in favor of economic growth, to include Dogfish and any other manufacturing Light Industrial, but not where it is planned and looking to be placed, based on this application. We do want significant growth; we do want financial stability; but we don't want it at the point of having the Comprehensive Plan being modified, as it is being requested. Let me state, what seems to be obvious, but I'll state it again anyway. Once this property becomes zoned as Light Industrial, it stays Light Industrial. It's not going back to residential overlay LPD. It's going to be non-residential and what does this mean, well should the applicant, for whatever reason, decide not to expand its business, it can then resell the property, 100% or a parcel of it. And since it's already been zoned, if this application gets approved, as Light Industrial; that zoning goes with the property. So virtually anything on that list that's on our zoning, will be allowed to be there. And what will this do? We will now have an industrial entrance; no not an industrial park, as one has said; but it is an industrial parcel and I ask, is that what this Council and the residents want? Additionally, and perhaps more importantly, in my opinion, if this property is rezoned to Light Industrial, the Council will have set a precedent; thus allowing the parcel right across the street; that also I believe belongs to Chestnut Properties, to come, in front of the Board or in front of Council, and say I have a piece of property; it looks just like the one across the street that's Light Industrial; I want it too. What would prevent that from happening. If, in fact, that were to happen, we'll have another area of industrial coming into our historic, wonderful, little town. Is this what the Council and the community wants to see in the future? I would hope that the Council will take into consideration whether changing the zoning to Light Industrial, even in a

Conditional Use, and allowing industrial growth is truly appropriate and how then, are you going to protect the neighborhood values, as is the requirements listed in the Town Codes, Section 220-80. Please consider all the aspects of this request for a zone change. Is it being done with an eye to satisfy an immediate need of the town or applicant; or will this change have a detrimental effect five years, ten years, or twenty years down the road? It's up to this Council to make that determination. Remember, it's easier to say no today; and perhaps a modified yes later; then to say yes now and try to change it to no later. It can't be done. I ask of the applicant, was there any possible areas outside of town that was already zoned Light Industrial that were For Sale and could have been purchased? I recognize that it would not have been right next door; and it would not have been as economically feasible, but certainly, if it were outside of town limits and already zoned, or potentially zoned, Light Industrial; we wouldn't be sitting here tonight. And if this application is denied, what are you going to do with that piece of property? Are you going to build 150 homes on it? Or are you going to sell the property? Because you're not going to be able to use it, for your intended purpose.

Mayor Newlands: You're at 5 minutes, can you wrap it up?

Don Mazzeo: I will wrap it up.

Mayor Newlands: Thank you.

Don Mazzeo: I hope that the Mayor and Council, Milton's elected officials, review this application with a keen eye, with vision towards a long range focus and the future of Milton, it's residents, and the visitors. If you want an industrial entranceway into town, certainly voting to approve this rezoning application is very appropriate; but if the Mayor and Council want to preserve and protect the gateway to Milton in a more residential and green appearance, now and for the foreseeable future; then voting for denial of this application is appropriate. The destiny of what Milton is and can be lies completely within the casting of your votes on this application and I thank you for your time and consideration.

Mayor Newlands: Thank you.

10. Ginny Weeks, 119 Clifton Street, Milton: First before time starts, that's the present Chairman of the Planning & Zoning; I'm the former Chairman of Planning & Zoning. I would to hand out to the Council some photos that were taken of industrial uses in town, just so you can follow along. This is very pretty and this is your commercial entrance. This is your industrial park, behind those buildings. So I think you really need to look at your industrial use and not the commercial use. The top photo is a photo of the area directly behind this building and the bottom photo... Or the top photo is a picture of their private road around behind their building and the bottom photo is directly behind this building. Or behind this building. Sorry, the lower building. That's an industrial use. I took pictures of other industrial uses in the town of Milton. Next we have Dry Zone; which is on a residential property. I have no idea how it got there and it keeps expanding and nobody is keeping it under control and that's what you're looking at. At the bottom picture, you will see a house next to the Dry Zone property; that house has not been devalued. On the next page, you have Reed Trucking, which is a permitted industrial use and it's a very clean, orderly operation; but it's an industrial use and that's what it looks like. On the final

page, you have another picture of Dry Zone; just for a bigger look at the mess, because this town has no ordinance that prevents outside storage; except of hazardous waste. And down below, you have a picture of the entrance of Cannery Village, which is what this parcel is now zoned for; and that's what it would look like as you came down Cave Neck Road into Milton. If you zone this industrial, you have no way to prevent it from looking like the other pictures. And I want to know, is that what you want? Now, getting back to that, that's a problem. Do I think that Dogfish should expand? Absolutely. I think Dogfish should be allowed to expand; but I think that there is a certain part of it that has to be protected and regulated so that the Town of Milton and its entry ways and its feeling and its character and its values, are not hurt. Somebody mentioned a Conditional Use. If you refuse them a Light Industrial this evening, they can come back for a Conditional Use; where every time they want to expand, you review it, you allow it, but you can put any kind of condition you want on it. You can regulate their hours of operation. If you allow this Light Industrial, they can work trucks 24 hours a day and you can do nothing about it. You're thinking about passing an ordinance; I don't know, maybe you passed it; to allow trucks that have deliveries in town to use all streets; that means that legally they would be allowed to use any street in town. And you can do nothing about it. Under Light Industrial they only need a 40' setback from the building from Cave Neck Road. They only need zero feet in the rear and the sides of the lots. If the lot into the rear and to the sides abuts a residential area, they need a 25' setback on the side; and a 15' setback from the rear. And you have to look at this as long term, just as Don said. It's the only way to look at it. There is no limit on lot coverage. Since they want to put in a private road, you will not be able to control where and how the buildings on this lot go up; because they will not be on a city street; they will be on a private road; and they can build them willy nilly, as they wish, in the future or if their business isn't there; whoever has it at that time. I know that you don't want to sell your business; but this isn't 15 years from now and it's not 20 years from now and that's what this town has to worry about. I say let him expand, but give him Conditional Use or ask him to grant a covenant, a Deeded Covenant, that can't be broken, that so many acres back from the street of Cave Neck Road will be maintained as wooded area; and that you can control what the design of the entryway into this parcel is to look like. You need a win win situation here for both Dogfish and the town. And there's a couple of things I wanted to say about what was said. It's true, the density would be broken; but 150 homes at \$180,000 a home, would put \$27,000,000 on the tax rolls; a 100,000 sq. ft. warehouse isn't going to begin to do that; and warehouse buildings don't carry the value a house does. You're going to be turning down \$27,000,000 taxable property, if housing is permitted to continue there. I know that there's a rumor going around somewhere, that if it's Conditional Use, these have to reapply every year. That's not so. They can be called back every year to see that they are continuing to follow the conditions put down on them by this group. The other thing is, I'm sorry, but I had my notes, but I don't like being up here, it makes me nervous.

Mayor Newlands: I can end this, because your time is up.

Ginny Weeks: I will. I just want to read to you one thing which is from the

purpose of the zoning ordinance; and it says “are made for the purpose of protecting the character of the community in terms of it's design. Mix of use is scale architect history and helping implement the Town of Milton Comprehensive Plan.” You're not implementing it. You're changing it to this and facilitating Community Economic Development in terms of job development, retention and investment. That could be done with a Conditional Use; where you can control the hours of operation; you can control the noise; you can control some of the odor. May I ask the engineer? What is the equivalent of 85 dba? Is that a vacuum cleaner, is it a truck, is it a motorcycle; do you remember, do you know off hand?

Seth Thompson: This is really the time to receive comment, as opposed to...

Ginny Weeks: Well I was going to say that under Light Industrial they are allowed to have 85 dba of noise at the property line. That's a lot of noise, 24 hours a day or 8 hours a day; it's a lot of noise. So I would ask you to refuse the Light Industrial; work with Dogfish and come up with a win win situation for the town and for the industry. Thank you.

11. James Gard, known as Sam Gard, 115 Sassafras Lane, Chestnut Crossing: My house is one of the closest houses to the boundary. I submitted a letter on December 8th; I think you received it on December 9th. I had four points and as Dogfish has elucidated nicely, most of my issues are not with them. My issues with the town and the town ordinances. My principle issue has to do with something Ms. Weeks just said; which is noise. Interestingly the Noise Ordinance itself requires that any stationery source be limited to 65 dba, during the daytime and 55 dba during the nighttime, “For all residential districts”. There's another one that says 70 dba for all commercial districts, but in the noise ordinance, Light Industrial is not covered. In Light Industrial, 85 dba is permitted 24 hours a day, 365 days a year. In the literature that I've looked at it says, clearly, that 85 dba, if you are exposed to it continuously, you will have hearing loss. OSHA, the EPA and many other experts in sound, would be appalled if they heard that we allowed 85 dba at a property boundary that is adjacent to a residential boundary. The State Ordinance on noise is much clearer than ours. The State Ordinance says that noise measured in a residential area should not exceed 65 dba during their definition of daytime and 55 dba during their definition of nighttime. It turns out that our definitions of daytime and nighttime are different also. So on the basis of what's allowed, my solution is to actually change the ordinance. I would also support, in general, Dogfish Head has been a good neighbor to Chestnut Crossing; we complained about noise about a year, a year and a half ago; and Dogfish Head took action on their own; despite their interpretation of our ordinances and they lowered the noise level. Dogfish Head is somebody I would like to support, but with an allowance of 85 dba, I just don't think that's a reasonable ordinance, frankly. My last comment has to do with the section that they have requested to rezoning for and in all of our drawings at the back of our Comprehensive Plan, there is an area; if you don't mind I'm going to show it; and I called it pumpkin shaped; if you look on every drawing, at the back of the current Comprehensive Plan, that shows up either in a dotted line as hydrology; or on the one I gave you, it shows as a blue line. I suspect that it was the run off pond. But my question is, what is it? I

don't honestly know what it is. I suspect it's the run off pond, but is it? If it is a state designated wetland, then there's another large issue for everybody concerned and if it's not a state designated wetland, then I wonder how we're going to protect the drainage pond, which shows on the picture what is substantially smaller, than the engineered drawings at the back of the Comprehensive Plan. My last comment has to do with the State's comments. If we're going to have increased traffic on Cave Neck Road, did they request a traffic light at the Route 1 and Cave Neck Road entrance; did they request a traffic light or traffic control of any sort at the Cave Neck Road junction where this new road is going to be cut; or is it just going to be willy nilly? Those are my comments. Thank you.

