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September 5, 2008

State of Delaware
Attn; Constance C. Holland, Director
Dover, DE 19901

154 S. Governors Ave

Dover, DE 19904

Tel (302) 744-9881

Fax (302) 744-9889

www.LRHA-INSITE.com

RE: 2008-02-03; Kings Highway Land Partners

Dear Ms. Holland:

We have received a review letter from Delaware State Planning Coordination, dated March 21, 2008 in regard to the above-mentioned project. We have made the following revisions and/or clarifications to the plans and provided the additional information as requested. For clarity and understanding we have listed your comment and item number along with our response in **bold**:

Office Locations:

Lancaster, PA

Oxford, PA

Reading, PA

Campbelltown, PA

New Holland, PA

Thorndale, PA

Coatesville, PA

Dover, DE

Office of State Planning Coordination – Contact: David Edgell 739-3090

This project is located in Investment Level 1 according to the Strategies for State Policies and Spending. This site is also located in the City of Dover. Investment Level 1 reflects areas that are already developed in an urban or suburban fashion, where infrastructure is existing or readily available, and where future redevelopment or infill projects are expected and encouraged by State policy. Our office has no objections to the proposed development of this project in accordance with the relevant City codes and ordinances.

We have reviewed the above comment. Since there is no objection to the proposed development, we have not made any changes based in this comment.

Division of Historical and Cultural Affairs – Contact: Terrance Burns 739-5685

The State Historic Preservation Office of the Delaware Division of Historic & Cultural Affairs would like to advise the developer of the following historical observations and information in reference to this project area.

There did not appear to be any known historic or cultural resource site such as a known archaeological site or national register listed property site on this project area, but there are a few known historic and cultural resource sites nearby, and they are adjacent to the project area. Some of these historic and cultural resource sites are late 19th-century dwellings/houses, and early to mid 20th-century dwellings/houses. Another historical aspect that the developer should be aware of is the historical background of the location of the project area. According to the Beers Atlas of 1868, this project area is within the vicinity of Dover Hundred, and there is a variety of historical attributes within the vicinity of Dover Hundred. The Beers Atlas of 1868 also indicates that there were a few structures of some type very close to where the project area is located today. There is a possibility that there could probably be potential historic and cultural resources or archaeological resources affiliated with or related to those

structures. Since this project area is located where there is a known historic or cultural resource site nearby, there is possibility that there could probably be a potential historic or cultural resource of some type within this project area. This historic or cultural resource could also be some type of archaeological resource such as cemetery, burial ground, unmarked human remains, or some other type of hidden contents or remains that has significant historical attributes or aspects. It is very important that the developer become familiar with the laws and regulations of the state of Delaware that pertains to the discovery and disposition of archaeological resources and unmarked human burials or skeletal remains.

The State Historic Preservation Office strongly recommends that the developer should read Chapters 53 and 54, in Title 7, of the Delaware State Code prior to or before any ground-disturbing activities, demolition, or construction starts or begins on this project area. Chapter 53 pertains to the "Conservation of Archaeological Resources In or On State Lands", and Chapter 54 pertains to the Delaware Unmarked Human Remains Act of 1987. The unexpected discovery archaeological resources or unmarked human remains during construction can result in significant delays.

The State Historic Preservation Office also recommends strongly that the developer should consider hiring an archaeological consultant to check and examine the project area thoroughly prior to or before any ground-disturbing activities, demolition, or construction starts or begins on this project area. The purpose for this is to make sure that there is no indication or evidence of a potential historic or cultural resource or archaeological resource of some type such as a cemetery, burial ground, unmarked human remains, or some other type of hidden contents or remains with historical attributes.

If the developer would like to discuss this information in further detail, please contact Mr. Terence Burns at State Historic Preservation Office of Division of Historic & Cultural Affairs at (302) 736-7400 ext.25.

Since there do not appear to be any known historic or cultural resources on this site, we have not made any changes based on these comments. We will take the recommendation for an archaeological investigation under advisement and will make a decision on this in the future.

