



FRANKLIN TOWN COUNCIL

March 1, 2017

7:00 PM

A. APPROVAL OF MINUTES – February 15, 2017

B. ANNOUNCEMENTS –

1. *This meeting is being recorded by Franklin TV and shown on Comcast channel 11 and Verizon channel 29. This meeting may also be recorded by others.*

C. PROCLAMATIONS/RECOGNITIONS

D. CITIZEN COMMENTS – Citizens are welcome to express their views for up to five minutes on a matter that is not on the Agenda. The Council will not engage in a dialogue or comment on a matter raised during Citizen Comments. The Town Council will give remarks appropriate consideration and may ask the Town Administrator to review the matter.

E. APPOINTMENTS – Franklin Cultural Council

F. HEARINGS -

G. LICENSE TRANSACTIONS - 7:10 PM

1. *BJ's Wholesale Club – Transfer of License*
2. *Alumni Restaurant – Change of Beneficial Interest, Transfer of stock*

H. PRESENTATIONS/DISCUSSIONS

I. SUBCOMMITTEE REPORTS

J. LEGISLATION FOR ACTION

1. *Resolution 17-08: Amendment to the 2017 Town Council Meeting Schedule (**Motion to Move Resolution 17-08: Majority vote – (5)**)*
2. *FY 17 Capital Plan*
3. *Resolution 17-09: Appropriation Purchase of Fire Truck Replacement- Engine #3 (**Motion to Move Resolution 17-09: 2/3 Vote (6)**)*
4. *Resolution 17-10: Appropriation Capital FY17(**Motion to Move Resolution 17-10: Majority vote (5)**)*
5. *Resolution 17-11: Appropriation Water Enterprise Capital FY17(**Motion to Move Resolution 17-11: Majority vote (5)**)*
6. *Resolution 17-12: Appropriation Sewer Enterprise Capital FY17(**Motion to Move Resolution 17-12: Majority vote (5)**)*
7. *Resolution 17-13: Salary Schedule Full-Time Elected Officials (**Motion to Move Resolution 17-13: Majority vote (5)**)*
8. *Resolution 17-14: Transfer from Water Enterprise and Rescind Borrowing Authority (Resolution No. 14-16 Appropriation Funding Sources) (**Motion to Move Resolution 17-14: Majority vote (5)**)*
9. *Resolution 17-15: Supplementation of Prior Resolutions of the Town Authorizing Borrowing to Allow for the Application of Premium(s) Received to Project Costs (**Motion to Move Resolution 17-15: Majority vote (5)**)*
10. *Zoning Bylaw Amendment 17-786: Storage Facility Bylaw – 2nd Reading (**Motion to Move Bylaw Amendment 16-786 - Roll Call – 2/3 majority vote (6)**)*

- K. TOWN ADMINISTRATOR'S REPORT**
- L. FUTURE AGENDA ITEMS**
- M. COUNCIL COMMENTS**
- N. EXECUTIVE SESSION**
- O. ADJOURN**

**FRANKLIN TOWN COUNCIL
MINUTES OF MEETING
February 15, 2017**

A meeting of the Town Council was held on Wednesday, February 15, 2017 at the Franklin Municipal Building, 355 East Central Street, Franklin, Massachusetts. Councilors present: Andrew Bissanti, Robert Dellorco, Glenn Jones, Matthew Kelly, Peter Padula, Deborah Pellegrini, Judith Pond Pfeffer, Robert Vallee. Councilors absent: Thomas Mercer. Administrative personnel in attendance: Jeffrey Nutting, Town Administrator; Jamie Hellen, Deputy Town Administrator; Mark Cerel, Town Attorney.

CALL TO ORDER: ► Chairman Kelly called the meeting to order at 7:00 PM with a moment of silence and the Pledge of Allegiance.

APPROVAL OF MINUTES: *February 1, 2017.* ► **MOTION** to **Approve** the February 1, 2017 meeting minutes by **Jones**. **SECOND** by **Dellorco**. **No Discussion**. ► **VOTE: Yes-8, No-0, Absent-1.**

ANNOUNCEMENTS: ► Chairman Kelly announced the meeting is being recorded by *Franklin TV* and available for viewing on Comcast Channel 11 and Verizon Channel 29. This meeting may also be recorded by others.

PROCLAMATIONS/RECOGNITIONS: *None.*

CITIZEN COMMENTS: ► Mr. Ralph Delucia, 15 Old Forge Road, which is off Grove Street stated he was born and raised in this town. Friday night he tried to gain access to his home, but the town had only plowed half of the street. He had to park at a building at the top of the hill and walk home. Later the same evening a car got stuck in the snow on the street and had to be towed out by AAA. The Town Council could vote to have this road a statutory private way thereby relieving the town of maintenance, but retaining access. He stated the DPW has the road listed as unacceptable. He stated the DPW must plow as long as there are three houses on the road. The street is used by Iron Mountain, Gentle Giant Movers and others. He would like to have the road approved and stop playing games.

APPOINTMENTS: ► *Design Review Commission.* Ms. Pfeffer read the appointment. ► **MOTION** to **Ratify** the appointment by the Town Administrator of James Bartro to serve as a member of the Design Review Commission, with an expiration of June 30, 2019 by **Pfeffer**. **SECOND** by **Jones**. **No Discussion**. ► **VOTE: Yes-8, No-0, Absent-1.**

LEGISLATION FOR ACTION:

1. **Resolution 17-06: Appropriation: Animal Control – Prior Year’s Bill (Motion to Move Resolution 17-06 – 4/5 vote).** Ms. Pfeffer read the resolution. ► **MOTION** to **Move** Resolution 17-06: Appropriation: Animal Control – Prior Year’s Bill for \$315.00 by **Pfeffer**. **SECOND** by **Jones**. **Discussion:** ► Ms. Cindy Souza, Animal Control Officer, stated she ordered a microchip scanner last April, but she was unable to print the bill from the email. A printed bill was requested, but never arrived. She had forgotten about it until the demand bill was received. ► **VOTE: Yes-8, No-0, Absent-1.**

2. **Resolution 17-07: Local Acceptance of Amended Provisions of G.L. Chapter 40, Sections 22A, 22B, and 22C (Motion to Move Resolution 17-07 – majority vote (5)).** Ms. Pfeffer read the resolution. ► **MOTION** to **Move** Resolution 17-07: Local Acceptance of Amended Provisions of G.L. Chapter 40, Sections 22A, 22B, and 22C by **Jones**. **SECOND** by **Dellorco**. **Discussion:** ► Mr. Nutting stated this keeps in place what the town has been doing for decades, but because of the new law it has to be reauthorized. That means all the money from permits, etc., would continue to go into

the fund that can be built up and used for purchase or lease of a parking area or make improvements; there is money set aside. ► **VOTE:** Yes-8, No-0, Absent-1.

3. ***Zoning Bylaw Amendment 17-779: Changes to Chapter 185 Section 3 Definitions – 2nd Reading (Motion to move Zoning Bylaw Amendment 17-779 – Roll Call – 2/3 majority vote (6)).*** Ms. Pfeffer read the zoning bylaw amendment. ► **MOTION to Move Zoning Bylaw Amendment 17-779: Changes to Chapter 185 Section 3 Definitions by Jones. SECOND by Dellorco. Discussion:** ► Mr. Nutting stated this and the next four resolutions all relate to zoning recreational marijuana in the existing medical marijuana zones on the west side of Rt. 495 in preparation for the new law to take effect in July 2018. ► **ROLL CALL VOTE:** Bissanti-YES; Dellorco-YES; Jones-YES; Kelly-YES; Padula-YES; Pellegri-YES; Pfeffer-YES; Vallee-YES. ► **VOTE: Yes-8, No-0, Absent-1.**

4. ***Zoning Bylaw Amendment 17-780: Changes to Chapter 185 Section 4 Districts Enumerated – 2nd Reading (Motion to move Zoning Bylaw Amendment 17-780 – Roll Call – 2/3 majority vote (6)).*** Ms. Pfeffer read the zoning bylaw amendment. ► **MOTION to Move Zoning Bylaw Amendment 17-780: Changes to Chapter 185 Section 4 Districts Enumerated by Jones. SECOND by Padula. Discussion:** Mr. Nutting stated same comment. ► **ROLL CALL VOTE:** Bissanti-YES; Dellorco-YES; Jones-YES; Kelly-YES; Padula-YES; Pellegri-YES; Pfeffer-YES; Vallee-YES. ► **VOTE: Yes-8, No-0, Absent-1.**

5. ***Zoning Bylaw Amendment 17-781: Changes to Chapter 185 Section 5 Zoning Map – 2nd Reading (Motion to move Zoning Bylaw Amendment 17-781– Roll Call – 2/3 majority vote (6)).*** Ms. Pfeffer read the zoning bylaw amendment. ► **MOTION to Move Zoning Bylaw Amendment 17-781: Changes to Chapter 185 Section 5 Zoning Map by Jones. SECOND by Dellorco. Discussion:** ► Mr. Nutting stated same comment. ► Mr. Jones asked where the numbers for the distances come from. ► Mr. Taberner confirmed 500 ft. from a school and 200 ft. from residential. ► Mr. Bissanti referenced that the other overlays of medical marijuana and distribution rather fit the industrial area. But, he stated that this is a retail component of marijuana, therefore, could the town be challenged for denying and relegating it to the industrial area. ► Mr. Cerel stated this is not retail versus manufacturing; it is recreational versus medical marijuana. So, all that was done was to create one unified overlay district for both medicinal and recreational and all their aspects. He explained that for strictly retail sales, it is a minimum level of judicial review. ► Mr. Nutting stated that the intent of this zoning is to be prepared. Neither the legislature has done anything yet, nor has the Cannabis Commission been set up. One year from now, we will know the rules and regulations. If at that time, Town Council thinks the bylaw should be tweaked or changed, it will be up to the Town Council. At least starting off in a conservative position. ► Mr. Padula asked if the town's bylaws are stricter than the states, will the town's take precedence. ► Mr. Cerel stated need to look at recreational marijuana statute; it spells out what municipalities can do in terms of regulations. ► **ROLL CALL VOTE:** Bissanti-YES; Dellorco-YES; Jones-YES; Kelly-YES; Padula-YES; Pellegri-YES; Pfeffer-YES; Vallee-YES. ► **VOTE: Yes-8, No-0, Absent-1.**

6. ***Zoning Bylaw Amendment 17-782: Changes to Chapter 185 Section 7 Compliance Required – 2nd Reading (Motion to move Zoning Bylaw Amendment 17-782 – Roll Call – 2/3 majority vote (6)).*** ► **MOTION to Waive the reading by Jones. SECOND by Dellorco. No Discussion.** ► **VOTE: Yes-8, No-0, Absent-1.** ► **MOTION to Move Zoning Bylaw Amendment 17-782: Changes to Chapter 185 Section 7 Compliance Required by Jones. SECOND by Dellorco. No Discussion.** ► **ROLL CALL VOTE:** Bissanti-YES; Dellorco-YES; Jones-YES; Kelly-YES; Padula-YES; Pellegri-YES; Pfeffer-YES; Vallee-YES. ► **VOTE: Yes-8, No-0, Absent-1.**