Mayor Newlands: Thank you.

12. Ami Rae, 113 Union Street, owner of the Vintage Cafe: I have a whole bunch of responses and things, but basically I just want to say that I wholeheartedly as a business owner in town, support what other business owners are doing. Just like I wouldn't go outside and throw my trash in the street, because it would hurt the community, I think, Sam and Mariah and their whole team, Nick; everything that they do is tinged with what will help the community, as well as help their bottom line. They are a business. They are extremely successful business; financially, I think, as well as community oriented. I think that for us to deny what they want to do in their growth; will ultimately hurt the town. I absolutely support Cannery Village, as they support me and I can appreciate both sides. I grew up here. I'm from here. I went to elementary school at H.O.B., so I've seen what Milton has done. What Dogfish is doing brings everything to a whole new level for Milton and it's a level that Milton needed to get to a long time ago. I really, really would encourage everyone to consider 15 to 20 years down the road; that if we continue to borrow trouble and be concerned about noise and traffic. If you look, and Nick said it at the Planning & Zoning meeting; if you look at past behavior; if that is the best indicator of future behavior, then, in my mind, there's no question what they could be allowed to do and what they will do. I could decide tomorrow not to make cinnamon rolls; but I have made them every day for a year; so I am probably going to make them in the morning. I mean obviously that's a teeny tiny thing, compared to a smoke stack; but I just really think that we need to keep in mind that they are successful for a reason and that means that they're not going to put up something willy nilly. No offense, Ms. Weeks. And that they're going to keep in mind, that they work here too. They probably spend more time in Milton, then some people that live here, awake. Some people have to come here, just to sleep, basically; and they spend more time here awake. So I would keep those things in mind, when you consider it. That's it.

Mayor Newlands: Thank you.

13. Frank Peyton, 22403 Burton Road, Milton: I've lived here all of my life. I generally want to talk about Milton, itself; historical Milton. As far as I know, back as far as my grandparents, they've always lived around Milton and worked in Milton. They worked farms; they worked King Cole, my grandmother; my mom retired as a seamstress. There was a plant in the heart of Milton; she drove three miles every day with houses all around her, with another seamstress

competing with her, right next door; which is now a screen company. Still in Milton and houses living around them; developed around them. When the hosiery mill came, people relocated to Milton from various states and they came to work in Milton and then they created families; their kids; their kids worked in Milton; their kids went to schools and I myself had the same opportunity growing up. I was able to work around Milton. I worked at Lattice Industries for 10 years; it was Last Classic when I started; it switched hands to Lattice Industries for another 5 years. I moved on into residential work, which I did numerous homes around town and in town; plumbing, heating, air-conditioning and I raised children throughout this whole community; always knowing I could work in this tradition of industry, when I can remember back when my grandparents built local saw mills were just part of industry. He built his house out of rough lumber from a saw mill, right here in Milton; we still have that home today. My uncles, the same way. This tradition of just adding on to Light Industrial, heavy commercial, whether to support Reed, I support Lattice Plastics, the Lattice Screens; any one of them that would want to keep... I see it more and more with Dogfish. The 23 employees, some of which have relocated here; they're having children; they're planning on setting stakes; they're going to put their children through schools here; through churches; through Boy Scouts; Cub Scouts, Little League; they're going to fish the ponds and it's just the tradition of having industry around us; it's always been there in my life. I'm 53 years old. I've never known it not to be around. It's just been a big part of the life. It's been a big experience for my children and my grandchildren; I'm hoping they'll have the same opportunities to grow up like I did; because it's rewarding to not have to travel an hour and a half to work, every day; an hour and a half home; which some people do. It's just a big reward that the Town of Milton can support some, not all; but some and then other people can come and retire in the neighboring area, because we do have beautiful properties around here; and fishing areas. I just want to support the history of Milton and this is part of the tradition that's historic.

Mayor Newlands: Thank you.

14. Cindy Dunston, 301 Summer Walk Boulevard, Cannery Village: I'm here to support the position to grant the rezoning. There were a couple of things that I wanted to talk about. I live in Cannery Village; I also work at Dogfish; I'm the H.R. Director there. My husband and I relocated from Baltimore because of Dogfish and we moved into Cannery Village because of Dogfish. Now in my view, I moved into Cannery Village; I didn't move into residential row. I knew that the brewery was there and in my view the brewery anchors that community; because of the times, certainly the fitness center didn't; it was kind of like, will it, will it not. So we've had a Delawarean; although we're Baltimoreans; so a nod to Frank and what he was talking about, but there are just a couple of things I guess I wanted to say. I guess from my perspective, I feel as though there's the argument about the ill will that exists between residents and the developer; that I really don't see as being part of this process. Those are issues that I think are being resolved through a different channel and I think that those issues need to play out through those channels. The ship has sailed on those 150 homes; would they, would they not have come to fruition; no one really knows. You know, I

never know when sales of homes have gone through until I see the ground being broke; so I guess, it's not like I'm always in; I'm not always in the know on transactions that take place, even today, within my own community. I don't necessarily have the perspective that I would have had first hand knowledge of things that I think needed to take place through a negotiation; that needed to be private. We talked a little bit about the land and how it looks. We had a visitor to our house tonight; my husband was cleaning before I left this morning, because I didn't know what was going on; but then I forgot that we were going to have a visitor. I think that in general, when folks are having visitors we kind of gussy up our homes; that was one visitor; I think we have lots and lots and lots of visitors; the Dunston's are fairly popular people; but we don't have visitation anywhere on the scale of the brewery and it behooves us to have a lovely, beautiful grounds; when people come to visit us and see what it is we do and have a good assurance that what it is we make is clean and sterile and high quality and that everything is looking very bright. I think that we could have, had the homes been built; there's always that what if. Maybe you wouldn't like your neighbor. Maybe your neighbor would set something up in their home that was inappropriate. No one really knows. There's that whole hypothetical vs. historical element that I think some folks have raised; like Ami was discussing; I feel like let's look at the historical and the historical is; what the brewery has done with the grounds and what we've done with our reputation and what we've done with Delaware and let's take a look at that and it's never foolproof to assume; but I think it's fairly safe to assume that we want to grow because we want to grow; that we need to grow and in order to grow we have to run a tight operation and we have to exist in such a way that makes that possible. A few months ago there was an IPA Day and all of our coworkers and stood outside on the grounds and we spelled IPA with dots. I do think that prior to this, we could have brought in a picture of all of our coworkers outside spelling "jobs"; yes we employ 23 Miltonians, but we employ 23 Miltonians that are at a point in their careers; where they're having families; where they're growing; where they're having disposal income; where I do get my hair cut at Urban Studio and we eat at Miltonian and we love Po' Boys; and I do walk to work. That wasn't disingenuous; what Nick said. I don't roller skate, but I do walk and quite frankly growth within our own ground, will enable me to walk between buildings potentially; and continue to get rid of my baby weight. So for that reason alone, please approve this request. I guess the final thing that I want to leave you with is I am H.R. Director and you guys probably know, but unemployment on the national level is 9.1%; on the state level it's 8.1%; we added positive 30% growth to our employment numbers in 2011; we did roughly the same the year prior; and if our next year's budget is any indicator, we'll be doing the same thing in 2012. So we do have a good track record of doing these things. I would say that if we didn't approve this request, we should wonder why and we should pray that it never gets into any sort of public media and I just think about this entire meeting; what it would be like to hold this meeting in Detroit. You know. And to talk about let's limit growth; because in my view, there's the very myopic view; then there's the view where the conversation that we need to have tonight and that conversation we need to have tonight is really

about our town and about growth. That's all I have.

Mayor Newlands: Thank you.

15. Patrick Stags, 109 Nelly Lane, Milton: I work for Dogfish. I moved here with my family; moved them here; uprooted them from Rochester, NY; my wife, 2 kids and then found out later a third on the way. We have enjoyed living here in Milton. I really enjoy working for Dogfish and I want to comment on two points. One, regarding the 23 people that live in Milton and work for Dogfish; 110 that work for Dogfish and support the businesses here. I can definitely talk to that with a wife that shops at Food Lion and buys all our food; two little boys that eat a lot of food; but our lunches, everyone goes out for lunch here at Dogfish; they know our name I think at Vintage; we had a German in today with a proposal for an engineering project; he had his first cake pop; so that was big. The thing I want to talk about that keeps coming up is this vision of the industrial park and as I listen to all the comments, I'm trying to picture what is that fear; what are we picturing; this big something built; that this as the base; and then some big black smokestacks and burning tires in the front and ragged metal scrap laying around. I'm not sure what we're picturing; but this is what we transformed Dogfish into and for the thousand people that come to Milton; and my friends back home in Chicago or my family in Indiana; had no idea where Milton was; now they do and now they come visit all the time. But for all the people that come visit us; it's not about just bringing them here to the brewery and selling them beer; they're making a pilgrimage to come visit us and learn more about Dogfish as a company and what we stand for. So when they come, they start here and it's about telling a story; so when they come, they want to have a full experience with us. So, when we built out this, the next chapter of Dogfish, if we build it, not addressing the concerns that have been brought up about what this is going to look like; what it's going to sound like; what it's going to smell like; all these things, it's not going to behoove us and it's not going to help us grow and make our visitors pleased either. If anyone here has been on a tour through Dogfish, we don't really hide anything. There's no closed doors; there's no hey look at this brew house, but don't look down that hallway; that's our gross hallway; we have a couple, but we're cleaning that up. It's the same thing when this is built out; when they're here, we'll show them everything; so they're going to start there and end there and see our entire business and it's the same for everyone in this room, too; so I'm fully supportive of it and I wish the Council would approve this and that's all I have to say. Thank you.