Department of Transportation – Contact: Bill Brockenbrough 760-2109

- 1) *A traffic impact study is in progress for this development. This study will examine the impacts of the development both with and without an access point on Kings Highway. DelDOT anticipates having detailed comments regarding the site access and off-site improvements when the study is complete. Without prejudging the results of that study, based on previous studies in the area, they anticipate a need for improvements at the intersections of US Route 13 with Kings Highway and Division Street.*

DelDOT also anticipates requiring changes to the site access point on Kings Highway and recommending changes to the site access point on Maple Parkway. On Kings Highway, the entrance is proposed opposite Lewis Mill Drive, which is the access to Silver Lake Park. The Lewis Mill Drive leg of that intersection was not designed to have another leg across from it, so improvements will be needed on that side of the intersection as well as on the development site.

The Maple Parkway access is proposed to be made through the Wachovia Bank parking lot. While DelDOT supports the idea of connecting to the bank's parking lot, they believe it would be better to require a new access on Maple Parkway, tie the bank access into the new access, and close the existing access. Doing so would provide more distance between the site access and Route 13, which would improve safety and operations on Maple Parkway, albeit at the expense of loss of the parking spaces there.

We have shifted the Entrance to maple parkway further from US 13, and provided an access point to the Bank from this proposed entrance. We also take under advisement additional improvements that may be required.

- 2) *DelDOT also recommends that access easements be provided to the remaining parcels on the block in case they are ever redeveloped. DelDOT is particularly interested in finding better access for the parcels fronting Route 13. When those parcels were first developed, there was less traffic on Route 13 and the design standards for access were lower. While they do not, to DelDOT's knowledge, pose a safety hazard, combining their access with that of the subject development and eliminating their individual entrances and exits on the highway would improve flow in the outside travel lane.*

We are currently showing cross access to 3 of the adjacent parcels fronting on US 13.

The Department of Natural Resources and Environmental Control – Contact: Kevin Coyle 739-9071

Soils

According to the Kent County soil survey update, Hambrook Urban-Land complex was mapped in the immediate vicinity of the proposed construction. Hambrook Urban-Land complex is a well-drained upland soil that has been extensively modified through filling and grading activities.

Impervious Cover

Based on information presented in the PLUS application form, post-construction surface imperviousness is projected to reach about 82%. However, given the projected scope and density of this project, this estimate appears to significantly understate the actual

amount of created post-construction surface imperviousness. When calculating surface imperviousness, it is important to consider all created forms of constructed surface imperviousness (i.e., rooftops, sidewalks, roads, and stormwater management ponds) in the calculation for surface imperviousness; otherwise, an inaccurate assessment of this project's environmental impacts will result. Therefore, surface imperviousness should be recalculated with all of the above-mentioned forms of constructed surface imperviousness included.

Based on the current layout, and the anticipated landscaping both required and proposed, the post construction impervious surface is approximately equal to 70%. We are not currently proposing any "Wet" stormwater management facilities, instead, we are pursuing alternate, "Green" Best Management Practices(BMPs). These BMPs are designed to infiltrate and have not been included as impervious surfaces in our preliminary calculations.

Studies have shown a strong relationship between increases in impervious cover to decreases in a watershed's overall water quality. It is strongly recommended that the applicant implement best management practices (BMPs) that reduce or mitigate some of its most likely adverse impacts. Reducing the amount of surface imperviousness through the use of pervious paving materials ("pervious pavers") in lieu of asphalt or concrete in conjunction with an increase in forest cover preservation or additional tree plantings are some examples of practical BMPs that could easily be implemented to help reduce surface imperviousness.