7. **Zoning Bylaw Amendment 17-783: Amendment to Chapter 185 Section 49 Marijuana Use Overlay District – 2nd Reading (Motion to move Zoning Bylaw Amendment 17-783 – Roll Call – 2/3 majority vote (6)).** ► **MOTION to Waive the reading by Jones. SECOND by Dellorco. No Discussion.** ► **VOTE: Yes-8, No-0, Absent-1.** ► **MOTION to Move Zoning Bylaw Amendment 17-783: Amendment to Chapter 185 Section 49 Marijuana Use Overlay District by Jones. SECOND by Padula. No Discussion.** ► **ROLL CALL VOTE:** Bissanti-YES; Dellorco-YES; Jones-YES; Kelly-YES; Padula-YES; Pellegrini-YES; Pfeffer-YES; Vallee-YES. ► **VOTE: Yes-8, No-0, Absent-1.**

HEARINGS: ► **Zoning Bylaw Amendment 17-786: Storage Facility Bylaw.** ► **MOTION to Open the public hearing by Jones. SECOND by Dellorco. No Discussion.** ► **VOTE: Yes-8, No-0, Absent-1.** ► Mr. Nutting stated the only intent of this bylaw is to relocate the ability to have a storage facility from Commercial to Industrial. Currently, there are two storage facilities in the Industrial Zone. This would allow a future expansion of storage facilities within that zone, but prohibit it in C2 which is generally up and down this strip of area here and an area around Rt. 495 by Joe's. Thought this was the highest and best use to save the good property for something that would bring more revenue, but allow storage where it already exists in two locations. ► Mr. Bissanti commended the administration for coming up with this. ► **MOTION to Close the public hearing by Vallee. SECOND by Jones. No Discussion.** ► **VOTE: Yes-8, No-0, Absent-1.**

LEGISLATION FOR ACTION (Continued):

8. **Zoning Bylaw Amendment 17-786: Storage Facility Bylaw – 1st Reading (Motion to move Bylaw Amendment 17-786 to a 2nd Reading majority vote).** Ms. Pfeffer began to read the bylaw amendment. ► **MOTION to Waive the reading by Jones. SECOND by Dellorco. No Discussion.** ► **VOTE: Yes-8, No-0, Absent-1.** ► **MOTION to Move Bylaw Amendment 17-786: Storage Facility Bylaw to a 2nd Reading by Jones. SECOND by Dellorco. No Discussion.** ► **VOTE: Yes-8, No-0, Absent-1.**

LICENSE TRANSACTIONS: None.

PRESENTATIONS/DISCUSSIONS: ► **Water Presentation – Brutus Cantoreggi.** ■ Mr. Nutting stated last summer there was a serious drought. There was a request by some folks to put this on the agenda for discussion so the Town Council could determine if they wanted to change anything. ■ Chairman Kelly recognized that the request came from Mr. Jones. ■ Mr. Cantoreggi, DPW Director, and Ms. Laurie Ruzala, Water and Sewer Superintendent, addressed the Town Council. Mr. Cantoreggi provided a waterworks overview with background information about Franklin accompanied by a slide show presentation. He said they look at stormwater, wastewater and drinking water together. The town values the groundwater; they want to keep all the water they can in Franklin. He explained and discussed Sewer I & I, implementation of lining and sealing pipes, the Beaver Street Interceptor, stormwater, the Charles River, rain gardens, reconstruction of retention ponds, benefits of roadway reconstruction and reduction of pavement width, and 319 Grants. He continued his discussion of waterworks by reviewing water regulatory issues, implementation of water conservation plan, annual leak detection program, water main replacement program underway, increase in the cost of water, and average daily pumpage. He also reviewed concerns with the water system including the drought conditions, water use in 2016, iron and manganese issues, new treatment plant for Wells 3 & 6 at a cost of about \$6 million, new growth in town and new water demands, annual cost of water per resident, grant money received, and recent accolades. ■ Town Council members asked questions and engaged in discussion about topics such as, but not limited to, the following: current wells, finding water, new wells, it can take 10 years before getting a new well online, how much water can be pumped, how with wells that are not registered the ability to pump water can be taken away, DEP can reduce water withdrawal, location of wells, the town has 12 wells, how soon the new water treatment plant is needed, what is infiltration, Charles River, drought conditions, new water

meters for the public, will there be enough water in town with continued building, where will the town get the money for the well treatment plant, and the option of buying water from another town. ■Mr. Cantoreggi stated the new treatment plant is needed very soon, but will take two to three years to get it online; it has been started. ■Mr. Nutting stated it will need to be funded within 12 to 18 months. ■Mr. Cantoreggi stated he would not say the town is maxed out. But, he is concerned about the peak use times during the summer and it is necessary to be cautious. ■Mr. Nutting said the money would come from the rate payers. There is no doubt that they will be before the Town Council asking for a water rate increase. Will also look at a 20-year bond. He would not be surprised if the rate increase were somewhere between 10 to 15 percent. There has not been a rate increase in six years. He noted the town owns the land where the proposed water treatment plant will be located.

► **Discussion – Chp. 179: Water, Article VI Water Use Restriction and Ban.** ■Ms. Laurie Ruszala, Water and Sewer Superintendent, stated the bylaw revisions that were put forth included a few changes regarding the conservation measures and ban measures were defined a little better. In a drought, private wells could be included in the irrigation ban. She noted there are over 1,000 wells registered in Franklin with 700 listed as domestic use. Only about 225 are for irrigation only. So, this would only impact these private users during a full ban. Wrentham and other towns also have this type of restriction. ■Mr. Cantoreggi noted that when they town goes to a full ban, it only makes sense that they cannot water either as everyone is drawing out of the same aquifer; everyone is sharing the same water supply. This is only during extreme droughts; when the state mandates a full water ban they would have to follow along with their neighbors. He noted there was this past drought and another drought in 2007. He said that we are not a water ban town; we are a conservation town with a one-day water use. ■Mr. John Redwine, 9 Maple Tree Lane, asked about the restrictions on private wells as he has a private well. He is glad the decision has not already been made; he would look forward to more discussion on this. ■Ms. Monique Allen, 1 Christine Avenue, is a private well owner. She agrees that private well owners should follow the water ban. She questioned the provision in the proposal for an exemption from the provision for golf courses and for the Town of Franklin allowing for the protection of a public asset. She thinks this is a fundamental misalignment of values. She has a large lawn and is willing to let it go totally dormant and she thinks the Town and the golf courses should too. In addition, she thinks there is some misalignment in language in that in some areas it is talking about outside water use and irrigation and in other areas it specifically talks about lawns. She noted she was on the Conservation Commission for nine years. She worries about the horticultures. She would like to see a larger conversation about irrigation systems in general, and also look at construction in the town. ■Mr. Cantoreggi stated Franklin Country Club does not get their irrigation water from Franklin and there is no other golf course. ■Ms. Ruszala stated they are regulated through the State. ■Chairman Kelly asked her to find out where the Franklin Country Club wells are located: in Wrentham or Franklin. ■Mr. Cantoreggi stated that when the water ban went into effect, the town stopped watering at all municipal buildings, school areas, etc., except for sporting fields as they needed to be kept for athlete safety. ■Mr. Christopher Brady, 36 Kimberlee Avenue, stated the presentation was very good and he appreciates what DPW does for water conservation. He would like to defend private well owners as not part of the problem, but as part of the solution. They are not drawing from public water supplies which can be used for drinking water. He is not convinced that private wells are effecting public wells and would like to hear more about it. He has not seen proof that they are both drawing from common aquifers. He noted private wells are drilled very deep as opposed to the shallow public wells. He asked if including private wells goes against the Massachusetts law about absolute dominion rule which permits a private land owner to use ground water on his/her land. Adding private wells may expose Franklin to lawsuits. He stated that instead of making new regulations, the town should enforce the rules they already have. Many people without private wells seem to be watering their lawns illegally; maybe a town employee should drive around and note those that are breaking the law. ■Mr. Curtis Patalano, 11 Newell Drive, stated he also has a private well and agrees with the two gentlemen that just spoke. He does not think it is necessary to regulate the 225 private wells. ■Mr. Bissanti stated he does not think the private well use is much overall and probably is not contributing substantially to the water

problem. He noted that there are many things that do not get enforced in town and he cannot see how enforcement of the private well use will get done. He has a well also; it was very expensive. ■Ms. Ruszala stated that the main complaint from residents was why the well owners got to water their lawns and they did not. ■Mr. Dellorco stated he agreed with Mr. Bissanti; he does not see a problem with the private wells. ■Mr. Jones stated they are not out to regulate the world to death. He stated it is almost impossible to catch every person watering their lawns. This boils down to a thorough basic education of what people should and should not do in these types of situations. Even discussing this tonight helps to move forward with people having a clearer understanding of what the town's capacities are and what people have in terms of private wells. He would like to see, in terms of education, having a clearer understanding of what the drought levels mean and why restricting water use can have a positive effect for the town and personal use. He asked what is the foreseeable level of drought in the next six months. ■Ms. Ruszala said they cannot predict the future, but even with a lot of rain, it would take a long time for the deficit to be restored. ■Mr. Cerel stated the private wells can be regulated and some towns already have done so. ■Mr. Nutting stated that even if the Town Council does not move forward with the regulation of the private wells, he asked if the people in the room would oppose the idea of posting that they have a well. It would make the enforcement easier. ■Mr. Cantoreggi stated they do send people out at night to do water enforcement. Violators get a warning first as it is public education first. He does not like being the water police, but they do it; they gave out hundreds of warnings last year. They are actively out and trying to educate. ■Chairman Kelly stated he did not agree with restrictions on private wells. He agreed with private well signs and rain sensors on irrigation systems. ■Mr. Cerel stated that the bylaw being discussed includes private wells, but it is a rewrite and tightening up of the process; he advised going forward with the bylaw even if going to omit private wells.

SUBCOMMITTEE REPORTS: *None.*

TOWN ADMINISTRATOR'S REPORT: *None.*

FUTURE AGENDA ITEMS: ► Ms. Pellegrini asked if this was where she should talk about the resident who did not get his road plowed. ► Chairman Kelly stated Mr. Nutting would get back to the Town Council on this and it would be put on the agenda and talked about at the next meeting.

COUNCIL COMMENTS: ► Ms. Pellegrini thanked the DPW for their long hours and good work. ► Mr. Padula told Mr. Cantoreggi it was a good job on the snow removal. He read a statement about teachers and coaches describing what is learned in school from teachers and coaches. ► Mr. Vallee suggested a presentation by the water expert mentioned by Mr. Cantoreggi. ► Mr. Cantoreggi stated he thought the person had retired, but he would try to reach out to him. ► Mr. Jones thanked everyone that came out tonight at the Fire Department for the presentation of CPR and Narcan training by the SAFE Coalition. Congratulations to the Patriots for winning the Superbowl. ► Mr. Dellorco stated that on the morning of the bad ice, he had gone to work at 4:30 AM and there was nothing on the roads. The ice came fast. ► Mr. Bissanti stated great job to Mr. Cantoreggi. He stated he still thinks the town has an archaic notification system. He cannot believe the schools did not have at least a two-hour delay that morning. He commended Mr. Cantoreggi on tonight's presentation. ► Ms. Pfeffer stated there were a few complaints about the sidewalks around Davis Thayer School not being plowed and kids were walking on the street. She stated she has heard there is a place in Milford, Compassion New England, that will help and assist homeless people. She stated the town needs to implement some kind of rules for the Library and the Senior Center; the town has many groups using these facilities and the people need to be able to sell what they are creating such as paintings, books, and garden club creations. These are Franklin clubs and organizations; it has to be welcoming and open and allow these people to make some money. ► Chairman Kelly stated the town workers did a great job on the roads, but the people higher up could have made some better choices regarding the flash-freezing ice situation. He stated that it is very important that Mr. Cantoreggi communicate with the nine Town Council members as to what is going on as the Town

Council members get many calls from citizens and they are elected by the citizens. The Town Council members need to get more information. ► Mr. Cantoreggi stated they watch the weather all the time; there was no indication that it was going to freeze. Even DOT did not know. He stated that at times he has been accused of giving too much information and using the All Call system too much. ► Chairman Kelly stated it would have only taken Mr. Cantoreggi a few minutes to send all nine Town Council members an email about the flash freeze and what they were doing about it. He stated that he wants better communication; the Town Council members get so many calls from residents. ► Mr. Cantoreggi stated they should talk offline about expectations.