Mayor Newlands: Thank you. Can I get a show of hands and whoever has their hand up, you can come up.

16. Steve Larson, 204 Dorsey Lane, Cannery Village: One thing I want to say is I love Dogfish Head. I think it's a great company. I think they've done a lot for this town. I think they've become unwittingly, or maybe perhaps unknowingly, victims of a failing development company that's perhaps that has taken as much advantage of them, as they have of the people in Cannery Village. Having said that, there are a couple of things that bother me. There's been talk about the trucks and they're going to enter and exit off of Cave Neck Road; which I understand and theoretically that will keep truck traffic out of the town. The statement was also made that the primary trucking company for Dogfish Head is

Reed Trucking. How are the trucks going to get from Reed Trucking to this new warehouse without going down Chestnut and out Atlantic? It's going to destroy the roads of the town; it's going to hurt the infrastructure of the town and before anything is undertaken, I think somebody has to look at what's going to happen with that. The second thing I would like to say is this, this young lady said she's from Baltimore; I'm from Baltimore. I moved down here about 12 years ago. Love the town. One of my favorite people in that town going back into the 50's and 60's was a man named Jerry Hoffberger. Jerry Hoffberger owned a company called National Bohemian; some people know that as Natty Bo. Natty Bo built Baltimore; they owned the Baltimore Orioles. They did a lot for that city. I ended up working about 5 blocks away from their abandoned factory. Eskay Hot Dogs, Eskay Lunch Meats, Schlugelberg Kerdel?????; good Baltimore names. Used to drive by their abandoned factory, after they went out of business. Gunther Beer, Hams Beer, you members of the Council tonight are not voting on rezoning this land for Dogfish Head Brewery. You are voting on the future of this town. This town was originally a shipbuilding town; you can't get a boat from this town, out to the bay now. What happened? The factories, you're talking about the button factory and the sewing factory. What happened? Those are the eyesores that were left behind, when those businesses failed. We talk about the Cannery. What was the Cannery? It was an eyesore. Why? Because the Cannery couldn't fail; it was too big. Milton depended on the Cannery. It left and it left pollution and an eyesore. Dogfish Head is doing very well. They are a great company; I wish them only the best. I will support them in any way I can; but I love this town and this town is what I moved here for. And I haven't seen, in the 4-1/2 years that I've lived here, any increase in businesses downtown; because the Council doesn't want to address those issues. They're not big enough. We talk about the restaurants that everybody goes to when they come to Milton. What restaurants? I don't see anymore then we had 4 years ago; there's one less. I don't see any new businesses. I see a closed up theater now. Nothing is happening that we say is going to happen, as a result of all of this great growth. It's just not happening. Your responsibility is to look at the future of this town. What's going to be there 50 years from now; when one of these kids that we're talking about; our grandkids are in school and somebody says Mommy, what used to be there; where that big old falling down building is? Well, back in 2011, a group of people sat in a meeting and decided that they were going to try a quick fix for the town and no quick fix works.

17. Jeff Daily, 211 Gristmill Drive: I discovered Milton 9 years ago about the time that the brewery was starting; and the one thing that I recognized about this town, is it is one of the very, very few; I don't believe there's another; in all of Sussex County that doesn't sit on a north/south corridor. I'm going to use my neighbor Amy Kratz's words; in that Letter to the Editor. She's over by King Street; so she's far from the brewery; but what she says is "Do we really want this town looking like it fell off the back of a truck?" The point is, we have got to watch rezoning efforts everywhere in this town. Ms. Ginny Weeks pointed out that we can't even control the Light Industrial, not zoning, but the Light Industrial ventures that are here now. We don't have the ordinances. If you think of Greenwood, if you think of Georgetown, they've all got their

McDonald's and they've got their Wawa's and they've got this, that, and the next thing. That is what this town will look like unless you people here; you fine people say no; we're not going to give away control of this town. We're not going to do it. I'm going to talk a little bit about history here. I already did. Nine years ago I found this town. I said this is it. The quality of life that is here now and can be preserved with all the hunting, the fishing, the Historic District, everything that we've got going here is worth protecting. Now, the young lady spoke about the history of Dogfish Head. Well I've invested in a property; it represents my main investment and I do not want to sit on my back patio, because I happen to live near the brewery and listen to the hum of those tanker trucks. And as has been pointed out, if you people approve the Light Industrial there is nothing that you can then do; no Mayor in future; no Council in future can ever do to curb that. It won't happen. It's now and it's forever. Now, I'm going to take some issue with some history that Mr. Dunkle, with all due respect; and Mr. Nick Benz commented on. First of all, Nick Benz in the last meeting, you said to us Sir, you didn't know what you were going to put on that nearly 40 acres. Then you said all we want is a warehouse. On tonight's WBOC broadcast they said that Dogfish Head will be investing an initial \$50 million in this property; that's more than just a warehouse. Alright, Mr. Dunkle said very clearly that this was the perfect parcel and he talked about the history of industrial, the Cannery, etc.; the hosiery factory; all of this. That was a world away and those businesses were not within the town limits of this town; they were outside of town. And if you walked, you walked a far piece to get to work. This is 40 acres; nearly 40 acres within town limits. And my friend, Amy Kratz, over there by King's Ice Cream she saw a pattern developing; 141 acres; this Council, by majority vote decided to ignore the recommendations of those who were working on the five-year growth plan and you went ahead and you said it was five years ago; they had it as Light Industrial; we're going to keep it Light Industrial. 141 acres that that committee said should be residential, because of Wagamon's Pond. And then, you've got to cross Gravel Hill Road; I don't know how many acres are heavy industrial; what's referred to as the Baker Property. That was county property and granted, the growth map, with that 141 acres is essentially county land; but the owner of that property says he wants to annex in. Well when he annexes in, our town has said 141 acres, Light Industrial. You've got to stop doing this. You are giving away the quality of life; the uniqueness of this town; 9 years ago I found the only town to my knowledge in Sussex County; and I worked down in Frankford and Selbyville; I know these little towns; Dagsboro, all of these little towns; and we are the only one that is not hooked up to a main north/south thoroughfare and we've got to save this. We've got to protect this quality of life. You don't want to hear of tanker trucks and whoever is saying a development or parcel that is developed with 150 homes; my little car makes a lot less noise than a big tanker truck; and I'm not driving around this town 24/7. So don't give me that stuff about noise levels and you won't even know we're here. You won't even know we're here. Now, the first vote that this Council has to take is you have got to send this back to Planning & Zoning; because it is embarrassing; it is appalling the documents that Planning & Zoning did not see before they took their vote. Absolutely astonishing. This town had a

Mayor and Council in 2001 and they passed an LPD and now this Mayor and Council apparently are just going to thumb their noses at those civic minded individuals that were elected to office at the start of this decade. I don't understand how that's possible; nor do I understand as a consumer; I looked at a map; I looked at a Master Plan; I sunk my money into my home; which is my main investment. And what I was presented with was not nearly 40 acres of Light Industrial. Consumer Rights – ever heard of it? They're being trampled upon. And I'm so proud that the rest of this town is waking up; because it's not just Chestnut Crossing; it's not just Cannery Village; it's not just Cannery Row; it's people from across Milton who are calling out that letter that was in the Cape Gazette said it all. I see a pattern forming here. Do not give this town away. Do not do it.

Mayor Newlands: Your time is up.

Jeff Dailey: I'm going to close with this. A very, very tall thick gray haired gentleman; a renaissance man; decided to buy a Cannery and then he went about the quick business of dismantling it. And this building, right here, is probably what the first quads that he built looked out on. The reason this looks like this is because the vision of this gentleman right here was to bring the public to his brewery and increase sales and do marketing and all of the things that businesses do, but the back of that building looks more like this and one of the most beautiful entranceways to our town, Cave Neck Road, and entry into the Historic District is going to present we don't know what. And unless you deny the zoning request; and they reapply for Conditional Use and you have control as to how that nearly 40 acres looks and develops, you will have that on your heads forever.

18. Louis Sgro, 104 Eaton Lane, Cannery Village: Just some of the things that I want to bring up. I know you received a lot of letters and I hope you read them and I hope you do some research. What's beyond my belief is I filed a FOIA form to see exactly what forms Planning & Zoning looked at. They were missing two key forms; the number one is the Project File Report, which is a book starting in 2001 of the progress of Cannery Village; how it went about; who voted for what and what questions were asked. The rest can be picked up on the Internet from the town from 2006 on. They didn't have that book. They did not have the original LPD; which was an important document. It was so important that Mr. Draper got up at the August 6th meeting, in 2001, and talked about how important it was; talked about how beneficial it was going to be to the town and how beneficial it was going to be to Cannery Village. This was a promise; this was a vision. His associate, asked Town Council, pleaded with them to read it line by line so there would be no doubt and all their concerns would be answered. I believe and a prudent person would have to believe, that if the Planning & Zoning had these documents and read them, it would have led them to the town's own Planning & Zoning, Section 220, where it talks about the intent of an LPD. That's totally missing. Nobody looked at the intent of the LPD. I'm asking you to look at it now. Some of the other things that we're saying; it's going to be a benefit to the town to have less people; by having a brewery. What's going to be missing from the town? How about people using the gas station; how about people using the stores; the Food Lion? You're

looking at and the August 17, 2010 minutes; Pret Dyer stood up here and asked Town Council to approve 110 single family homes and 54 twins; that's 164 houses; that would translate into over 300 people moving into this town; using the facilities. Okay, maybe small businesses don't come in here. I talked to Caruso's out on Route 9, the pizza place; they were going to come into town; because they thought we had 25,000 people. When they found out it was only 2,500 they canceled; so do we need less people? Bigger business? The brewery, fine. I moved here, I knew the brewery was here, but also a selling point was the LPD; the selling point was 538 homes in four phases and I know nobody wants to hear about our documents, but Council is here and if you read our 18.1; it says that Pret Dyer can not sell the property or reduce those 538 homes by more than 10%. Our attorney gave us a legal opinion in writing. So he's wrong; everybody's wrong; how do you adjudicate the matter? Okay. That's the other thing. Everybody talked about different things. My thing is this. I understand and I don't know if this is true or not; but according to these documents here, when anybody comes in and they want to build, they give a little something to the town. I think Draper gave some land; gave some money; whatever it is. Residents can't compete with that; can't compete with big money. Okay. So whatever inducement, if there is any, which we don't know about, that Dogfish would get you to change your mind or rezone it; we would like to know about it; because we would like to compete with it. If there is.