TMDLs

Total Maximum Daily Loads (TMDLs) for nitrogen and phosphorus have been promulgated through regulation for the St. Jones watershed. A TMDL is the maximum level of pollution allowed for a given pollutant below which a "water quality limited water body" can assimilate and still meet water quality standards to the extent necessary to support use goals such as, swimming, fishing, drinking water and shell fish harvesting. Although TMDLs are required by federal law, states are charged with developing and implementing standards to support these desired use goals. In the St. Jones watersheds, a post-development TMDL reduction level of 40% will be required for nitrogen and phosphorus. Additionally, a TMDL reduction level of 90% will be required for bacteria.

TMDL Compliance through the Pollution Control Strategy (PCS)

As stated above, TMDLs for nitrogen and phosphorus have been promulgated through regulation for the St. Jones watershed. The TMDL calls for a 40% reduction in nitrogen and phosphorus, while a TMDL reduction of 90% will be required for bacteria; both nutrient and bacteria reductions must be from baseline conditions. The Department developed an assessment tool to evaluate how your proposed development may reduce nutrients and bacteria to meet the TMDL requirements. Additional nutrient reductions may be possible through the implementation of BMPs such as wider

vegetated buffers along watercourses/wetlands, increasing the amount of passive, wooded open space, use of pervious paving materials to reduce surface imperviousness, and the deployment of green-technology stormwater management treatment technologies. Contact Lyle Jones at 302-739-9939 for more information on the assessment tool.

As part of the stormwater management approval process we intend to analyze the stormwater quality. We take under advisement the required reductions stated above and will prepare a report that addresses the necessary stormwater mitigation practices as required by local, state and federal codes.

Water Supply

The project information sheets state water will be provided to the project by the City of Dover via a central water system. DNREC records indicate that the project is located within the public water service area granted to the City of Dover under Certificate of Public Convenience and Necessity 90-CPCN-07.

Should dewatering points be needed during any phase of construction, a dewatering well construction permit must be obtained from the Water Supply Section prior to construction of the well points. In addition, a water allocation permit will be needed if the pumping rate will exceed 50,000 gallons per day at any time during operation.

All well permit applications must be prepared and signed by licensed water well contractors, and only licensed well drillers may construct the wells. Please factor in the necessary time for processing the well permit applications into the construction schedule. Dewatering well permit applications typically take approximately four weeks to process, which allows the necessary time for technical review and advertising.

Potential Contamination Sources exist in the area, and any well permit applications will undergo a detailed review that may increase turnaround time and may require site specific conditions/recommendations. In this case, there is an Underground Storage Tank associated with Clarkie's Gulf (northeast of this project) within 1000 feet of the proposed project.

Should you have any questions concerning these comments, please contact Rick Rios at 302-739-9944.

As currently designed, we do not anticipate any dewatering points to be required. However, if during the course of soil testing and site analysis the requirement for dewatering becomes apparent, we will take the appropriate steps as outlined above. We also do not anticipate the need for any additional on-site wells.

Water Resource Protection Areas

The Water Supply Section has determined that a small portion of the proposed

development falls within the 150 foot wellhead protection area for Playtex Products Inc., Public Water Supply System DE0000500. The review did not find any excellent groundwater recharge areas (see following map and attached map).

Wellhead protection areas are surface and subsurface areas surrounding a public water supply well where land use activities or impervious cover may adversely affect the quantity and quality of ground water moving toward such wells.

Parcels of land within a the 150 foot radius of a wellhead protection area will be preserved as open space with the exception of impervious surface limited to building and access associated with the well, distribution, and treatment facilities and their maintenance.

The Water Supply Section recommends that impervious cover within a 150-foot radius surrounding a public supply well be limited to the building and access associated with the well and distribution and treatment facilities and their maintenance (DNREC, 2005).

The proposed development would increase the impervious cover within the wellhead protection area to 100%. The portion of the new development within the wellhead protection far exceeds DNREC recommendations.