EXECUTIVE SESSION: *Potential Purchase of Land at 0 Washington Street (Exercise of Town's Right of First Refusal – Discussion Only)*. MOTION to Move that Town Council enters executive session for discussion to consider the purchase, exchange, lease of value of real property by Pfeffer. SECOND by Dellorco. ► ROLL CALL VOTE: Bissanti-YES; Dellorco-YES; Jones-YES; Kelly-YES; Padula-YES; Pellegrini-YES; Pfeffer-YES; Vallee-YES. ► VOTE: Yes-8, No-0, Absent-1.

Town Council Meeting Public Session ended at 9:02 PM.

Respectfully submitted,

Judith Lizardi
Recording Secretary



APPOINTMENTS

Franklin Cultural Council

Lesley Anne McCaffrey
16 Dover Circle

The Franklin Cultural Council has recommended the appointment of Lesley Anne McCaffrey to serve as a member of the Franklin Cultural Council with an expiration of June 30, 2018.

MOTION to ratify the appointment by the Town Administrator of Lesley Anne McCaffrey to serve as a member of the Franklin Cultural Council.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

A True Record Attest:

YES _____ **NO** _____

Teresa M. Burr
Town Clerk

ABSTAIN _____

ABSENT _____

Judith Pond Pfeffer, Clerk
Franklin Town Council



License Transactions:

Applicant: Mormax Corporation d/b/a BJ's Wholesale Club

The applicant is seeking a Transfer of License from Brunelli Industries, Inc., d/b/a Anne's Country Market with the Manager to be Gerard A. Charbonneau.

Lease between BJ's Wholesale Club and NDNE Corporate Drive LLC (Landlord) is available in the office for viewing.

All Departments have signed off on this application.

Motion to approve the request by Mormax Corporation for a Transfer of License from Brunelli Industries, Inc. dba Anne's Country Market with the Manager to be Gerard A. Charbonneau.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

YES _____ NO _____

ABSTAIN _____

ABSENT _____

A True Record Attest:

Teresa M. Burr
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission

For Reconsideration

LOCAL LICENSING AUTHORITY REVIEW RECORD

ABCC License Number

Franklin
City/Town

02/06/2017
Date Filed with LLA

TRANSACTION TYPE (Please check all relevant transactions):

| | | | |
|---|--|---|---|
| <input type="checkbox"/> New License | <input type="checkbox"/> Change Corporate Name | <input type="checkbox"/> Pledge of Collateral (i.e. License/Stock) | <input type="checkbox"/> Change Corporate Structure (i.e. Corp / LLC) |
| <input checked="" type="checkbox"/> Transfer of License | <input type="checkbox"/> Change of DBA | <input type="checkbox"/> Change of Class (i.e. Annual / Seasonal) | <input type="checkbox"/> Change of Hours |
| <input type="checkbox"/> Change of Manager | <input type="checkbox"/> Alteration of Licensed Premises | <input type="checkbox"/> Change of License Type (i.e. club / restaurant) | <input type="checkbox"/> Issuance/Transfer of Stock/New Stockholder |
| <input type="checkbox"/> Change of Beneficial Interest | <input type="checkbox"/> Change of Location | <input type="checkbox"/> Change of Category (i.e. All Alcohol/Wine, Malt) | <input type="checkbox"/> Management/Operating Agreement |

APPLICANT INFORMATION

Name of Licensee: Mormax Corporation D/B/A: BJ's Wholesale Club

ADDRESS: 25 Research Drive CITY/TOWN: Westborough STATE: MA ZIP CODE: 01581

Manager: Gerard A. Charbonneau

Type: \$15 Supermarket Class: Annual Category: Wines and Malt Beverages

(i.e. restaurant, package store) (Annual or Seasonal) (i.e. Wines and Malts / All Alcohol)

Granted under Special Legislation? Yes No

If Yes, Chapter _____ of the Acts of (year) _____

LOCAL LICENSING AUTHORITY DECISION

Please indicate the decision of the Local Licensing Authority: Approves this Application

Please indicate what days and hours the licensee will sell alcohol: Mon - Sat 8:00 AM - 10:00 PM Sun: 10:00 AM - 8:00 PM

If **Approving With Modifications**, please indicate below what changes the LLA is making:

Please indicate if the LLA is downgrading the License Category (approving only Wines and Malts if applicant applied for All Alcohol):

| <u>Changes to the Premises Description</u> | Indoor Area Total Square Footage <input type="checkbox"/> | <table border="1"> <thead> <tr> <th>Floor Number</th> <th>Square Footage</th> <th>Number of Rooms</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table> | Floor Number | Square Footage | Number of Rooms | | | | | | | | | |
|---|---|---|-----------------|----------------|-----------------|--|--|--|--|--|--|--|--|--|
| Floor Number | Square Footage | | Number of Rooms | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| Patio/Deck/Outdoor Area Total Square Footage <input type="checkbox"/> | Number of Entrances <input type="checkbox"/> | | | | | | | | | | | | | |
| Seating Capacity <input type="checkbox"/> | Number of Exits <input type="checkbox"/> | | | | | | | | | | | | | |

Abutters Notified: Yes No Date of Abutter Notification: _____ Date of Advertisement: 2/13/2017

Please add any additional remarks or conditions here:

Check here if you are attaching additional documentation

Alcoholic Beverages Control Commission
Ralph Sacramone
Executive Director

The Local Licensing Authorities By:

Judith Pond Pfeffer
Clerk,

03/01/2017
Date APPROVED by LLA

Franklin Town Council



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

APPLICATION FOR A RETAIL ALCOHOLIC BEVERAGES LICENSE

RECEIVED

FEB 06 2017

TOWN ADMINISTRATOR
TOWN OF FRANKLIN

The following documentation is required as a part of your retail license application.

ABCC investigators reserve the right to request additional documents as a part of their investigation.

- Monetary Transmittal Form with \$200 fee
You can PAY ONLINE or include a \$200 check made out to the ABCC
- Retail Application (this packet)
- Beneficial Interest - Individual Form
For any individual with direct or indirect interest in the proposed licensee
- Beneficial Interest - Organization Form
For any organization with direct or indirect interest in the proposed licensee

For the manager of record AND any individual with direct or indirect interest in the proposed licensee. This form must be notarized with a stamp*

- Proof of Citizenship for proposed manager of record
Passport, US Birth Certificate, Naturalization Papers, Voter Registration
- Vote of the Corporate Board
A corporate vote to apply for a new / transfer of license and a corporate vote to appointing the manager of record, signed by an authorized signatory for the proposed licensed entity
- Business Structure Documents
If Proposed Licensee is applying as:
 - A Corporation or LLC - **Articles of Organization** from the Secretary of the Commonwealth
 - A Partnership - **Partnership Agreement**
 - Sole Proprietor - **Business Certificate**
- Purchase and Sale Documentation
Required if this application is for the transfer of an existing retail alcoholic beverages license
- Supporting Financial Documents
Documentation supporting any loans or financing, including pledge documents, if applicable
- Floor Plan
Detailed Floor Plan showing square footage, entrances and exits and rooms

Signed by proposed licensee and landlord. If lease is contingent upon receiving this license, a copy of the unsigned lease along with a letter of intent to lease, signed by licensee and landlord

* Excludes Officers and Directors of Non-Profit Clubs



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL LICENSING AUTHORITY.

ECRT CODE: RETA

CHECK PAYABLE TO ABCC OR COMMONWEALTH OF MA: \$200.00

(CHECK MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL)

CHECK NUMBER

IF USED EPAY, CONFIRMATION NUMBER

A.B.C.C. LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

LICENSEE NAME

Mormax Corporation dba BJ's Wholesale Club

ADDRESS

25 Research Drive

CITY/TOWN

Westborough

STATE

MA

ZIP CODE

01581

TRANSACTION TYPE (Please check all relevant transactions):

- Alteration of Licensed Premises
- Change Corporate Name
- Change of License Type
- Change of Location
- Change of Manager
- Other
- Cordials/Liqueurs Permit
- Issuance of Stock
- Management/Operating Agreement
- More than (3) \$15
- New License
- New Officer/Director
- New Stockholder
- Pledge of Stock
- Pledge of License
- Seasonal to Annual
- Transfer of License
- Transfer of Stock
- Wine & Malt to All Alcohol
- 6-Day to 7-Day License

THE LOCAL LICENSING AUTHORITY MUST MAIL THIS TRANSMITTAL FORM ALONG WITH THE CHECK, COMPLETED APPLICATION, AND SUPPORTING DOCUMENTS TO:

ALCOHOLIC BEVERAGES CONTROL COMMISSION
P. O. BOX 3396
BOSTON, MA 02241-3396



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

APPLICATION FOR A RETAIL ALCOHOLIC BEVERAGES LICENSE

Please complete this entire application, leaving no fields blank. If field does not apply to your situation, please write N/A.

1. NAME OF PROPOSED LICENSEE (Business Contact)

This is the corporation or LLC which will hold the license, **not** the individual submitting this application. If you are applying for this license as a sole proprietor, not an LLC, corporation or other legal entity, you may enter your personal name here.

2. RETAIL APPLICATION INFORMATION

There are two ways to obtain an alcoholic beverages license in the Commonwealth of Massachusetts, either by obtaining an existing license through a transfer or by applying for a new license.

Are you applying for a new license New Transfer or the transfer of an existing license?

If transferring, please indicate the current ABCC license number you are seeking to obtain:

If applying for a new license, are you applying for this license pursuant to special legislation?

Yes No Chapter Acts of

If transferring, by what method is the license being transferred?

3. LICENSE INFORMATION / QUOTA CHECK

City/Town On/Off-Premises

| TYPE | CATEGORY | CLASS |
|--|---|-------------------------------------|
| <input type="text" value="§15 Supermarket"/> | <input type="text" value="Wines and Malt Beverages"/> | <input type="text" value="Annual"/> |

4. APPLICATION CONTACT

The application contact is required and is the person who will be contacted with any questions regarding this application.

First Name: Middle: Last Name:

Title: Primary Phone:

Email:

5. OWNERSHIP Please list all individuals or entities with a direct or indirect, beneficial or financial interest in this license.