Mayor Newlands: There isn't.

Louis Sgro: Okay. The second thing is and I have talked to lawyers and I have talked to a lot of people; we have residents in here that have family members that are lawyers; businessmen; anybody you can talk to; don't even mention any enemies; just mention that somebody spent over \$3,500,000; probably closer to \$4 million, without a guarantee. Gambling on a rezoning; that alone... I mean, who takes that kind of gamble? That's a hell of a gamble. Spending \$4 million. Now, I would ask you to look into the LPD; what we were promised; it's a selling issue. Mr. Benz is right. Probably [Phase] 4 will never be done again; because the old sign on [Phase] 4, I think I might have sent it to Council, read "Approved by LPD" and gave all the... 138 homes; the use of the amenities; the sign is now gone; replaced with a new sign that has nothing but 138 approved in town; so here's the sign changed; \$4 million spent. I can't answer the question as to why. I would join Jack in asking that the Mayor recuse himself; I'm not accusing him of anything; I just believe that he had a conversation with one or both parties and he might be privy to information that the rest of the Town Council's not and the rest of the community is not. So with that said, I hope you follow the letter; I hope you look at the letter; and I hope you do your own research and I think that you'll find out that the biggest sales agreement for the people who purchased in Cannery Village was the LPD and 538 homes and according to our attorney and according to the documents 18.1 it can only be reduced by 10%. I would like to thank you and if I don't see anybody, have a Merry Christmas and a Happy New Year and we don't have a target on the back of Dogfish. I hope Dogfish becomes as big as Budweiser; the problem is, I don't want it in my backyard. The second problem is there's no guarantee; they talk about that we cannot have; it's down the line; it's a mirage that 164 homes. What

makes us think that Dogfish is going to be here next year? Things happen. People go bankrupt. Something can happen to a family member and they decide that they don't want the brewery anymore; you have to think about that and what are you left with? You're left with Philadelphia; mixed brewery; blocks and blocks and two decades and who paid to have it ripped down; the citizens of Philadelphia; twenty years before anything was done with that property. So think about it good and that's all we can ask for you to just give us a fair shake. Thank you.

Mayor Newlands: Just to be clear, I've only had conversations with one of the parties in this sale and I know nothing more than the public knows right now.

Seth Thompson: Mr. Mayor, for the record, do you have a personal or private interest in the matter; a financial matter or a close relative with a financial interest?

Mayor Newlands: None whatsoever. No.

19. Johnny Hopkins: I grew up in the Town of Milton.

Seth Thompson: Can we get your street address, I'm sorry.

Johnny Hopkins: I actually live outside of town, but I happen to work for the gray haired renaissance man, Mr. Draper, who came into town and I get so tired of hearing about it, because I grew up here. My family business felt pressure from a lot of new folks coming in to build homes. It was a grain elevator; we had dust; we were one of the nasty ones; we had dust; we had trucks; we had noise; nobody wanted us. Pressure. So family put it out there for sale and the gray haired renaissance man came and bought it. He made a very beautiful, beautiful office park there. I helped to do that, as a matter of fact. I had mixed emotions, but, I helped to do that. So what gets lost in all this is the good things. We took a grain elevator out because nobody wanted noise and just as soon as we ripped down the buildings, the same people that complained about the noise and the dust and the trucks and everything that went along with it; well the next thing you know, they're in the paper; can't believe they tore that historic building down. So, guys, we've got to latch onto something here. You know, is it a gamble? Yeah. Maybe they stay here for 100 years. I hope so. I love Sam and Mariah dearly. I've gotten to know them because I work for the man. I see the side of the renaissance man that a lot of people don't. He rebuilt the Historical Society. A lot of public funding, a lot of private funding, he did that. He matched it. He matched it. Maybe everybody doesn't know that. Sure he dumped a little money in the town. He's proud of it. He still has his business here, his office here; we still run a farming business out of the old steam house; the power house, we call it; we have a TV studio there. We're joined at the hip with Dogfish. This is family. So guys, don't tear something down that you don't know about. If you don't know the history. Mr. Dailey, I hear you; you came here 10-11 years ago; you probably didn't know the granary existed. I don't know. So there's some good things. As far as that side of town, it's still there; Sigfried Machine; there was a gas station where Quillen Signs is. Eddie Pettijohn had a repair shop working on stock cars all night; revving the engines; we had dust and dirt and trucks at the grain mill. We ran all night. I've worked hard. Reed Trucking Company who services Dogfish now; it's supplemented their business, with the chicken industry and that sort of thing. King Cole, with

all the acreage that it covered; there were a lot of things there. Mr. Draper came in; he tore that all down; made a place for Dogfish; and then eventually sold it to this family. So guys, that end of town has been industrial. People have walked to work on that end of town. Now all of a sudden we've got residential that Ryan Sands' family helped create; there's residential there. Everything is not perfect. It's never going to be perfect. There's always going to be somebody that's angry. Don't be angry. When I had a home in town, right across from the granary, mind you with the dust and the trucks and everything else; I sat on Planning & Zoning and Food Lion wanted to come out there and everybody was up in arms. Everybody was just ready to throw stones; but I see those same people shopping there now. So there's a place for everything. Let's take a chance on something. This is a shining star; take a chance on it. What else are you going to do? Are you going to sit back and bank on the housing? From where I'm sitting, that hasn't done so well, has it? You guys are here. We love you, accept you. But you also have to know some of the history of what has gone on and how people arrive at the places they arrive at. So do it smart; these people have heard all the facts; they're going to make a decision; but don't be angry; let's all live together and that was what the initial intent of a Large Parcel Development was; to have a mix and we're still here. I work for Tom Draper. We have an office there. We overlook all of this and we've seen what Sam and Ryan have done; and Nick have done. They're doing a great job. You can't deny the facts. What else do you want? What else do you want? What other development do you want in there? Give it a chance. You've got to gamble on something; gamble on a winner. Thank you. I appreciate your time.

Mayor Newlands: Thank you.

20. Jim Walu, 30263 East Mill Run, Milton: I'm not in the town. I too, like Jeff, have an investment in this town physically, financially and I have seen a lot of this town; I've seen a lot of changes. There are three entrances to this community; Union Street coming off of 16, very commercial. A lot of that's developed as the gentleman just said, to a lot of uproar initially; but there was even commercial there before Food Lion came along. The other entrance is 5 on the other side coming into town; where we have the grain elevators; we had a family, we still do, food and vegetable stand; we have a plastic factory, as it were on the other side of the street; and, then we have Cave Neck Road and Atlantic Avenue coming into town. When I moved to Milton 30 years ago, the hosiery factory was still there. It was vacant, except the Cannery stored a lot of goods in there, before it had the fire. Going back even further; in the 1800's the town of Milton had 125 stores in every neighborhood. People had stores in front of their houses; in their front rooms. It was all through the town, so if we want to talk about the historic character of this town and the entrance to the historic town; what is being proposed tonight is not any different than it's been for 150-200 years. We even had the shipbuilding right in the middle of town. I don't think raising up the Historic District has anything negative to what is being proposed tonight. I would just like to make a few comments on some of the things that were said this evening. What is being asked tonight is not a quick fix. It's not a quick fix to help this town; it's just an extension of what has been a good venture. I don't know if Nick or Sam remember this back when we were having the big dispute

over the sewer problems; sewer capacity; and I had said, I think it was to Nick; you know they've got tons and tons of sewer capacity in Seaford and they have an industrial park. I'm glad they didn't take my advice and stayed in Milton and overcame that problem. In fact, I think Dogfish has been a great assets to the town. One thing that bothers me is I don't see the town, as a town, really playing on Dogfish Head in terms of all of their tours that come into town; of trying to get those tour buses and those tour groups more involved in the community while they're here in town. One thing I would like to just comment on Ginny Weeks' issue of trying to tell you that you better not lose the \$23,000,000 taxes that you're going to lose, if this is rezoned. We have 60 acres off Cave Neck Road/Sam Lucas Drive; 200 and some units, at least; maybe 300 or 400. Nobody is building there. We're not losing \$23,000,000 by rezoning this land. There's plenty of vacant lots in town that aren't being built on. There's plenty of room to annex areas that are definitely potentially residential. We're not losing \$23,000,000 by doing this rezoning.

Mayor Newlands: Actually with all of the developments that have been annexed in, there are about 1,000 vacant lots.