DNREC Water Supply Section recommends:

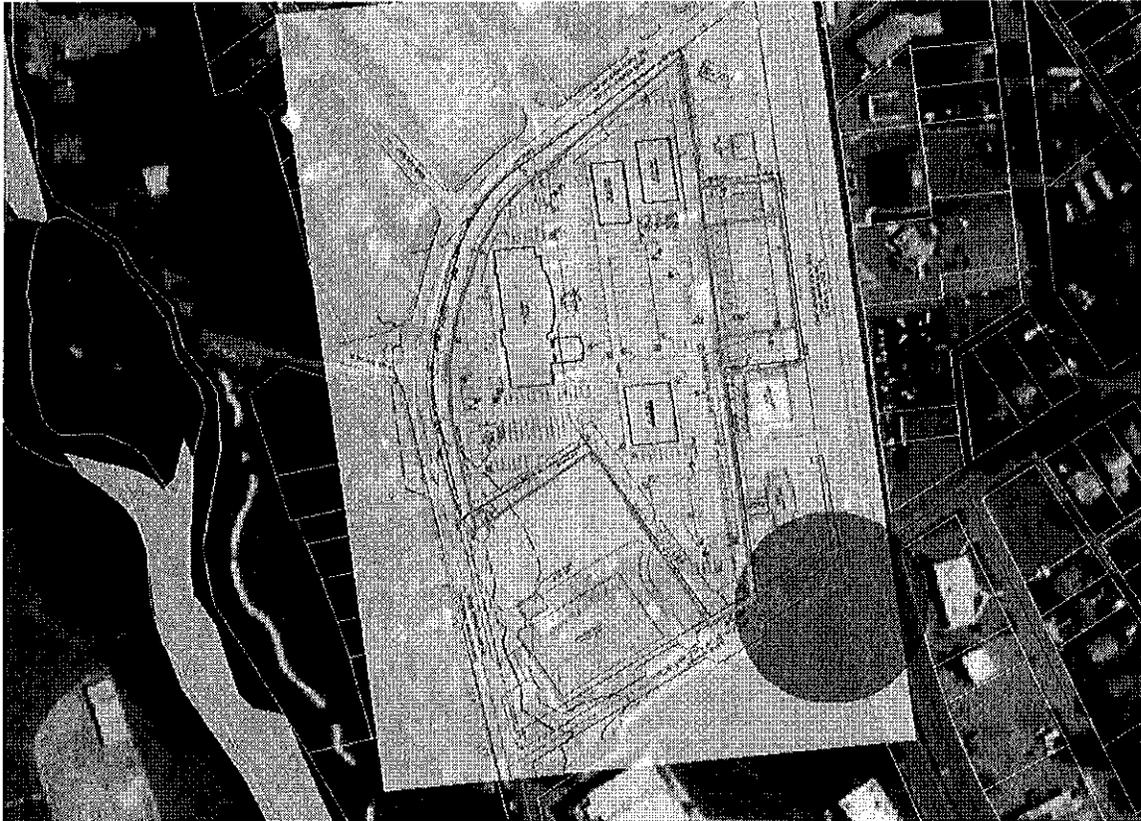
- Relocate the entry roadway to a portion of the parcel outside the wellhead protection area.*
- Maintain the portion of the wellhead protection area within the development as open space with low maintenance vegetation that does not require herbicides, pesticides, or fertilizers.*
- Divert stormwater runoff away from the wellhead.*

References

Delaware Department of Natural Resources and Environmental Control, 2005, Source Water Protection Guidance Manual for the Local Governments of Delaware, p. 144.

http://www.wr.udel.edu/publications/SWAPP/swapp_manual_final/swapp_guidance_manual_final.pdf

Kings Highway Land Partners (PLUS 2008-02-03) Map of proposed development as it affects the wellhead protection area. The dark red area shows the wellhead protection area. The affected parcel is in light blue. The proposed development is inlaid to show the total impact of the wellhead protection area.



The water resource area as shown above is primarily within the existing public ROW or on adjacent parcels. The remaining area on the proposed development site is projected for an access point to Maple Way and an interconnection to the existing bank as recommended by DelDOT. We will make every effort to limit additional impervious surface in this area.