An individual or entity has a direct beneficial interest in a license when the individual or entity owns or controls any part of the license. For example, if John Smith owns Smith LLC, a licensee, John Smith has a direct beneficial interest in the license.

An individual or entity has an indirect beneficial interest if the individual or entity has 1) any ownership interest in the license through an intermediary, no matter how removed from direct ownership, 2) any form of control over part of a license no matter how attenuated, or 3) otherwise benefits in any way from the licensee's operation. For Example, Jane Doe owns Doe Holding Company Inc., which is a shareholder of Doe LLC, the license holder. Jane Doe has an indirect interest in the license.

A. All individuals listed below are required to complete a [Beneficial Interest Contact - Individual](#) form.
 B. All entities listed below are required to complete a [Beneficial Interest Contact - Organization](#) form.
 C. Any individual with any ownership in this license and/or the proposed manager of record must complete a [CORI Release Form](#).

| Name | Title / Position | % Owned | Other Beneficial Interest |
|-------------------------------------|------------------|---------|---------------------------|
| Christopher Baldwin, President BJ's | Officer | 0% | |
| Robert Eddy, President Mormax | Officer | 0% | |

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

5. OWNERSHIP (continued)

| Name | Title / Position | % Owned | Other Beneficial Interest |
|----------------------------------|------------------|----------------|---------------------------|
| Arlene Feldman, Secretary Mormax | Officer | 0% | |
| Graham Luce, Secretary BJ's | Officer | 0% | |
| Kristyn Sugrue, VP BJ's | Officer | 0% | |
| BJ's Wholesale Club, Inc. (BJ's) | Stockholder | 100% of Mormax | |
| Beacon Holding Inc. (Beacon) | Stockholder | 100% of BJ's | |

6. PREMISES INFORMATION

Please enter the address where the alcoholic beverages are sold.

Premises Address

Street Number: Street Name: Unit:

City/Town: State: Zip Code:

Country:

Description of Premises

Please provide a complete description of the premises, including the number of floors, number of rooms on each floor, any outdoor areas to be included in the licensed area, and total square footage.

| Floor Number | Square Footage | Number of Rooms |
|--------------|----------------|---------------------------|
| 1 | 108,503 | 1 main room, building |
| | | includes non-public |
| | | receiving, meat, deli and |
| | | bakery prep, tire bay and |
| | | office mezzanine |
| | | |
| | | |
| | | |

Patio/Deck/Outdoor Area Total Square Footage

Indoor Area Total Square Footage

Number of Entrances

Number of Exits

Proposed Seating Capacity

Proposed Occupancy

Occupancy of Premises

Please complete all fields in this section. Documentation showing proof of legal occupancy of the premises is required.

Please indicate by what right the applicant has to occupy the premises

Landlord Name

Landlord Phone

Landlord Address

Lease Beginning Term

Lease Ending Term

Rent per Month

Rent per Year

If leasing or renting the premises, a signed copy of the lease is required.

If the lease is contingent on the approval of this license, and a signed lease is not available, a copy of the unsigned lease and a letter of intent to lease, signed by the applicant and the landlord, is required.

Please indicate if the terms of the lease include payments based on the sale of alcohol: Yes No

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

7. BUSINESS CONTACT

The Business Contact is the proposed licensee. If you are applying as a Sole Proprietor (the license will be held by an individual, not a business), you should use your own name as the entity name.

* Please see last page of application for required documents based on Legal Structure *

Entity Name: FEIN:

DBA: Fax Number:

Primary Phone: Email:

Alternative Phone: Legal Structure of Entity:

Business Address (Corporate Headquarters) Check here if your Business Address is the same as your Premises Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address Check here if your Mailing Address is the same as your Premises Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Is the Entity a Massachusetts Corporation? Yes No

If no, is the Entity registered to do business in Massachusetts? Yes No

If no, state of incorporation

Other Beneficial Interest

Does the proposed licensee have a beneficial interest in any other Massachusetts Alcoholic Beverages Licenses? Yes No *If yes, please complete the following table.*

| Name of License | Type of License | License Number | Premises Address |
|--------------------|-------------------|----------------|------------------|
| Mormax Corporation | \$15 Off Premises | 00091-PK-1244 | Attleboro |
| Mormax Corporation | \$15 Off Premises | 00103-PK-0220 | Chicopee |
| Mormax Corporation | \$15 Off Premises | 02680-RS-0266 | Dartmouth |
| Mormax Corporation | \$15 Off Premises | 00033-PK-0274 | Dedham |
| Mormax Corporation | \$15 Off Premises | 00051-PK-0902 | Northborough |
| Mormax Corporation | \$15 Off Premises | 00041-PK-1244 | Stoughton |

Prior Disciplinary Action:

Has any alcoholic beverages license owned by the proposed licensee ever been disciplined for an alcohol related violation?

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

8. MANAGER CONTACT

The Manager Contact is required and is the individual who will have day-to-day, operational control over the liquor license.

Salutation First Name Middle Name Last Name Suffix

Social Security Number Date of Birth

Primary Phone: Email:

Mobile Phone: Place of Employment

Alternative Phone: Fax Number

Citizenship / Residency / Background Information of Proposed Manager

Are you a U.S. Citizen? Yes No

Have you ever been convicted of a state, federal, or military crime? Yes No
If yes, attach an affidavit that lists your convictions with an explanation for each

Have you ever been Manager of Record of a license to sell alcoholic beverages? Yes No

If yes, please list the licenses for which you are the current or proposed manager:

Do you have direct, indirect, or financial interest in this license? Yes No

If yes, percentage of interest

If yes, please indicate type of Interest (check all that apply):

| | |
|---|--|
| <input type="checkbox"/> Officer | <input type="checkbox"/> Sole Proprietor |
| <input type="checkbox"/> Stockholder | <input type="checkbox"/> LLC Manager |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Director |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Landlord |
| <input type="checkbox"/> Contractual | <input type="checkbox"/> Revenue Sharing |
| <input type="checkbox"/> Management Agreement | <input type="checkbox"/> Other |

Please indicate how many hours per week you intend to be on the licensed premises

Employment Information of Proposed Manager

Please provide your employment history for the *past 10 years*

| Date(s) | Position | Employer | Address | Phone |
|--------------------|----------|---------------------------|------------------------------------|--------------|
| 06/29/2000-present | Manager | BJ's Wholesale Club, Inc. | 25 Research Drive, Westborough, MA | 774-512-7400 |
| | | | | |
| | | | | |
| | | | | |

Prior Disciplinary Action of Proposed Manager

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |



Manager of Record Experience

Jay Charbonneau has been a valued employee of BJ's Wholesale Club for many years. During his more than thirty years of service as Operations Manager for our Stoughton location Jay was responsible for ensuring that all the cashiers were TIPS trained and that all sales of alcohol were proper in accordance with that training. Jay monitored all tasting events and was responsible for receiving, stocking and replenishment of the liquor shop in Stoughton.

BJ's has every confidence that Jay will take excellent care of BJ's Members and ensure that alcohol sales will not be made to minors. Jay's commitment to the well-being of today's youth is demonstrated by his elected position as the chairman of the Pawtucket School Committee.

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGES LICENSE

9. FINANCIAL INFORMATION

Please provide information about associated costs of this license.

Associated Costs

| | |
|---|--------------|
| A. Purchase Price for Building/Land | N/A |
| B. Purchase Price for any Business Assets | \$120,000.00 |
| C. Costs of Renovations/Construction | \$10,000.00 |
| D. Purchase Price of Inventory | \$20,000.00 |
| E. Initial Start-Up Costs | |
| F. Other (Please specify) | |
| G. Total Cost (Add lines A-F) | \$150,000.00 |

Please note, the total amount of **Cash Investment** (top right table) plus the total amount of **Financing** (bottom right table) must be equal to or greater than the **Total Cost** (line G above).

Please provide information about the sources of cash and/or financing for this transaction

Source of Cash Investment

| Name of Contributor | Amount of Contribution |
|------------------------|------------------------|
| Mormax Corporate Funds | \$150,000.00 |
| | |
| | |
| Total: | |

Source of Financing

| Name of Lender | Amount | Does the lender hold an interest in any MA alcoholic beverages licenses? | If yes, please provide ABCC license number of lender |
|----------------|--------|--|--|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| Total: | | | |

10. PLEDGE INFORMATION

Are you seeking approval for a pledge? Yes No

Please indicate what you are seeking to pledge (check all that apply)

License Stock / Beneficial Interest Inventory

To whom is the pledge is being made:

Does the lender have a beneficial interest in this license? Yes No

Does the lease require a pledge of this license? Yes No

APPLICANT'S STATEMENT

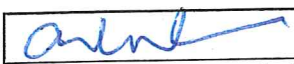
I, Arlene C. Feldman the: sole proprietor; partner; corporate principal; LLC/LLP member
Authorized Signatory

of Mormax Corporation, hereby submit this application for Package wine and malt beverage permit
Name of the Entity/Corporation Transaction(s) you are applying for

(hereinafter the "Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval.

I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the Application, and as such affirm that all statement and representations therein are true to the best of my knowledge and belief. I further submit the following to be true and accurate:

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises does not violate any requirement of the ABCC or other state law or local ordinances;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the Application information as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of, the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.

Signature: 
Arlene C. Feldman/Secretary

Date: 2/3/2017

Title: Secretary, Mormax Corporation



The Commonwealth of Massachusetts
Department of the State Treasurer
Alcoholic Beverages Control Commission
Boston, Massachusetts 02114

Deborah B. Goldberg
Treasurer and Receiver General

Kim J. Gainsboro, Esq.
Chairman

MEMORANDUM FOR FILE

APPLICANT'S REQUEST FOR EXEMPTION
FROM DISCLOSURE REQUIRED UNDER § 15A

MORMAX CORP. D/B/A BJ'S WHOLESALE CLUB
460 STATE ROAD
DARTMOUTH, MA 02747
LICENSE#: NEW

Commissioners: McNally and Lashway;
Investigator: Nick Velez
Counsel for Applicant: Graham Luce, General Counsel, Sr. V.P.

In July of 2016, an application for a new license for a § 15 retail package store wines and malt beverages license for Mormax Corporation d/b/a BJ's Wholesale Club ("Mormax") was submitted to the Alcoholic Beverages Control Commission (the "Commission").

Mormax Corporation ownership structure changed in 2011 (from public to private) with its acquisition of BJ's Wholesale Club, Inc. from public shareholders. This ownership structure was approved by the Commission in 2012, and on this date, remains unchanged from the Commission's original 2012 approval.

OWNERSHIP STRUCTURE OF MORMAX CORPORATION

Mormax Corporation is a wholly (100%) owned direct subsidiary of BJ's Wholesale Club, Inc.;

BJ's Wholesale Club is a wholly (100%) owned direct subsidiary of Beacon Holding Inc.; Beacon Holding Inc., is predominantly owned (99%) by two private equity owners:

- a. CVC Fund V, L.P. ("CVC Funds") which are managed by CVC Capital Partners Advisory (U.S.) Inc. which is an investment advisor registered with the SEC;
- b. Leonard Green & Partners, L.P. ("LGP Funds"), is a Delaware Limited Partnership. LGP is registered with the SEC as an investment advisor.

Each of these private equity fund owners hold equivalent aggregate ownership stakes in Beacon Holding Inc.