Jim Walu: The one thing that I would like to say, is I think this Town Council ought to do whatever they can to promote the development of what Dogfish wants to do. Not because they are rich and powerful, but because it's a great asset to this community. I'm of two minds... As someone quoted recently and I'm sure you're all aware of this quote; "The times they are changing." 2011 is not 2001; lots of things are happening in this town and in this country and lots of things might happen in the future. As the one gentleman said, they've had all these empty factories and empty breweries and all of this in Philadelphia and Baltimore; someday Dogfish could be vacant; but you know, that has nothing to do with what's being discussed tonight. The whole town could be vacant. We might be under water, sometime down the road. We don't know. Lots of things can happen. The only thing that concerns me about the rezoning application, is the one issue that's been brought up is the lack of control down the road. If Dogfish moves on or economic things change again and different things have to happen. I don't know if there's any way to do a rezoning, with conditions; because I don't think a Conditional Approval is a rezoning. I maybe wrong on that; but the one thing I would like to see is if you do a rezoning; if there's any way to put covenants or controls on future development, beyond what Dogfish wants to do today. Otherwise, maybe the way to go is an application for Conditional Use of the property; and let Dogfish go ahead and do pretty much what they want to do; which the present plan really makes the entrance off Cave Neck Road what it is today. Visually, no one is going to see any difference coming into Milton. Cave Neck Road and Atlantic Avenue, except for a truck entrance. I think the most positive suggestion that was made tonight; it has nothing to do with Town Council; is with the truck traffic coming in, that might be incentive to push for a traffic light at Cave Neck Road and Route 1. That's a horrible intersection and that would be something that you might want to throw back to the State Highway Department. Thank you.

Mayor Newlands: Thank you. Who else that has not spoken wants to speak?

21. Ed Kost: What I would like to talk about is the approved plan. If you decide to

go ahead and rezone with Conditional Use and somehow create... If this becomes industrial, for any reason; you've approved this entire Master Plan; you've done that. That's a done deal; and all these people who live in Cannery Village, we bought because of this plan. The plan you've got, you've approved a Final Plan here and a Final Plan here; and this is built and this is under construction and ongoing. This fragment... The Master Plan shows commercial here, commercial here, and commercial here and the chart you have, based on your ordinance says the developer gets 10.8 acres of land. If this disappears, that means that that part of the previous approvals for your commercial areas, is no longer valid. You have to do something about that. There's a For Sale sign here that says 138 condos. This drawing doesn't show that, at all. I don't know where the 138 condos comes from. When I was on the planning commission, plans were submitted to us to transfer units from here and here and [Phase] 2A to here to get to the 138; the plans are withdrawn. I frankly at this point don't know what you people, not you people; what the town has approved and if you're going to go ahead with the rezoning, the first step you've got to do is find out what you previously approved and what effect this will have on everything else you've approved. That has to be done first. You can't just rezone and ignore everything else; that's not your job. I think that's called kicking the can down the road; let someone else deal with it in five years. The way I look at this, that is one of your key responsibilities. You can't rezone, until you examine the entire... What the effect of this will be on everything else that preceded it. That can't be commercial. Without this, there's not enough units to make this commercial anymore. It has to be something else. You're going to have to have the Dogfish people and Chestnut Properties people come back in and resubmit plans somehow to decide what all this is going to be. That's your job. Actually this should go back to Planning & Zoning and somehow, somebody figure out 1) what was previously approved, and, 2) if this goes out, what's going to happen to what's left? I personally feel, without this, this and this aren't part of Cannery Village at all. They're just fragments hanging out here in the middle of no place, with nothing to do. There's going to be no access if a private road is built here. I mean people living here are going to drive all the way over here and somehow that's part of Cannery Village. No. I personally don't see how that's possible. Your job is to look at the whole picture; not just one part of the picture. That's basically what I wanted to say. I will make one other comment. I was in the commercial/industrial real estate business. I was real estate manager for a Fortune 500 corporation, responsible for all of its properties in North America; Mexico, Canada and the United States. This is Dogfish today; that's Dogfish 25 years from today. It happens all the time. I bought them and I sold them. You know. The future is very tricky that way. What looks great today; 10 years from today could be that. Thank you very much.

Mayor Newlands: Does anybody else want to speak?

22. James Bowden, 5029 Beverly Lane, Milton: I'm the IT Manager for Dogfish Head. I've recently moved to Milton this summer; but I've lived here all my life. In fact, my family has grown up here; been here for a good 10 generations or so. I appreciate the fact that I can work for such an awesome company that has a business that I can grow up in and raise a family around here. I recently got

married this summer and it's nice to work for a company down here in Sussex County that can grow and support good people that are providing good paying jobs. I know that I'm betting on Dogfish Head 25 years from now this is not going to look like this. This is going to continue to stay as what it looks like on the bottom picture. What it is now and what it is going to be, even more so; with this new growth of this new warehouse. Thank you.

Mayor Newlands: Thank you. Does anybody else want to make any more comments?

23. Sam Calagione, Dogfish Head Brewery. You know, as Nick pointed out earlier, we appreciate this process and we learn so much and it makes us better to go through this process. I will say, I did take offense with a couple of the comments during this gauntlitive sharing and frankly the most offensive one was the assumption that Dogfish paid off the Council.

Louis Sgro: That was never the assumption.

Sam Calagione: Actually we can look through the records and see what was said; so I'll leave it at that. The second most offensive thing that I think was said, really the only other one; everything else, I thought, was very civil; but to say that; I forget, someone spoke about what kind of business people are we that it made no sense for us, as a business, to invest millions of dollars in front this rezoning. The person who got up said, he has plenty of friends in business. How could you trust a company that would do something like that? I want to put this back up to make this point. To say that's a bad decision is to my way of thinking, based on the idea that the only lens we were looking through this decision on, was what was best for Dogfish as a private company. Oh, yeah, you've got to do that first; because it's all about profitability; you need to take this step. We know what we were thinking and the reason I got up was what Trey had to say, he's putting a lot of faith that in 20-25 years Dogfish will look like this; not like this; because he's been on a journey with us where we've stuck to our words and done what's best for our co-workers and we think the community and what we did when we made that decision to move forward and purchase that land, was say, okay well let's do this now and I'm confident that when we sit with the folks, frankly the vocal minority; folks in this town; to say you know what, we've got a solution that's going to move the majority of the traffic out of where you live and bring it back and away from where you live; it will be a very rational discussion and it will be obvious that we are making decision that was based on our concern for being a good part of this community. If we're going to make a short term decision; again we can go to 2 million barrels in this town; we've proven ourselves to be pretty creative. We can do it on our footprint. It is not going to be the best thing for this community. So we took a risk and maybe it was stupid business risk to do the things in the order that we did; because we wanted to make a decision that we think is going to be the best thing for this community for many years to come. That's what I wanted to say. Thank you.

Mayor Newlands: We have two more people who want to speak. Repeats. Take the gentleman in the back first. He hasn't been up here yet. Mr. Camenisch, I didn't realize it.

24. P. D. Camenisch, 302 Chestnut Street, Milton: I've lived here for 44, 45 years. I

worked at the Cannery in Milton for 20 years and it was a mess; it was a nasty place and I'm glad they tore it down. I've sat where you people sit, because I was on Town Council for a number of years and I've been on several committees in town and I've heard a lot of the people speak tonight and all of them have valid points; but being a reputable business man in town and you people on the Council; you have to listen to the people that got you here and you have to listen to your committee people and your committees; and you have a Planning & Zoning Committee that has made a recommendation to pass; so you have to either stand behind them or throw them aside. They've done all the dirty work and you're up here listening to people that have various opinions, including myself; but the Planning & Zoning Committee made a recommendation to you to pass this; so you have an obligation to either kick it back to them and make another recommendation or you have to pass it, because that's the recommendation that they made. They had all the information; they had more than ample time to do it and it would be logical for you to pass. That's all I have to say.

Mayor Newlands: Thank you.

25. Ginny Weeks: I would just like to talk about the traffic for a moment in saying that it will decrease the traffic. I will be you, as Mitt Romney said, "\$10,000" that more traffic goes up Atlantic and Front Street, in and out of this town. There is a denser use of that area then there is on Chestnut Street to come in and out of town. If you move all that truck traffic from Chestnut over to where Atlantic and Front Street meet Cave Neck Road, it's not a good thing. It's not a good thing. We all know that's much more densely used by people and in the summertime, it's used by a lot of people that come up 16 and not wanting to come up 1, come down Mulberry and right out that way; and to put truck traffic in there on top of it, is something you really need to think about. That's not doing the town a favor, moving the truck traffic over there. And the other thing is, that I will ask you in your considerations to please remember that yes, Dogfish has done a wonderful job; yes these are very pretty pictures; but even as Mr. Benz said, this is their commercial part. Remember that what they're asking for is industrial. This is where the tourists go; this is their public face; it's wonderful. But they're working body; the rest of it is behind these buildings and you have to keep the town from looking like that on a gateway into town. Thank you. Please work for a win win situation.
26. Fred Menasian, 120 Village Center Boulevard, Milton: I'm directly across from the brewery. I'm the most direct home in the neighborhood. Truck traffic. The former person on the Planning & Zoning Commission stated that it wouldn't be in the best interests of the community to move the traffic out of its present arrangement. To us, I'm one of three twin homes. In that area, we've experienced numerous times of truck traffic coming in, sitting there, running their engines, all hours of the night. We've had to call Police Officers; they've responded in a like manner. To some degree, they appear oblivious or not wanting to help. Naturally, you insist, and then they have to do it. They instructed the drivers to pull down into the area and run their vehicles in the back area; I presume this is something similar to that area. That's satisfying to us. Dogfish has complied and tried to attempt to make it more amiable for us, as

their closest neighbors and we appreciate that. But, the thing about this situation here, is that I feel; I've lived in Sussex County for 25 years. I feel that the community, as well as the town, have been put into a situation by a developer who has used an opportunity to divest himself from his investment. He's done many things and I've moved into this neighborhood, basically from another area; not knowing full hand exactly what was the issue involved. I can see from the populace in here. The people are genuine, hardworking and honest people. We don't have a base of confidence there. I have grandchildren down here. We don't have housing and it makes me sad to see it. The gentlemen of Dogfish are willing to place themselves in an area where opportunities for employment for our children can be put to work. Outside of all of our little problems we've got with our developer, I think the community would benefit by moving the truck traffic, naturally, out of our community. It doesn't make sense to not allow the change. It just doesn't work. I can understand the roads; the roads are small; the roads are narrow; but all of these areas, one way or the other, I thought just like the gentleman on Reed Trucking. What does Reed Trucking do? How did he reroute himself? I know Mr. Reed from years involved; I know him as well as Robin; but they relied on Dogfish for a source of income; a large source of their income; refrigerated units and stuff like that. But I sincerely that the Town Council takes the opinion of the Planning & Zoning Commission to heart; I know the decision was 3 to 1; but one has already gotten up and spoken; the other three you don't have to worry about that; you know that's an affirmative. I feel that your decision will benefit the town and I hope that the truck traffic doesn't sit out in front of my house any longer. Thank you.