Sediment and Erosion Control/Stormwater Management

A detailed sediment and stormwater plan will be required prior to any land disturbing activity taking place on the site. A downstream analysis may be needed to show adequate capacity for stormwater discharging to the St. Jones River. Because of the location of the likely discharge in a tidal portion of the river, the project may be eligible for a stormwater quantity waiver. Contact the reviewing agency to schedule a pre-application meeting to discuss the sediment and erosion control and stormwater management components of the plan as soon as practicable. The site topography, soils mapping, pre- and post-development runoff, and proposed method(s) and location(s) of stormwater management should be brought to the meeting for discussion. The plan review and approval as well as construction inspection will be coordinated through the Kent Conservation District. Contact Jared Adkins at the Kent Conservation District at (302) 741-2600 for details regarding submittal requirements and fees.

As part of the stormwater management approval process we intend to analyze the stormwater quality. If it is determined that we must also address quantity, we will include this analysis in our report. We have had preliminary discussion with the Kent Conservation District and a pre-application meeting.

Because of the parcel's location in an impaired watershed and the amount of impervious surface, green technology BMPs and low impact development practices should be considered a priority to reduce stormwater flow and to meet water quality goals.

We are not currently proposing any “Wet” stormwater management facilities, instead, we are pursuing alternate, “Green” Best Management Practices (BMPs).

The Sediment and Stormwater Management Program ensures sediment and erosion control plans and stormwater plans comply with local land use ordinances and policies, including the siting of stormwater management facilities. However, we do not support placement in resource protection areas or the removal of trees for the sole purpose of placement of a stormwater management facility/practice.

Floodplains

This parcel is located directly adjacent to the FEMA 500 year floodplain for Silver Lake/ St. Jones River. Currently, we understand that this site is approximately 70% impervious. However, once the parcel is redeveloped the percentage of impervious cover will increase. We ask that care be taken to not increase runoff that could impact areas downstream.

Currently the site is approximately 70% impervious and does not include any stormwater management practices on site. As part of the development, we are proposing several Stormwater practices that will improve the quality as well as reduce the overall runoff quantity for the site.

Underground Storage Tanks

There are ten inactive and one active LUST site(s) located near the proposed project:

Central Middle School, Facility # 1-000252, Project # K9505111 Kings Court Apartments, Facility # 1-000418, Project # K9105098 Quick Car wash, Facility # 1-000607, Project # K9612212 NU Car Connection, Facility # 1-000479, Project # K9309160 Clarkie's Gulf, Facility # 1-000146, Project # K9203071 Exxon Dover, Facility # 1-000118, Project # K8610056 Lee F. Slaughter, Inc, Facility # 1-000034, Project # K9411246 Exxon # 2-5056, Facility # 1-000119, Project # K9212295 Edgehill Shopping Center, Facility # 1-000526, Project # K9804067 Playtex Family Products, Facility # 1-000088, Project # K9101024 Hess Station # 08500, Facility # 1-000396, Project # K0510093

No environmental impact is expected from the above inactive/active LUST site(s). However, should any underground storage tank or petroleum contaminated soil be discovered during construction, the Tank Management Branch must be notified as soon as possible. It is not anticipated that construction specifications would need to be changed due to petroleum contamination. However, should any unanticipated contamination be encountered and PVC pipe is being utilized, it will need to be changed to ductile steel with nitrile rubber gaskets in the contaminated areas.

Presently there are no anticipated issues with underground storage tanks. If an issue with underground storage tanks becomes apparent, we will take action as outlined in the comments above.