1

- c. The remaining less than one percent (>1%) of the securities of Beacon Holdings, Inc. is held by members of management and Mormax Board of directors, and none of these individuals holds five (5%) percent or more of the securities of Beacon Holdings, Inc.

CVC Funds: investors consist of over 150 (one hundred and fifty) institutional investors such as pension funds, endowments and sovereign wealth funds, with in the aggregate significantly more than one thousand (1000) beneficiaries or individual interest holders, no individual investor in the CVC Funds owns ten (10%) percent or more of CVC Funds. Therefore, no individual investor in CVC Funds owns a five (5%) or greater interest in Beacon Holding, Inc.

The individuals at CVC Funds with direct involvement with in the CVC Funds' Investment in Beacon Holding, Inc. are those individuals on the Board of Directors of Beacon Holding, Inc. are:

1. Christopher Stadler - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
2. Cameron Breitner - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
3. Kenneth Hammond - information is already on file and previously approved by the Commission for the 2012 change in ownership structure.

Leonard Green & Partners, L.P. ("LGP Funds"): the investors consist of numerous institutional investors such as pension funds, endowments, and sovereign wealth funds, with in the aggregate more than one thousand (1000) beneficiaries or individual interest holders; no individual investor in the LGP Funds owns ten (10%) percent or more of LGP Funds.

Therefore, no individual investor in LGP Funds owns a five (5%) or greater interest in Beacon Holding, Inc.

The individuals at LGP Funds with direct involvement with in the LGP Funds' Investment in Beacon Holding, Inc. are those individuals on the Board of Directors of Beacon Holding, Inc. are:

4. Kristopher Galashan - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
5. Jonathan Seiffer - information is already on file and previously approved by the Commission for the 2012 change in ownership structure;
6. Jonathan Sokoloff - information is already on file and previously approved by the Commission for the 2012 change in ownership structure.

Operational Control: No person associated with CVC Funds or LGP Funds exercises any operational control of Mormax Corporation. Other than the members of Beacon Holding Inc.'s Board or Directors (whose personal information is on file with Commission) no person associated with the CVC Funds or the LGP Funds has any operational control of Beacon Holding, Inc.

Request for Relief/Exemption of Disclosure: Mormax Corporation requests relief from further disclosure of the ownership of Beacon Holdings, Inc. because no individual owns five (5%) percent or more of the ownership interests in Beacon Holdings, Inc. It would impractical, if not impossible, for Mormax Corporation to obtain and disclose further information regarding the individual owners of the CVC Funds or the LGP Funds because:

- (i) it would create a massive hardship to obtain the names of all individual interest holders as there would be substantially more than 1000 (one thousand) such individuals;
- (ii) no individual owns five (5%) percent or more of the ownership interests in Beacon Holding Inc.;
- (iii) it would be impossible to obtain and disclose further information.

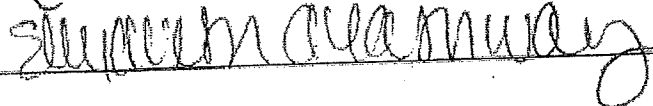
DISCUSSION

When an applicant seeks an exemption from disclosure of entities or individuals with a beneficial interest in a license, the Commission will consider several factors, including but not limited to: (1) the hardship on the Applicant to disclose all individuals and/or entities with a beneficial interest; (2) how many individuals and/or entities the Applicant is seeking to have exempted; (3) whether the individuals and/or entities seeking an exemption would have only a *de minimus* ownership interest; and (4) whether the individuals and/or entities would have control over the operation of the licensed establishment.

The factors in this application weigh in favor of granting an exemption to the PIF and CORI form requirements. These investors would only have *de minimus* ownership in Beacon Holding, Inc. of less than 5% ownership, see, e.g., Johnson v. Martignetti, 374 Mass. 784, 789 (1978) (“[t]he logical, reasonable inference is that a holding of more than 10% of the voting stock of an establishment owning a liquor license would tend to support an inference that there was a “direct or indirect” interest under c. 138’s statutory scheme”); Number Three Lounge, Inc. v. Alcoholic Beverages Control Comm’n, 7 Mass. App. Ct. 301, 312 (1979) (“[b]ecause of this the licensing authorities have the legitimate right to expect full disclosure of holdings in the nature of *substantial* indirect as well as direct beneficial interests in an entity which seeks to own a license”) (emphasis supplied); and none would have any operational control over the licensed establishment.

The Commission has voted on this date, August 26, 2016, to grant an exemption to the disclosure and CORI form requirement and to approve Mormax Corporation’s application to proceed through the normal process.

Kathleen McNally, Commissioner 

Elizabeth Lashway, Commissioner 

Dated: August 26, 2016

cc: Graham Luce, Esq.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

| | | | | | | | | | |
|--------------------|-------------------------------|------------|------------------------|----------------------|----|---------------|---------|--------|--|
| Salutation | Mr. | First Name | Christopher | Middle Name | J. | Last Name | Baldwin | Suffix | |
| Title: | Member of the Board of Entity | | Social Security Number | | | Date of Birth | | | |
| Primary Phone: | | | Email: | LegalNotices@bjs.com | | | | | |
| Mobile Phone: | | | Fax Number | 774-512-5576 | | | | | |
| Alternative Phone: | | | | | | | | | |

Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive; Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive; Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Types of Interest (select all that apply)

| | | | | |
|--------------------------------------|---|---|--------------------------------------|--------------------------------|
| <input type="checkbox"/> Contractual | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Landlord | <input type="checkbox"/> LLC Manager | |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Management Agreement | <input checked="" type="checkbox"/> Officer | | |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Revenue Sharing | <input type="checkbox"/> Sole Proprietor | <input type="checkbox"/> Stockholder | <input type="checkbox"/> Other |

Citizenship / Residency Information

| | | | |
|-------------------------|---|-----------------------------------|---|
| Are you a U.S. Citizen? | <input checked="" type="radio"/> Yes <input type="radio"/> No | Are you a Massachusetts Resident? | <input type="radio"/> Yes <input checked="" type="radio"/> No |
|-------------------------|---|-----------------------------------|---|

Criminal History

| | | |
|--|---|---|
| Have you ever been convicted of a state, federal, or military crime? | <input type="radio"/> Yes <input checked="" type="radio"/> No | If yes, please provide an affidavit explaining the charges. |
|--|---|---|

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| President, BJ's Wholesale Club, Inc. | 04-3306747 |
| President, Beacon Holding Inc. | 45-2936287 |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|---------------------------------|------------------|----------------|--|
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 022000106 | 650 Memorial Dr., Chicopee, MA 01020 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 027400033 | 688 Providence Hwy, Dedham, MA 02026 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 026602680 | 460 State Rd., Dartmouth, MA 02747 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 005000091 | 287 Washington St., S. Attleboro, MA 02703 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|---------------------|---------------------|--|------------------------|
| | | | |
| | | | |
| | | | |

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

| | | | | | | | | | |
|--------------------|-------------------------------|------------|------------------------|----------------------|----|---------------|------|--------|--|
| Salutation | Mr. | First Name | Robert | Middle Name | W. | Last Name | Eddy | Suffix | |
| Title: | Member of the Board of Entity | | Social Security Number | | | Date of Birth | | | |
| Primary Phone: | 7 | | Email: | LegalNotices@bjs.com | | | | | |
| Mobile Phone: | | | Fax Number | 774-512-5576 | | | | | |
| Alternative Phone: | | | | | | | | | |

Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Types of Interest (select all that apply)

| | | | |
|--------------------------------------|---|---|--------------------------------------|
| <input type="checkbox"/> Contractual | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Landlord | <input type="checkbox"/> LLC Manager |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Management Agreement | <input checked="" type="checkbox"/> Officer | |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Revenue Sharing | <input type="checkbox"/> Sole Proprietor | <input type="checkbox"/> Stockholder |
| | | | <input type="checkbox"/> Other |

Citizenship / Residency Information

| | | | |
|-------------------------|---|-----------------------------------|---|
| Are you a U.S. Citizen? | <input checked="" type="radio"/> Yes <input type="radio"/> No | Are you a Massachusetts Resident? | <input type="radio"/> Yes <input checked="" type="radio"/> No |
|-------------------------|---|-----------------------------------|---|

Criminal History

| | |
|--|---|
| Have you ever been convicted of a state, federal, or military crime? | <input type="radio"/> Yes <input checked="" type="radio"/> No |
|--|---|

If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| Treasurer, Beacon Holding Inc. | 45-2936287 |
| EVP, BJ's Wholesale Club, Inc. | 04-3306747 |
| President and Director, Mormax Corp. | 04-2806199 |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|---------------------------------|------------------|----------------|--|
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 022000106 | 650 Memorial Dr., Chicopee, MA 01020 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 027400033 | 688 Providence Hwy, Dedham, MA 02026 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 026602680 | 460 State Rd., Dartmouth, MA 02747 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 005000091 | 287 Washington St., S. Attleboro, MA 02703 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|---------------------|---------------------|--|------------------------|
| | | | |
| | | | |
| | | | |

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
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ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

| | | | | | | | | | |
|--------------------|-------|------------|------------------------|----------------------|---|---------------|---------|--------|--|
| Salutation | Ms. | First Name | Arlene | Middle Name | C | Last Name | Feldman | Suffix | |
| Title: | Other | | Social Security Number | | | Date of Birth | | | |
| Primary Phone: | | | Email: | LegalNotices@bjs.com | | | | | |
| Mobile Phone: | | | Fax Number | 774-512-5576 | | | | | |
| Alternative Phone: | | | | | | | | | |

Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive; Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Types of Interest (select all that apply)

| | | | | |
|--------------------------------------|---|---|--------------------------------------|--------------------------------|
| <input type="checkbox"/> Contractual | <input type="checkbox"/> Director | <input type="checkbox"/> Landlord | <input type="checkbox"/> LLC Manager | |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Management Agreement | <input checked="" type="checkbox"/> Officer | | |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Revenue Sharing | <input type="checkbox"/> Sole Proprietor | <input type="checkbox"/> Stockholder | <input type="checkbox"/> Other |

Citizenship / Residency Information

| | | | |
|-------------------------|---|-----------------------------------|---|
| Are you a U.S. Citizen? | <input checked="" type="radio"/> Yes <input type="radio"/> No | Are you a Massachusetts Resident? | <input checked="" type="radio"/> Yes <input type="radio"/> No |
|-------------------------|---|-----------------------------------|---|

Criminal History

| | | |
|--|---|---|
| Have you ever been convicted of a state, federal, or military crime? | <input type="radio"/> Yes <input checked="" type="radio"/> No | If yes, please provide an affidavit explaining the charges. |
|--|---|---|