Seth Thompson: Thank you. Is there anybody else that hasn't spoken yet?

27. Louis Sgro: Okay, just to the prior statement... When I talked about a donation; it's in this book here. On February 27, 2002 there were items donated, or the town was relieved of some items. Nobody is accusing anybody of taking anything. All I asked was, was this Council aware of anything that was going to be provided to benefit the town. Not individual council people. It's all in the record and my understanding is that that's what developer's do to alleviate some of the costs to the town. So, if anybody took that as a bribery; maybe you didn't hear it right.

28. Mayor Newlands: Mr. Benz, did you want to make any final comments?

Nick Benz: Not really, but... I'm going to hide the target. I think sitting up here and trying to refute each point, one by one, is probably the biggest exercise in futility that could exist. A couple of very brief things. I think what you hear in response, a lot of people saying they're for us because look at all the wonderful things we did. The people who are speaking against, are saying, we don't know what the future is going to hold; it's based on the emotion called fear. It's the fear of the unknown. It's the fear of the future. It's the fear of what we will actually do. That control still 100% lies in the town's hands. Rezoning this to Light Industrial hasn't given us carte blanche to go do whatever the heck we want; we're still subject to a planning process that will have future public hearings; it will have future preliminary submissions; and future final submissions. We still have to satisfy every rule and every code that exists in every book. We've done it up until this point, and in fact, we go way above and

beyond those codes and we will continue to do that. Our own actions can only dispel those fears, even though that's what the lion's share of this fear is. I can tell you, because I actually took count here; but on numerous occasions, folks stood up and said it's not about Dogfish - I don't like your ordinances. It's not about Dogfish – I don't like the developer. It's not about Dogfish – I just don't want it in my backyard. Well guess what, we're in your backyard; we're already there; so the NIMBY doesn't work when we're already there; already working; already doing what we're doing; already employing; already going way, way above and beyond. This isn't our residential entrance; this isn't just for tours; these tanks make beer. Right inside those tanks, through this wall, is all the main production aspects. This isn't a facade. We didn't put up a giant mirror to hide the elephant; that's it; that's us. The future of us looks just like that. More tanks and all the other stuff that makes the loud noise, the bottling lines, the brew houses, the yeast handling, the filtration equipment; that's all inside of rooms, inside of rooms, that are inside of this building. So I don't know if you heard the joke about the people who moved in next to the airport, and complained about the airplanes; but I feel a lot like that right now. We've been here. This isn't a new thing. We're in your backyard. We're operating day in and day out. Maybe it's sitting back here and saying well that's a young kid saying well that's not fair; we were here first, you know. Well we were here first and it did look like that and we spent an incredible amount of blood, sweat and money to make it not look like that. We've no intention of it to go back to that. Dogfish walks away; there's still many uses that support the community in it's wake. It's there. I believe that when you read through the transcript, and I'm sure Council is going to seek advise from their engineer; they're going to seek it from their attorney; we don't have to get up here and beat our chests and say well my attorney said this and your attorney said that. What's the point. It's an objective process and the rules are clearly stated. It either is, or it is not. And they're going to get a very good legal opinion and I don't know Seth, from Adam, literally; but Seth's got a job to do. He's going to advise them appropriately on what is and is not and what is and what is not relevant. I would just strongly urge you to... It's not about the ordinance. It's not about the developer. It's not about anything but our application. Our application has to meet certain criteria at the State and at the Municipal level. We believe we demonstrated above and beyond, that we do that. I'll let my testimony and Mark Dunkle's testimony stand on its merits and we've addressed every point that we needed to according to the rules that are put before us. Hold us accountable to those rules. I look forward to that. Challenge me if you think I haven't met those rules; challenge me. I will prove to you that I have. But all the other issues that have absolutely nothing to do with this tax parcel, should not be part of this process. There's another process to help their grievances; to help their issues; to help their concerns; to help their frustrations. This process isn't here to support that. It's here to support our application.

Thank you.

Mayor Newlands: Thank you.

29. Mayor Newlands: One minute you've got. He's got one minute, then you've got one minute.

John Horan: I don't think anyone in Cannery Village has a problem with Dogfish

Head. This tonight is about the rezoning. What I would like to recommend is that the Council perhaps, in order to put Cannery Village's mind at ease; we've had a meeting with Chestnut Properties since the sale of the property went down and we were told by Pret Dyer; what do you mean? You're still getting those 538 homes. No. I think it would put the citizens, the other citizens of Milton, the Cannery folk at ease. You have more leverage with Chestnut Properties, than what we do. Perhaps, in the January time frame, you could bring Chestnut Properties in and say, you're not going to do this anymore; what are you going to do? That would put Cannery Village's mind at ease and again good luck to Dogfish Head. I don't agree with the total rezoning; rezone a piece of it.

30. Jeff Dailey: I would like to applaud Ed Kost for his charge to you all to examine the LPD in it's entirety. In addition, this who was there first kind of thing; it's kind of a chicken and egg, which came first. December of 2000, the presentations were made; the Rapper presentations were made on the LPD and in January of 2001 it was approved; and I believe the brewery started in earnest in 2002. The other thing is, Mr. Benz stated that he's hearing the emotion fear com into play here. It's not fear. It's a sincere desire to preserve the character of this town; the sanctity of neighborhoods; the zoning ordinances say that the quiet of the night will be preserved; and we've heard testimony that charges this committee with really investigating not just whether or not they can approve this rezoning request; but they have to delve into all of the particulars about that LPD and you have a huge assignment in finding out what was not provided to Planning & Zoning. They had documents that would have; if I were in the three people's shoes that voted for the recommendation; I would have changed my mind. You need to investigate that for the sake of the town. We don't need any more bad press; we don't need anymore lawsuits. You've got to do this. Thank you.

Seth Thompson: Robin, are there any written comments that we received?

Robin Davis: They were all given to the Council members.

Mayor Newlands: I must have gotten 25 or 30 emails; they were all copies of the little postcards we were getting today.

Seth Thompson: Let's walk through what we received, so that it's on the record. Mr. Dunkle, if you can double check to make sure that I hit everything that you, indeed, submitted; that would be great. We have the rezoning application; which included documents attached to it; a comment letter from the attorney representing Dogfish CVI, LLC; the Plus Application and Review Comments; Town Engineer comments; written comments from residents that have been submitted to Planning & Zoning at the October 4th meeting; Planning & Zoning minutes from October 4, 2011 and October 18, 2011; Planning & Zoning Commission Advisory Report; written comments from residents, received at the October 4, 2011 meeting. From the applicant, we received the official Recorded Charter Amendment of Cannery Village of July, 2011. We received the tax map of the adjacent properties exhibit; as well as an enlargement and a pdf of the neighboring properties. We received a series of index cards from Cannery Village residents; it looks like there are 29. We received Ms. Weeks' photos. We received the _____ letter; it looks like it's from December 2nd to December 5th,

2011 Cape Gazette; and, we received a names and addresses spreadsheet, zoning protest information back-up; zoning protest mark-up, as well as a protest that Mr. Sgro signed and had the typed name of Cannery Village residents behind it. Did we received anything else in the form of a protest? And we received what looks like a letter dated December 14th, 2011 from Eugene S. Demornek, Jr. I've reviewed your town code, as well as the State code, as to whether or not the requisite super majority was triggered by 20% of the land within the 100' envelope, if you will, of the subject property; and based on what's been submitted and what I've reviewed, that isn't in effect at this point; so again, that requirement wasn't triggered; it needs to be within 100' of the subject parcel; the parcel that is actually being rezoned. If you want to envision a border of 100' around it, it would need to be 20% of the area of that border. So, that doesn't mean you ignore what obviously was said by the people outside of that border; it's simply that that super majority requirement wasn't triggered.

Mayor Newlands: These letters. I don't know if you have these in there.

Seth Thompson: Oh, you have additional ones.

Mayor Newlands: Yes, they should be in your packet.

Seth Thompson: Okay. Are they from today?

Mayor Newlands: No. No, that's from September.

Seth Thompson: Oh, I think those were the letters that were submitted to Planning & Zoning.

Mayor Newlands: This one was sent to me.

Seth Thompson: Okay.

Councilwoman Duby: Yes and there were also a number of emails that were directed to us.

Seth Thompson: Do we have copies that were put into the record? Alright, great.

Robin Davis: I've never received those.

Seth Thompson: Were they sent directly to council members?

Mayor Newlands: Yes, each individual council member.

Seth Thompson: Okay, they need to be put into the record, so that everybody knows what the basis for any decision was. So, if you don't mind, whoever has the copies needs to just identify the date and the person that submitted the letter.

Councilwoman Jones: Are you prepared for this? December 13th, Vicky Lant; December 13th, George Mannes; December 13th, Darryl and Rita August, 106 Eaton Lane; December 12th, Joe and Susan Fisher; December 12th, Kathy and Bob Taylor; December 12th, John and Wendy Horan; December 12th, Michael and Jackie Curley; December 12th was a response that I had sent back to Mr. Gard, stating that I could not open an email. He did have the letter attached to that. December 12th, Robert and Elizabeth Anselotti; December 12th, Barbara Tenney; December 12th, Louis Sgro; August 29th, John Horan; September 11th, Michael Cody, Barbara Tenney; February 3rd, John Horan;

Mayor Newlands: February 3rd?

Councilwoman Jones: It says February 3, 2011.