Site Investigation and Restoration

One Site Investigation & Restoration Branch (SIRB) site was found within a half mile radius of the proposed site. Silver Lake Park Fill Site (DE-0085) is located northwest of the proposed site on the opposite side of the Saint Jones River. It was formerly a flour mill dating back to the 1900s. In the 1960s, the area was filled and converted to a park. In 1984, leachate was noted to be emanating from a ditch located in the southern portion of the site into the river. In that same year, a Preliminary Assessment was completed with the recommendation that a Site Inspection should follow. The Site Inspection, which was completed in 1985, revealed the presence of slightly elevated lead concentrations in aqueous samples collected from the ditch. No organic contaminants or volatile compounds were detected. DNREC-SIRB foresees no negative impact to the proposed site since surface water and groundwater from the SIRB site flows into the river and not towards the proposed site. Although DNREC-SIRB does not anticipate an impact to the proposed site, in general, Phase I Environmental Site Assessments are recommended for urban properties with former commercial or industrial use. DNREC recommends that the Phase I Assessment be done early in the development of a brownfields project to allow for changes that may be needed if areas of potential environmental concern are identified.

Since DNREC-SIRB does not anticipate an impact to the proposed site, we have not taken any action based on the above comments. However, we will take the recommendations provided under advisement and will make a determination if a Phase I Environmental Site Assessment is appropriate for this site.

State Fire Marshal's Office – Contact: Duane Fox 739-4394

This location/parcel, being situated within the City limits of Dover, the Office of the State Fire Marshal defers to the City Fire Marshal for comments.

We will make a submission to the City of Dover Fire Marshal for all fire safety related approvals.

Department of Agriculture - Contact: Scott Blaier 698-4500

The Delaware Department of Agriculture has no objections to the proposed project. It is located within the City of Dover, and the Strategies for State Policies and Spending encourages environmentally responsible development in Investment Level 1 areas.

The Delaware Department of Agriculture Forest Service encourages the developer to use the "Right Tree for the Right Place" for any design considerations. This concept allows for the proper placement of trees to increase property values in upwards of 25% of appraised value and will reduce heating and cooling costs on average by 20 to 35 dollars per month. In addition, a landscape design that encompasses this approach will avoid future maintenance cost to the property owner and ensure a lasting forest resource. To further support this concept the Delaware Forest Service does not recommend the planting of the following species due to the high risk of mortality from insects and disease:

Callery Pear Ash Trees Leyland Cypress Red Oak (except for Willow Oak)

If you would like to learn more about the potential problems or impacts associated with these trees, please contact the Delaware Forest Service for more information at (302) 698-4500.

We will take the recommendations under advisement for our landscape plans.

Native Landscapes

The Delaware Department of Agriculture and the Delaware Forest Service encourages the developer to use native trees and shrubs to buffer the property from the adjacent land-use activities near this site. A properly designed forested buffer can create wildlife habitat corridors and improve air quality to the area by removing six to eight tons of carbon dioxide annually and will clean our rivers and creeks of storm-water run-off pollutants. To learn more about acceptable native trees and how to avoid plants considered invasive to our local landscapes, please contact the Delaware Department of Agriculture Plant Industry Section at (302) 698-4500.

We will take the recommendations under advisement for our landscape plans.

Public Service Commission - Contact: Andrea Maucher 739-4247

Any expansion of natural gas or installation of a closed propane system must fall within Pipeline Safety guidelines. Contact: Malak Michael at (302) 739-4247.

At such time that it is decided to install natural gas or a closed propane system, we will ensure the appropriate guidelines are followed.

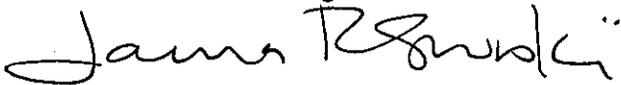
Department of Education – Contact: John Marinucci 735-4055

This proposed project is in the Capital School District. This site plan review is commercial in nature with no apparent impact on educational service delivery or infrastructure and, as such DOE has no further comments regarding this request.

Since there is no anticipated impact from this development, no action has been taken based on the above comment.

If there are any further questions or comments based on the following responses, please feel free to contact us.

Sincerely,
LRHA Insite Design

A handwritten signature in black ink, appearing to read "Laura R. Swiski". The signature is fluid and cursive, with a large initial "L" and "S".

Laura R. Swiski, PE

CC: City of Dover