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

| |
|---|
| 0 |
|---|

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| Assistant Secretary, BJ's Wholesale Club, Inc. | 04-3306747 |
| Secretary, Mormax Corp. | 04-2806199 |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|---------------------------------|-------------------|----------------|--|
| Mormax Corp. dba BJ's Wholesale | \$15 Off Premises | 022000106 | 650 Memorial Dr., Chicopee, MA 01020 |
| Mormax Corp. dba BJ's Wholesale | \$15 Off Premises | 027400033 | 688 Providence Hwy, Dedham, MA 02026 |
| Mormax Corp. dba BJ's Wholesale | \$15 Off Premises | 026602680 | 460 State Rd., Dartmouth, MA 02747 |
| Mormax Corp. dba BJ's Wholesale | \$15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp. dba BJ's Wholesale | \$15 Off Premises | 005000091 | 287 Washington St., S. Attleboro, MA 02703 |
| Mormax Corp. dba BJ's Wholesale | \$15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|---------------------|---------------------|--|------------------------|
| | | | |
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Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
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ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

| | | | | | | | | | |
|--------------------|-------|------------|------------------------|----------------------|----|---------------|------|--------|--|
| Salutation | Mr. | First Name | Graham | Middle Name | N. | Last Name | Luce | Suffix | |
| Title: | Other | | Social Security Number | | | Date of Birth | | | |
| Primary Phone: | | | Email: | LegalNotices@bjs.com | | | | | |
| Mobile Phone: | | | Fax Number | 774-512-5576 | | | | | |
| Alternative Phone: | | | | | | | | | |

Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | |
| City/Town: | Westborough | State: | MA | | |
| Zip Code: | 01581 | Country: | USA | | |

Types of Interest (select all that apply)

- | | | | |
|--------------------------------------|---|---|--------------------------------------|
| <input type="checkbox"/> Contractual | <input type="checkbox"/> Director | <input type="checkbox"/> Landlord | <input type="checkbox"/> LLC Manager |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Management Agreement | <input checked="" type="checkbox"/> Officer | |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Revenue Sharing | <input type="checkbox"/> Sole Proprietor | <input type="checkbox"/> Stockholder |
| | | | <input type="checkbox"/> Other |

Citizenship / Residency Information

Are you a U.S. Citizen? Yes No Are you a Massachusetts Resident? Yes No

Criminal History

Have you ever been convicted of a state, federal, or military crime? Yes No

If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| Secretary, BJ's Wholesale Club, Inc. | 04-3306747 |
| Secretary, Beacon Holding Inc. | 45-2936287 |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|---------------------------------|------------------|----------------|--|
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 022000106 | 650 Memorial Dr., Chicopee, MA 01020 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 027400033 | 688 Providence Hwy, Dedham, MA 02026 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 026602680 | 460 State Rd., Dartmouth, MA 02747 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 005000091 | 287 Washington St., S. Attleboro, MA 02703 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|---------------------|---------------------|--|------------------------|
| | | | |
| | | | |
| | | | |

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a [CORI Authorization Form](#).

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

| | | | | | | | | | |
|--------------------|-------|------------------------|----------------------|---------------|----|-----------|--------|--------|--|
| Salutation | Ms. | First Name | Kristyn | Middle Name | M. | Last Name | Sugrue | Suffix | |
| Title: | Other | Social Security Number | | Date of Birth | | | | | |
| Primary Phone: | | Email: | LegalNotices@bjs.com | | | | | | |
| Mobile Phone: | | Fax Number | 774-512-5576 | | | | | | |
| Alternative Phone: | | | | | | | | | |

Business Address

| | | | | | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|--|--|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | | | | | |
| City/Town: | Westborough | State: | MA | | | | | | |
| Zip Code: | 01581 | Country: | USA | | | | | | |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | | | | | | | |
|----------------|-------------|--------------|---------------------------------|--|--|--|--|--|--|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing | | | | | | |
| City/Town: | Westborough | State: | MA | | | | | | |
| Zip Code: | 01581 | Country: | USA | | | | | | |

Types of Interest (select all that apply)

| | | | | |
|--------------------------------------|---|---|--------------------------------------|--------------------------------|
| <input type="checkbox"/> Contractual | <input type="checkbox"/> Director | <input type="checkbox"/> Landlord | <input type="checkbox"/> LLC Manager | |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Management Agreement | <input checked="" type="checkbox"/> Officer | | |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Revenue Sharing | <input type="checkbox"/> Sole Proprietor | <input type="checkbox"/> Stockholder | <input type="checkbox"/> Other |

Citizenship / Residency Information

| | | | |
|-------------------------|---|-----------------------------------|---|
| Are you a U.S. Citizen? | <input checked="" type="radio"/> Yes <input type="radio"/> No | Are you a Massachusetts Resident? | <input checked="" type="radio"/> Yes <input type="radio"/> No |
|-------------------------|---|-----------------------------------|---|

Criminal History

| | | |
|--|---|---|
| Have you ever been convicted of a state, federal, or military crime? | <input type="radio"/> Yes <input checked="" type="radio"/> No | If yes, please provide an affidavit explaining the charges. |
|--|---|---|

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

0

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| Vice President, BJ's Wholesale Club, Inc. | 04-3306747 |
| | |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|---------------------------------|------------------|----------------|--|
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 022000106 | 650 Memorial Dr., Chicopee, MA 01020 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 027400033 | 688 Providence Hwy, Dedham, MA 02026 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 026602680 | 460 State Rd., Dartmouth, MA 02747 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 005000091 | 287 Washington St., S. Attleboro, MA 02703 |
| Mormax Corp. dba BJ's Wholesale | §15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|---------------------|---------------------|--|------------------------|
| | | | |
| | | | |
| | | | |

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGE LICENSE

BENEFICIAL INTEREST - Organization

Please complete a Beneficial Interest - Organization sheet for all organization(s) who have a direct or indirect beneficial interest, with or without ownership, in this license.

Example:

ABC Inc. is applying for a liquor license. ABC Inc. is 100% owned by XYZ Inc., which is 100% owned by 123 Inc. XYZ Inc. is considered to have a direct beneficial interest in the proposed licensee (ABC Inc.) and 123 Inc. is considered to have indirect beneficial interest in the proposed licensee (ABC Inc.). Both XYZ Inc. and 123 Inc. should complete a Beneficial Interest - Organization Form.

| | | | |
|--------------------|--------------|-------------|----------------------|
| Entity Name: | Mormax Corp. | FEIN: | 04-2806199 |
| Primary Phone: | 774-512-7400 | Fax Number: | 774-512-5576 |
| Alternative Phone: | 774-512-5845 | Email: | LegalNotices@bjs.com |

Business Address

| | | | |
|----------------|-------------|--------------|---------------------------------|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing |
| City/Town: | Westborough | State: | MA |
| Zip Code: | 01581 | Country: | USA |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | |
|----------------|-------------|--------------|---------------------------------|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing |
| City/Town: | Westborough | State: | MA |
| Zip Code: | 01581 | Country: | USA |

Publicly Traded

Is this organization publicly traded? Yes No

Ownership / Interest

Using the definition above, does this organization hold a direct or indirect interest in the proposed licensee? Direct Indirect

If this organization holds a direct beneficial interest in the proposed licensee, please list the % of interest it holds.

100%

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table on the next page.

Ownership / Interest

If this organization holds an indirect interest in the proposed licensee, please list the organization(s) it holds a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------|
| | |
| | |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest this entity has in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|--|-------------------|----------------|--|
| Mormax Corp dba BJ's Wholesale <input checked="" type="checkbox"/> | \$15 Off Premises | 022000106 | 650 Memorial Drive, Chicopee, MA 01020 |
| Mormax Corp dba BJ's Wholesale <input checked="" type="checkbox"/> | \$15 Off Premises | 027400033 | 688 Providence Highway, Dedham, MA 02026 |
| Mormax Corp dba BJ's Wholesale <input checked="" type="checkbox"/> | \$15 Off Premises | 026602680 | 460 State Road, Dartmouth, MA 02747 |
| Mormax Corp dba BJ's Wholesale <input checked="" type="checkbox"/> | \$15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp dba BJ's Wholesale <input checked="" type="checkbox"/> | \$15 Off Premises | 005000091 | 287 Washington St., S. Attleboro, MA 02703 |
| Mormax Corp dba BJ's Wholesale <input checked="" type="checkbox"/> | \$15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Prior Disciplinary Action

Has this entity ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action?
If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGE LICENSE

BENEFICIAL INTEREST - Organization

Please complete a Beneficial Interest - Organization sheet for all organization(s) who have a direct or indirect beneficial interest, with or without ownership, in this license.

Example:

ABC Inc. is applying for a liquor license. ABC Inc. is 100% owned by XYZ Inc., which is 100% owned by 123 Inc. XYZ Inc. is considered to have a direct beneficial interest in the proposed licensee (ABC Inc.) and 123 Inc. is considered to have indirect beneficial interest in the proposed licensee (ABC Inc.). Both XYZ Inc. and 123 Inc. should complete a Beneficial Interest - Organization Form.

| | | | |
|--------------------|---------------------------|-------------|----------------------|
| Entity Name: | BJ's Wholesale Club, Inc. | FEIN: | 04-3306747 |
| Primary Phone: | 774-512-7400 | Fax Number: | 774-512-5576 |
| Alternative Phone: | 774-512-5845 | Email: | LegalNotices@bjs.com |

Business Address

| | | | |
|----------------|-------------|--------------|---------------------------------|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing |
| City/Town: | Westborough | State: | MA |
| Zip Code: | 01581 | Country: | USA |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | |
|----------------|-------------|--------------|---------------------------------|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing |
| City/Town: | Westborough | State: | MA |
| Zip Code: | 01581 | Country: | USA |

Publicly Traded

Is this organization publicly traded? Yes No

Ownership / Interest

Using the definition above, does this organization hold a direct or indirect interest in the proposed licensee? Direct Indirect

If this organization holds a direct beneficial interest in the proposed licensee, please list the % of interest it holds.

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table on the next page.

Ownership / Interest

If this organization holds an indirect interest in the proposed licensee, please list the organization(s) it holds a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| Mormax Corp. | 04-2806199 |
| | |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest this entity has in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|--------------------------------|-------------------|----------------|--|
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 022000106 | 650 Memorial Drive, Chicopee, MA 01020 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 027400033 | 688 Providence Highway, Dedham, MA 02026 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 026602680 | 460 State Road, Dartmouth, MA 02747 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 005000091 | 287 Washington Street, S. Attleboro, MA 02703 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Prior Disciplinary Action

Has this entity ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

APPLICATION FOR A NEW RETAIL ALCOHOLIC BEVERAGE LICENSE

BENEFICIAL INTEREST - Organization

Please complete a Beneficial Interest - Organization sheet for all organization(s) who have a direct or indirect beneficial interest, with or without ownership, in this license.

Example:

ABC Inc. is applying for a liquor license. ABC Inc. is 100% owned by XYZ Inc., which is 100% owned by 123 Inc. XYZ Inc. is considered to have a direct beneficial interest in the proposed licensee (ABC Inc.) and 123 Inc. is considered to have indirect beneficial interest in the proposed licensee (ABC Inc.). Both XYZ Inc. and 123 Inc. should complete a Beneficial Interest - Organization Form.

| | | | |
|--------------------|---------------------|-------------|----------------------|
| Entity Name: | Beacon Holding Inc. | FEIN: | 45-2936287 |
| Primary Phone: | 774-512-7400 | Fax Number: | 774-512-5576 |
| Alternative Phone: | 774-512-5845 | Email: | LegalNotices@bjs.com |

Business Address

| | | | |
|----------------|-------------|--------------|---------------------------------|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing |
| City/Town: | Westborough | State: | MA |
| Zip Code: | 01581 | Country: | USA |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | |
|----------------|-------------|--------------|---------------------------------|
| Street Number: | 25 | Street Name: | Research Drive, Attn: Licensing |
| City/Town: | Westborough | State: | MA |
| Zip Code: | 01581 | Country: | USA |

Publicly Traded

Is this organization publicly traded? Yes No

Ownership / Interest

Using the definition above, does this organization hold a direct or indirect interest in the proposed licensee? Direct Indirect

If this organization holds a direct beneficial interest in the proposed licensee, please list the % of interest it holds.