Mayor Newlands: That was before I knew about anything.

Seth Thompson: It could be a typo. Does it reference the rezoning application?

Councilwoman Jones: Sub-division Ordinance. This is simply the last as we hereby implore the town of Milton to enforce their ordinance in requiring

Chestnut Properties to not only pay those costs, as they arise in the future, but to compensate the homeowner's coffers for those misused monies.

Mayor Newlands: That has to do with their Homeowner's Association. That doesn't have to do with this rezoning.

Councilwoman Jones: I'm sorry. This was a document received December 2nd signed by a very large number of Cannery Village residents.

Seth Thompson: That's the attachment to Mr. Sgro's letter.

Councilwoman Jones: December 6th, Darryl Barges again, earlier piece; December 6th, Joy Kelly; December 6th, Spencer Saints; December 7th, Judy Shandler; December 6th, Peter Grohs, just a continuation of that email; December 9th, James Gard; December 12th, Michael Cody; December 11th, Cynthia Bees; December 11th, Bob Weston and Suzanne Dietrich; December 11th, Denise and Steven Larson; December 11th, William Wood; December 11th, Benita Cody; December 11th, the Joseph McElduff; December 11th, Maurice Cody; December 11th, Claire Mondell; December 11th, Linda Fitzpatrick; December 11th, James Hansel; December 11th, Louis Sgro; December 10th, Sean Hecock; December 9th, Louis Sgro. That's it for me.

Councilwoman Duby: You may have gotten this one, Clare Mondell; I have these are what went to Planning & Zoning; this one too; and this one too. Okay, that's it; I don't have anymore. Oh wait, let me check these. Nope.

Mayor Newlands: I have a letter from John Pataki on 9/16 in support of the rezoning.

Seth Thompson: If you have any questions for me, at this point. But I would like to note a few items that came up.

Mark Dunkle: I just wanted to confirm that you have; you mentioned this thing about the map and the zone of protest and you have it in electronic form; but it's kind of big; but you have it. I just want to make sure you have it in the record and you've already made a decision, but again, it confirms that none of the protestors are in the zone and they couldn't actually by acreage comprise a sufficient amount to trigger a super majority; so I understand you've already made that determination that it's a simple majority to approve the rezoning.

Seth Thompson: That's correct.

Mark Dunkle: And other than your list, you've covered all the documents that I'm aware of.

Seth Thompson: I suppose those might be viewed as "demonstrative" exhibits; or do you want to have those included in the record, as well?

Mark Dunkle: They're just demonstrative.

Seth Thompson: Okay, thank you. Let me touch upon a few of the things that were raised. There is a site plan review that they would have to comply with before anything is built. I think there was reference to that; that's accurate. In terms of the discussion with regard to a Conditional Use, your job tonight is to deal with the application in front of you. You couldn't grant a Conditional Use if you wanted to tonight; because there's a separate procedure for that and we would need to follow that. So again, the application tonight is for the rezoning, which is separate from a Conditional Use. A rezoning is essentially a legislative function; there must be reasonably related to the interests of health, safety and welfare of the community. Your decision can not be arbitrary or capricious. If

you are going to make a determination; and when you go to make the determination; you need to identify the reasons for that determination; and what evidence you viewed as being convincing in coming to that determination. The relevant Section is 22, DelCode Section 303. It's quoted in your Advisory Report. That's what governs your decision at this point. If you need me to run through the factors individually, I can certainly do so. Again, when you go to make a vote, and I don't know if you plan on doing that tonight; but if you do, you're going to need to tie facts into those factors from Section 303. That way your decision won't appear arbitrary or capricious. We'll understand, whichever way you voted, why you voted that way. I believe we cleared up the inducement issue. There was an issue in terms of what discretion or what deference should be given to a Planning & Zoning recommendation. That was purely an Advisory Report; unlike if Planning & Zoning had recommended disapproval, there's no additional requirements. Again, you took in additional evidence tonight that Planning & Zoning might not have been privy to. So, again, theirs is purely an advisory report. You need to make your own determination, based on what you heard tonight. Now you can certainly incorporate and adopt whatever determinations they found to be convincing; but again, you don't look at it and pay any sort of deference to what they determined. Are there any other questions for me? Anything from the Town Engineer?

Bob Kerr, CABA Associates, Inc.: I was just asking if you were still in the Public Hearing or whether it's time to close that, because it kind of sounded like you were getting into the next phase.

Seth Thompson: We're getting close to it. If you have anything to put into the record, as far as to help the Council's determination.

Bob Kerr: I would be pleased to answer any questions you have. The one thing I would say is that as far as approval of existing Phases, there are several phases of a Phase 1 for Cannery Village; I don't remember exactly if it is A, B, C, D or just A, B, C off the top of my head. There's [Phase] 2A, B and C that have been approved; all of those have been approved by Mayor and Council at previous times. [Phase] 3A and 4 had a Preliminary Approval from Planning & Zoning. There is no recorded sub-division plan for those parcels. [Phase] 3B was submitted for preliminary approval, but was pulled by the applicant prior to Planning & Zoning giving a preliminary approval; so there is no actual Final Approval. A developer can not go out and start building something any time soon on those parcels and if you have any other questions, I'd be pleased to try to answer them.

Councilwoman Hudson: May I ask a question of Dogfish Head after having heard all this testimony.

Seth Thompson: We're still in the public portion. If that's acceptable to the applicant.

Mayor Newlands: Are we finished with the engineer, Bob Kerr? Does anybody have any questions for our Town Engineer? Let's get through Council first.

Councilwoman Jones: Yes I do. You said that there was no Final Approval on [Phase] 3A and 4; that's contrary to what we've heard tonight from a number of residents who feel, or at least I interpret, that the LPD policy, the agreement, covered everything in Cannery. Am I misinterpreting a number of comments

that were made by the public? Mr. Kerr is saying they are not...

Bob Kerr: I can not speak to that portion. I can say that [Phase] 3A and 4 received preliminary approval from Planning & Zoning; they were very close to submitting the very final documents to get final approval from Planning & Zoning and to bring it before Council. The last time they did that, I believe it was the night of Planning & Zoning; they pulled [Phase] 3A out and chose not to do it. The Master Plan was developed prior to that for the entire development and that's where the number of lots were established; the total, I believe, the testimony was 538. That number of lots was when the entire; all of the parcels that make up Cannery Village got their Planning & Zoning approval and Mayor and Council's approval for the zoning of LPD.

Councilwoman Jones: Thank you.

Ginny Weeks: At the second meeting of Planning & Zoning, after you became Mayor and that has nothing to do with you becoming Mayor; it's just my reference of time; it was 2009/2010?

Mayor Newlands: 2010.

Ginny Weeks: 2010 in May or June, Cannery came before the Planning & Zoning for Final Approval. Planning & Zoning gave them that Final Approval. I was the only negative vote. So it was 6 to 1 or whatever it was. I do not believe it goes back to the Council for Final Approval. When it comes to us for Final Approval, it has been before you; you have approved the preliminary; and it comes back for us to make sure all that's on it.

Councilwoman Duby: Final Approval of what, Ginny?

Ginny Weeks: Of [Phase] 3A.

Councilwoman Duby: [Phase] 3A.

Ginny Weeks: So it did receive Final Approval and it's not required to go back to the Town Council.

Mayor Newlands: They were going to come before Council September of 2010 and the Friday before the Council meeting they pulled it. It was pulled.

Ginny Weeks: It was my understanding in previous times, preliminary approval they come to us; they go to you; you review it; you change it; you put whatever conditions you want on it; they come back to us for Final Approval; we make sure those conditions have been met and that's it.

Mayor Newlands: They came to us in September... They were going to come to us in September of 2010...

Ginny Weeks: I don't think they were required to. Final approval was given.

Bob Kerr: The approval process for LPD goes to Planning & Zoning as a preliminary; they send it to you for you to add comments; then it goes back to Planning & Zoning for final approval of an LPD. Sub-division is a separate section in the code and it goes through... It comes to you and you forward it to Planning & Zoning. Planning & Zoning does a preliminary review. Planning & Zoning does a final review. It comes before you, Council, for the final vote, because it requires the Mayor's signature on a sub-division plot plan before it can be recorded in Sussex County. A site plan only goes through the Planning & Zoning process. They're the ones who give final approval for a site plan.

Councilwoman Duby: And what was it that was approved at Planning & Zoning for [Phase] 3A, a site plan?

Bob Kerr: It was a sub-division plan. I apparently misspoke that it was pulled before a Council Meeting, not before a Planning & Zoning meeting. I'm sorry for that.

Mayor Newlands: This was the sub-division approval?

Bob Kerr: The sub-division approval for [Phase] 3A. Yes.

Mayor Newlands: If it's related to this, please.

Ed Kost: This is a technical question for your engineer. The final sub-division plan for [Phase] 2 is approved and being built. It includes this street, right here. If this isn't going to be built, what are you going to do with that street that you've approved and, in fact, part of it is constructed already? Are you just going to ignore it? What's the plan?

Bob Kerr: I do not have the [Phase] 2 site plan with me; excuse me, the sub-division plan with me this evening, but the street extends a slight distance north of the intersection of Fulham Street. It only extends a short distance. The majority of this street was to be recorded and is shown on the [Phase] 3A plans.

Mayor Newlands: So it doesn't go through approved, right now.

Bob Kerr: That is correct.

Mayor Newlands: Okay.

Jeff Dailey: I beg your pardon. I'm sorry. Fran, I apologize. You have nine years when the brewery knew that it was surrounded by what was intended to be residential. In addition, you have home purchasers who validate the contract and everything that was presented to them in terms of the LPD.

Mayor Newlands: Hold on. Are we keep this to this?

Jeff Dailey: No. I'm almost finished. In terms of the LPD, Mayor, you have homeowner's who purchased based on that presentation, by the town and the developer. Thank you.

Mayor Newlands: Does Council have anything else for the Engineer?

Councilwoman Hudson, you were going to ask a question.

Councilwoman Hudson: Truck traffic, gentlemen.

Mayor Newlands: I think this is towards them, so you can step down.

Councilwoman Hudson: I know you said that if a truck is coming out of the back of [Phase] 3A, it's going to come out at the point of Atlantic Street and Front Street; what if trucks are coming from the west? Are they going to cut right through Milton? Or are they going to be directed around, somehow?

Nick Benz, Dogfish Head: The rules in the Town of Milton already state which roads can have trucks and which can't have trucks. In fact, trucks that leave our facility right now through Chestnut Street are not permitted to turn right. Truck traffic is only permitted left. Once it hits this intersection, they find 16, 5, loop around to 1; that's truck traffic out in the County and away from town. Our trucks don't currently go through town. We work very hard to make sure that they don't do that. Reed knows the rules as well as we do from a lot of our outbound shipments; certainly on the eastern seaboard. No, there's absolutely no intention for the trucks to come out to this intersection of Cave Neck Road, Atlantic and Front and turn back into town. In fact, I would welcome any signage you want me to put up to that effect.

Councilwoman Hudson: Thank you very much.

Vice Mayor Betts: I have a question. Have you spoken with the State of

Delaware; have they given you approval to go off Cave Neck Road for a road into your property?

Nick Benz: The only feedback from DelDOT is the feedback that was submitted at the State Plus Hearing; which you're privy to their report and I believe one of their comments was they would force our road to come into the same intersection where Cave Neck Road, Atlantic and Front is, as opposed to having a three-way there and then some 50, 60, 70 yards down have another road come in. They want to see that become a proper intersection for employees, for safety purposes.

Vice Mayor Betts: A survey has been done, or whatever they need?

Nick Benz: Whatever hallmark DelDOT does, they did to arrive to their comments that they supplied to the State level and any planning process that we'll be held to, if this were to pass a rezoning; subsequent planning submission through the Planning & Zoning Commission would once again have to require the sign-off of all appropriate state agencies and they will have another opportunity to provide additional feedback at any subsequent planning process w take part in.

Vice Mayor Betts: Thank you.

Councilman Lester: Mr. Benz, you addressed truck traffic; but how about traffic coming directly from Reed at it's current station; if they were coming into this location to pick up a load for delivery?

Nick Benz: Our intent is, this is our commercial entrance. For our carriers that come all up and down the eastern seaboard, everybody is going to have to play by the same rules.

Councilman Lester: They're right off of Chestnut Street, so they...

Nick Benz: Oh, I know.

Mayor Newlands: They can't go past the brewery on Chestnut; no trucks are allowed past the brewery. They can't go further north on Chestnut.

Councilman Lester: Okay.

Mayor Newlands: So they're going to have to go around 5 to Sam Lucas and up.

Councilman Lester: They're going to have to loop around.

Nick Benz: Correct. Let me put it this way, they know the rules and they know the roads that they are not allowed on. They play by those rules today; so why would that change?

Councilwoman Jones: I was concerned on the Plus Report this comment was made by the DOT. The context is the public street, the entrance off of Cave Neck; the comment here that I put the question mark on, is that extension would provide alternative access for both the brewery and residents of Cannery Village; and would serve to shift some of their traffic out of the downtown area. Um, that's contrary to what we've heard here tonight; that what I understand is that Dogfish plans to own, maintain, take care of all the private roadway.

Nick Benz: Absolutely.

Councilwoman Jones: Do you understand, having seen this Plus Report, why that comment is in here?

Nick Benz: Why DelDOT's comment?

Councilwoman Jones: Yes.

Nick Benz: They want you to pay for it, not us. If the truck traffic is routed on

other rural roads that DeIDOT is responsible for maintaining, DeIDOT has a higher budget to accommodate that. If they go on our road, that we're responsible for maintaining; we pay for that. I think it's...

Councilwoman Jones: So it's just a comment made by DeIDOT, but this in no way from the information they received, would encourage them to believe that this was opened to residential traffic through Cannery Village.

Nick Benz: Correct. We made it crystal clear that the intent is this is a non-residential, vendor, visitor, guest entrance and strictly a commercial entrance.

Councilwoman Jones: Thank you.

Mayor Newlands: It's basically a private road, isn't it?

Nick Benz: Yes.

Mayor Newlands: Would you entertain the police and firemen going through that are if they had to?

Nick Benz: Yes. Any emergency vehicle has access like they do now. What's called Dogfish Alley, that currently all the roads that route around our existing facilities are private roads and are part of us, with the exception of Cannery Village Boulevard; the one that comes off of Chestnut; it's Cannery Village Boulevard; Cannery Village Center Boulevard; including the road that turns between our parking lot and the building. It's a private road, that's our road. We own it, we take care of it, we maintain it. We host, on more than one occasion, on an annual basis and it will be coming up again shortly, emergency service meetings at our facility, so they are better capable to respond how to access the building; what's inside of it; what might you encounter; where do you find your MSDS sheets; to help them, if there was truly an emergency; helping them helps us, by the way, to respond appropriately. We'll continue to do that, even on the additional facility we put out here; get all the emergency folks in there to know what is exactly inside, so they can best support us when we need it.

Mayor Newlands: I think they did that Monday.

Nick Benz: I knew it was recent; I didn't know if it happened or will.

Mayor Newlands: It was Monday. Anybody else on Council; questions, comments? Can we have a motion to close the Public Hearing.

Councilwoman DUBY: I move we close the Public Hearing.

Councilman Lester: Second.

Mayor Newlands: We have a motion and a second to close the Public Hearing. All in favor say aye. Opposed. Motion is carried.

11. New Business – Discussion and possible vote on the following items:
 - a. A proposed amendment to the Town of Milton Comprehensive Plan Future Land Use/Potential Expansion Map for a parcel owned by Dogfish CVI, LLC further identified by Sussex County Tax Map and Parcel #2-35-20.00-53.00. The parcel is currently designated as Resident/LPD (Large Parcel Development District). The proposed amendment would change the designation to Light Industrial; **and**,
 - b. An application from Dogfish CVI, LLC for the rezoning of the parcel in Cannery Village Phase 3A further identified by Sussex County Tax Map and Parcel #2-35-20.00-53.00. The proposed rezoning would change the zoning designation from R1/LPD (Residential/Large Parcel Development District) to LI (Light Industrial)

Mayor Newlands: Do you have any further instructions for us?

Seth Thompson: You could vote on it tonight; you have a lot to review.

Councilwoman DUBY: I would prefer to see the transcript of tonight's hearing and have that too.

Vice Mayor Betts: I would also.

Mayor Newlands: Hold on. We have until the... What's our requirement to vote by the 15th of January?

Seth Thompson: You have sixteen days from receipt of the Planning & Zoning Commission Report; which is dated the 15th of November; so 60 days from the 15th of November.

Mayor Newlands: The 15th of November.

Seth Thompson: So 60 days from the 15th of November.

Mayor Newlands: He did say 16.

Councilwoman DUBY: Then we've missed it. We can't vote.

Seth Thompson: I have a little bit of a cold, I'm sorry if I sound funny.

Councilwoman DUBY: I thought why did we do all this?

Mayor Newlands: If we wait for the transcript, we're going to have to approve the transcript at some point, so we're going to need an interim meeting to do that.

Seth Thompson: You would just need to schedule, based on the seven day FOIA, to approve that.

Mayor Newlands: Because we would be making our... I don't know, can we make our recommendation based on a non-approved minutes?

Seth Thompson: It would be better if the minutes were approved; if that's indeed what you're going to want to do.

Mayor Newlands: We can do that in the same meeting, can't we?

Seth Thompson: Yes.

Mayor Newlands: Okay. So we can do this at the January 9th Council Meeting? We're within the sixty days.

Seth Thompson: You're within the sixty days.

Mayor Newlands: We'll get our minutes. Helene, you're not going anywhere. She's going to have to stop everything. I know. So are we entertaining a motion to wait until January? Oh, you're not here in January.

Vice Mayor Betts: I make the motion to table it until January the 9th.

Councilwoman HUDSON: I second it.

Mayor Newlands: We have a motion and a second to table the approval of the Dogfish rezoning for parcel #2-35-20.00-53.00, as well as the Comprehensive Plan, until January 9, 2012. All in favor say aye. Opposed. The motion is carried.

12. Executive Session: Discuss Personnel Issues, Litigation and Land Acquisition

Mayor Newlands: We need to go into Executive Session for five minutes. Can I get a motion to go into Executive Session?

Vice Mayor Betts: I make a motion to go into Executive Session.

Councilwoman HUDSON: I second it.

Mayor Newlands: We have a motion and a second to go into Executive Session at 10:15 p.m. All in favor say aye. Opposed. Motion is carried.

Mayor Newlands: Can we get a motion to come out of Executive Session?

Councilwoman DUBY: So moved.

Councilman Lester: Second.

Mayor Newlands: We have a motion and a second to come out of Executive Session. All in favor say aye. Opposed. Motion is carried.

Seth Thompson: Do you need a motion to ratify the \$2,500 offers of judgment previously issued by town's defense counsel in both the Phillips' and the Cornwell's suits.

Councilwoman DUBY: So moved.

Mayor Newlands: Hold on one second.

Seth Thompson: Did I name the right suits; both of them?

Mayor Newlands: Yeah.

Seth Thompson: Okay.

Mayor Newlands: I didn't know if you wanted to name them, that's all. It's done.

Councilwoman Hudson: Second.

Mayor Newlands: We have a motion and a second to ratify of the Judgments of the \$2,500 for the Cornwell and Phillips' suits. All in favor say aye. Opposed. Motion is carried.

13. Adjournment

Councilwoman DUBY: I make a motion to adjourn at 10:48 p.m.

Councilwoman Hudson: Second.

Mayor Newlands: We have a motion and a second to adjourn. All in favor say aye. Opposed. Motion carried. Thank you all.