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table on the next page.

Ownership / Interest

If this organization holds an indirect interest in the proposed licensee, please list the organization(s) it holds a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------------|
| BJ's Wholesale Club, Inc. | 04-3306747 |
| | |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest this entity has in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|--------------------------------|-------------------|----------------|--|
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 022000106 | 650 Memorial Drive, Chicopee, MA 01020 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 027400033 | 688 Providence Highway, Dedham, MA 02026 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 026602680 | 460 State Road, Dartmouth, MA 02747 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 090200051 | 6102 Shops Way, Northborough, MA 01532 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 005000091 | 287 Washington Street, S. Attleboro, MA 02703 |
| Mormax Corp dba BJ's Wholesale | \$15 Off Premises | 124400041 | 901 Technology Center Dr., Stoughton, MA 02702 |

Prior Disciplinary Action

Has this entity ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
| | | | | |

assistance.



Cut this wallet card out

Voter Information Card

Voter

GERARD A CHARBONNEAU

Effective Date: 5/3/2008

Party Privilege Date: 5/3/2008

Voter ID : [REDACTED]

DOB: [REDACTED]

Ward/Council District: 02

[REDACTED]

Precinct : 2619

Congress : 1

RI Senate : 08

RI Rep : 61

For questions, please call your local Board of Canvassers
at 401-722-1637

Rhode Island

ORGAN DONOR

DRIVER LICENSE

Class: 10 License No. [REDACTED]

Birthdate [REDACTED] Expires 02-04-2020

Sex HT Wt Eyes Issue Date

M [REDACTED] [REDACTED] [REDACTED] 02-18-2015

Restrictions: Endorsements:

GERARD A CHARBONNEAU

[REDACTED]
[REDACTED]

Quang B. Tran
Rhode Island Department of Transportation
Division of Motor Vehicles Administrator



Mormax Corporation

Written Consent of Director

October 14, 2016

I, Robert W. Eddy, being the sole Director of Mormax Corporation, (the "Company") hereby consent to and adopt the following resolutions in writing and without a meeting:

RESOLVED: That application be made to the Board of Selectmen of the Town of Franklin, under the General Laws of the Commonwealth of Massachusetts, Chapter 138, for the transfer of ABCC License Number 043000039 to Mormax Corporation and that the premises located at 100 Corporate Drive, Franklin, Massachusetts (the "Premises"), to be licensed for the retail sale of wine and malt beverages, not to be drunk on the Premises.

RESOLVED: That Gerald Charbonneau be appointed Manager of the licensed Premises and shall have vested in him full authority and control of the Premises and location for which the license to sell wine and malt beverages is applicable and of the conduct of all business therein relative to alcoholic beverages as the licensee itself would in any way have and exercise if it were a natural person living in the Commonwealth.

RESOLVED: That the officers of the Company be, and each of them acting alone hereby is, authorized to execute all such instruments and to do all such other acts as may be necessary or appropriate to execute the foregoing resolutions.

Executed as of the date first set forth above.

DIRECTOR:



Robert W. Eddy



William Francis Galvin
Secretary of the Commonwealth of Massachusetts

Corporations Division

Business Entity Summary

ID Number: 042806199

[Request certificate](#)

[New search](#)

Summary for: **MORMAX CORPORATION**

| The exact name of the Domestic Profit Corporation: MORMAX CORPORATION | | |
|--|-------------------|---|
| The name was changed from: Z-MART WHOLESALE CLUB, INC. on 01-27-1988 | | |
| Entity type: Domestic Profit Corporation | | |
| Identification Number: 042806199 | | Old ID Number: 000200292 |
| Date of Organization in Massachusetts: 11-16-1983 | | |
| Last date certain: | | |
| Current Fiscal Month/Day: 01/31 | | Previous Fiscal Month/Day: 01/31 |
| The location of the Principal Office: | | |
| Address: 25 RESEARCH DRIVE | | |
| City or town, State, Zip code, WESTBOROUGH, MA 01581 USA | | |
| Country: | | |
| The name and address of the Registered Agent: | | |
| Name: CT CORPORATION SYSTEM | | |
| Address: 155 FEDERAL ST., SUITE 700 | | |
| City or town, State, Zip code, BOSTON, MA 02110 USA | | |
| Country: | | |
| The Officers and Directors of the Corporation: | | |
| Title | Individual Name | Address |
| PRESIDENT | ROBERT W. EDDY | 25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA |
| TREASURER | ROBERT W. EDDY | 25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA |
| SECRETARY | ARLENE C. FELDMAN | 25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA |
| DIRECTOR | ROBERT W. EDDY | 25 RESEARCH DRIVE WESTBOROUGH, MA 01581 USA |
| Business entity stock is publicly traded: <input type="checkbox"/> | | |

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

| Class of Stock | Par value per share | Total Authorized | | Total issued and outstanding |
|----------------|---------------------|------------------|-----------------|------------------------------|
| | | No. of shares | Total par value | No. of shares |
| CWP | \$ 1.00 | 300,000 | \$ 300000.00 | 5,000 |

Consent
 Confidential Data
 Merger Allowed
 Manufacturing

Note: Additional information that is not available on this system is located in the Card File.

View filings for this business entity:

- ALL FILINGS
- Administrative Dissolution
- Annual Report
- Application For Revival
- Articles of Amendment
- Articles of Certificate of Incorporation

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Carole Crawford

201 Devonshire Street
Boston, Ma. 02110

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

Z-MART Wholesale Club, Inc.

2. The purpose for which the corporation is formed is as follows:

A. To engage in a merchandising business, at wholesale level, retail level, or both; to operate distribution centers, warehouses, stores and offices.

B. To carry on any business permitted to be carried on by a corporation incorporated under Massachusetts General Laws, Chapter 156B, whether or not related to the activities described in Subdivision A immediately above.

C. To be a partner in any business enterprise which the corporation would have power to conduct by itself.

83-320028

C
P
M
R.A.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

4

*3. The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

| CLASS OF STOCK | WITHOUT PAR VALUE | WITH PAR VALUE | | |
|----------------|-------------------|------------------|-----------|-----------|
| | NUMBER OF SHARES | NUMBER OF SHARES | PAR VALUE | AMOUNT |
| Preferred | | | | \$..... |
| Common | | 300,000 | \$1.00 | \$300,000 |

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None

*6. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Meetings of the stockholders for the Corporation may be held anywhere in the United States. The By-Laws of this Corporation may provide that the Directors may make, amend or repeal the By-Laws in whole or in part, to the extent permitted by law.

"If there are no provisions state "None".

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation of Massachusetts is:
770 Cochituate Road, Framingham, MA 01701
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

| NAME | RESIDENCE | POST OFFICE ADDRESS |
|----------------------------|-----------------------|--|
| President: Mervyn Weich | Framingham, Ma. 01701 | 770 Cochituate Road Framingham, MA 01701 |
| Treasurer: Arthur F. Loewy | Framingham, Ma. 01701 | 770 Cochituate Road Framingham, Ma. 01701 |
| Clerk: Newton A. Lane | Newton, Ma. 02159 | 201 Devonshire Street Boston, Ma. 02110 |
| Directors: Maurice Segall | Boston, Ma. 02146 | 770 Cochituate Road Framingham, Ma. 01701 |
| Stanley H. Feldberg | Wellesley, Ma. 02181 | 770 Cochituate Road Framingham, Ma. 01701 |
| Sumner L. Feldberg | Newton, Ma. 02167 | 770 Cochituate Road Framingham, Ma. 01701 |

- c. The date initially adopted on which the corporation's fiscal year ends is:
The last Saturday in January
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:
The first Tuesday in June
- e. The name and business address of the resident agent, if any, of the corporation is:
None

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization
this 16th day of November 19 83

Carle Crawford

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

200272

SECRETARY OF THE
COMMONWEALTH

1983 NOV 16 AM 11:37 THE COMMONWEALTH OF MASSACHUSETTS
CORPORATION DIVISION

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$150.⁰⁰ having been paid, said articles are deemed to have been filed with me this 16th day of November 1983

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO:

Robert S. Burstein, Esquire
Lane & Altman
201 Devonshire Street
Boston, Ma. 02110

Telephone 357-5200

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

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The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 04-2806199

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

I, Charles Whittle

~~President~~ / Vice President, and
~~Secretary~~ / Clerk / ~~Treasurer~~ of

Z-MART Wholesale Club, Inc.

(Name of Corporation)

located at One Mercer Road, Natick, MA 01760

nsen
Name
Approved

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted ~~by consent of the stockholders~~ by consent of the Sole Stockholder dated January 21, 1988, by vote of

5,000 shares of Common out of 5,000 shares outstanding,
(Class of Stock)

~~XXXXXX~~ shares of ~~XXXXXX~~ out of ~~XXXXXX~~ shares outstanding,
(Class of Stock)

~~XXXXXX~~ shares of ~~XXXXXX~~ out of ~~XXXXXX~~ shares outstanding,
(Class of Stock)

all of the stock
being ~~XXXXXX~~ outstanding and entitled to vote thereon.

CROSS OUT ~~XXXXXX~~
INAPPLICABLE ~~XXXXXX~~
CLAUSE ~~XXXXXX~~

Article 1 of said Articles, which currently provides that the name of the corporation shall be "Z-MART Wholesale Club, Inc.," is hereby amended to read in its entirety as follows:

- C
- P
- M

"1. The name by which the corporation shall be known is:
Mormax Corporation."

¹For amendments adopted pursuant to Chapter 156B, Section 70.
²For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

CONSENT TO USE OF NAME

Mormax Corporation, a corporation
organized under the laws of the State of Illinois, hereby consents to
the organization-qualification of Mormax Corporation
in the State of Massachusetts

IN WITNESS WHEREOF, the said Mormax Corporation (an Illinois
corporation) has caused this consent to be executed by its Vice president
and attested under its corporate seal by its _____ secretary, this 21st day of
January 19 88

Mormax Corporation

By Charles Whittle
Charles Whittle, Vice President

Attest:

Charles Whittle
Charles Whittle, Secretary

(SEAL)

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

21st day of January

, in the year 19 88

..... Charles Whittle *Charles Whittle* ~~President~~ Vice President
..... Charles Whittle *Charles Whittle* Clerk / ~~Assistant Clerk~~

SECRETARY OF THE
COMMONWEALTH

1988 JAN 27 AM 11:05

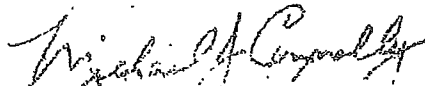
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 75.⁰⁰
having been paid, said articles are deemed to have
been filed with me this 27th
day of January, 1988.



MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

C T CORPORATION SYSTEM

2 Oliver Street

Boston, Massachusetts 02109

Telephone (617) 482-4420

Copy Mailed

LIQUOR LICENSE TRANSFER AGREEMENT

SELLER:

BRUNELLI INDUSTRIES, INC.
Doing business as Anne's Country Market
451 W. Central St.
Franklin, MA 02038

BUYER:

Mormax Corp.
25 Research Drive
Westborough, MA 01581

SELLER'S

PREMISES:

Anne's Country Market
451 W. Central St.
Franklin, MA 02038

BUYER'S

PREMISES:

BJ's Wholesale Club
100 Corporate Drive
Franklin, MA 02038

LICENSE:

Wines and Malt Beverages Off-Premises License ("LICENSE")
ABCC # 043000039, a copy of which is attached hereto as EXHIBIT A

1. AGREEMENT TO EFFECT TRANSFER:

Effective as of the Closing Date (as defined herein below), SELLER hereby agrees to cause the transfer and issuance to BUYER, and BUYER hereby agrees to pay for and accept transfer of, the LICENSE, for exercise at BUYER'S PREMISES.

a. SELLER and BUYER (hereinafter, together, the "PARTIES") shall cooperate in obtaining the transfer of the LICENSE from SELLER to BUYER and from SELLER'S PREMISES to BUYER'S PREMISES, provided that all filing or transfer fees, costs and expenses assessed or imposed by the ABCC (as defined below) or the LLA (as defined below) and associated with such transfer shall be borne solely by the BUYER. For the avoidance of doubt, BUYER shall not pay or otherwise be deemed financially responsible for (a) any taxes assessed against SELLER or related to the LICENSE to the extent such taxes apply to a time period prior to the Closing Date (as defined below), (b) costs or expenses incurred by SELLER with respect to legal, financial or other advisors to SELLER, and (c) any other fees, costs or expenses associated with SELLER's operations. For purposes of this Agreement, the term "BUYER" shall include any person or entity nominated by BUYER to be transferee of the LICENSE from SELLER.

b. As soon as practicable following execution of this Agreement by both PARTIES, BUYER shall prepare and file with the local licensing authorities ("LLA") a transfer application ("APPLICATION") on forms provided by the Massachusetts Alcoholic Beverages Control Commission ("ABCC") and the LLA, and the BUYER shall exercise commercially reasonable diligence in acquiring the necessary approvals for the transfer as contemplated by this Agreement. SELLER shall sign the transfer petition

and provide a Tax Certificate of Good Standing issued by the Massachusetts Department of Revenue, and thereafter BUYER shall, at its own expense, pursue the transfer of the LICENSE to BUYER for exercise at the BUYER'S PREMISES.

c. Notwithstanding any provision in this Agreement or any other writing to the contrary, BUYER shall obtain no rights to any assets of SELLER other than the LICENSE, and in inventory to be transferred subject to Section 2.g, below (the "INVENTORY"), and BUYER is not assuming any liability or obligation of SELLER, SELLER's stockholders or members or any affiliate of SELLER (or any predecessor owner of all or part of the SELLER's business or assets), whether or not such liabilities relate to the LICENSE and/or the INVENTORY. The parties hereby acknowledge and agree that all such liabilities and obligations shall be retained by and remain obligations and liabilities of SELLER, and/or SELLER's stockholders or members or affiliates, as applicable. The provisions of this subsection shall survive the termination of this Agreement and/or the Closing.

d. SELLER and BUYER each agree to execute and deliver, or cause to be executed and delivered, such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in connection with the APPLICATION and in order to consummate and implement expeditiously the transactions contemplated by this Agreement and to vest in BUYER good and marketable rights in and to the LICENSE, for exercise on BUYER'S PREMISES, and the INVENTORY. SELLER shall cooperate with BUYER and provide BUYER with all information or documents requested by the LLA and the ABCC in connection with the APPLICATION (or any APPEAL) in connection with transfer of the LICENSE from SELLER to BUYER for exercise at the BUYER Premises, and transfer of the INVENTORY.

2. TRANSFER CONSIDERATION:

a. As full consideration for the transfer of the LICENSE from SELLER to BUYER, for exercise at BUYER'S PREMISES, BUYER shall pay SELLER the total consideration set forth hereinbelow, payable at the times set forth herein:

| | |
|-----------------------------------|---|
| Deposit due upon | \$ 12,000.00 |
| signing of this Agreement: | |
| <u>Additional Due At Closing:</u> | <u>\$ 108,000.00</u> |
| Total Consideration: | \$ 120,000.00 (subject to Closing adjustments as further described below) |

The Total Consideration set forth above ("TRANSFER CONSIDERATION") at Closing shall be payable in immediately available funds (including payment in cash, cashier's check or wire transfer).

b. As an adjustment to the TRANSFER CONSIDERATION, BUYER shall pay SELLER the amount of any prepaid annual LICENSE fee for the LICENSE paid by

SELLER prior to Closing and which benefits the BUYER, and the INVENTORY CONSIDERATION as set forth in Section 2.g, below.

c. BUYER and SELLER may agree that some or all of the TRANSFER CONSIDERATION may be used by BUYER at or before Closing to pay third parties on behalf of SELLER, including but not necessarily limited to alcoholic beverages wholesalers, the Massachusetts Department of Revenue and/or the Internal Revenue Service. In the event that any such pre-Closing payments are made, an appropriate adjustment shall be made at Closing by reducing the TRANSFER CONSIDERATION payable directly to SELLER by a corresponding amount. In the event that pre-Closing payments are made by BUYER to third-parties on SELLER's behalf, and this Agreement is terminated for any reason without the LICENSE being issued to BUYER (or BUYER's nominee), then SELLER shall promptly reimburse BUYER in the full amount of said pre-Closing payments.

d. SELLER AND BUYER each represent and warrant that it did not deal with any broker in connection with this Agreement, and that it does not owe any broker fee to any broker in connection with this Agreement, and that it is not aware of any broker who has claimed or may have the right to claim a fee from it in connection with this Agreement. SELLER and BUYER shall indemnify, hold harmless and defend each other against any costs, claims, liabilities or expenses, including reasonable attorneys' fees and costs, arising out of any breach of the representations and warranties contained in this paragraph, which obligation shall survive the Closing or, if the Closing does not occur, the termination of this Agreement.

e. Intentionally omitted.

f. SELLER and BUYER acknowledge and agree that the Deposit(s) shall be held in escrow by Cornetta, Ficco & Simmler, P.C. as Escrow Agent in an interest-bearing escrow account. At the CLOSING, the Escrow Agent shall account for the Deposit. In the event that the CLOSING does not occur, for any reason not attributed in whole to the breach of the BUYER'S obligations as set forth in this Agreement, all Deposits shall be returned to the BUYER upon request and this Agreement shall be null and void. If there is any dispute as to whom Escrow Agent is to deliver the Deposit, Escrow Agent shall continue to hold the Deposit until the parties' rights are finally determined by agreement or in appropriate action or proceeding or until a court orders Escrow Agent to deposit the payment with it. If Escrow Agent does not receive proper written authorization from SELLER and BUYER, or if an action or proceeding to determine SELLER's and BUYER's rights is not begun or diligently prosecuted, Escrow Agent is under no obligation to bring an action or proceeding in Court. Escrow Agent assumes no liability except that of a stakeholder. Escrow Agent's duties are purely ministerial and are limited to those specifically set out in this Agreement. Escrow Agent shall incur no liability to anyone except for willful misconduct or gross negligence so long as Escrow Agent acts in good faith. SELLER and BUYER release Escrow Agent from any act done or omitted in good faith in the performance of Escrow Agent's duties. The parties hereto acknowledge that the Escrow Agent is counsel for the SELLER, and may continue to act as such counsel notwithstanding any dispute or litigation arising with respect to the Escrow Funds or the duties of the Escrow Agent.

g. Wine and malt beverages ("Alcoholic Beverages") held by SELLER at time of Closing shall be purchased from SELLER by BUYER, at a price in addition to and as an adjustment to the TRANSFER CONSIDERATION set forth above (the "INVENTORY CONSIDERATION"), subject to the following conditions (such purchased inventory of Alcoholic Beverages to herein be referenced as the "INVENTORY"):

- (i) No (A) wine contained in bottle sizes smaller than 750 ML or (B) malt beverages in bottle or can sizes smaller than 12 oz. shall be purchased as INVENTORY; and
- (ii) All INVENTORY must be new goods, in good saleable condition, in full closed cases with respect to malt beverages or in full cases (closed, whenever possible) with respect to wine, and of a brand/type/size sold by BUYER in another of its licensed package stores in Massachusetts within the past six (6) months prior to Closing. Such INVENTORY must also be currently listed as available for purchase by licensed retailers from a Massachusetts wholesaler within the same six (6) months period prior to Closing. SELLER will deliver INVENTORY in boxes (unopened, whenever possible) per a list provided by BUYER; and
- (iii) The INVENTORY CONSIDERATION shall equal the laid-in cost of the INVENTORY to the SELLER, as evidenced by invoice(s) from wholesalers showing the purchase of the INVENTORY; and
- (iv) To the extent that conditions in this Section 2.g, above, have been met, the INVENTORY CONSIDERATION to be paid by BUYER shall not exceed TWENTY THOUSAND Dollars (\$20,000.00). Notwithstanding anything in the foregoing provisions of this Section 2.g to the contrary, BUYER will pay up to Four Thousand Dollars (\$4,000.00) of the INVENTORY CONSIDERATION for INVENTORY consisting of wine that meets the conditions of Section 2.g other than with respect to the fact that such INVENTORY is not in full case quantities.

3. CLOSING:

The closing ("CLOSING") shall take place at the offices of BUYER at 25 Research Drive, Westborough, MA or at such other place as the parties may agree upon. The CLOSING shall take place within five (5) business days after notification from the LLA and/or the ABCC that the LICENSE transfer has been fully approved and that the LICENSE in the name of BUYER (or BUYER's nominee), for exercise at BUYER's PREMISES, is available for issuance upon the payment of any requisite fee(s) due to or assessed by the ABCC or LLA by the BUYER.

- a. The following shall occur at the CLOSING:

i. SELLER shall deliver to BUYER evidence reasonably satisfactory to BUYER confirming the payment of any and all outstanding bills owed to liquor wholesalers attributable to the LICENSE at the SELLER'S PREMISES, which shall be satisfied by the SELLER presenting to the BUYER a clearance letter from the M&S Service Bureau (or similar entity/agency) stating that the LICENSE is not posted on the credit delinquency list kept pursuant to M.G.L. c. 138 §25 as of the date of the CLOSING;

ii. BUYER shall deliver the TRANSFER CONSIDERATION to SELLER in accordance with, and adjusted pursuant to, the terms and conditions set forth herein;

iii. SELLER shall deliver to BUYER such bills of sale, assignments and other good and sufficient instruments of conveyance and assignment as shall be reasonably necessary or appropriate to vest in BUYER all possible right, title and interest in the LICENSE and the INVENTORY under applicable law, free and clear of any claim, lien, pledge, option, charge, security interest or encumbrance of any nature whatsoever (collectively, "ENCUMBRANCES"). Specifically, SELLER shall deliver to BUYER, or cause the delivery to BUYER of, a bill of sale and general assignment to the LICENSE in the form attached hereto as Exhibit B.

iv. SELLER shall execute and deliver all such instruments, documents and certificates as may be reasonably requested by BUYER that are necessary, appropriate or desirable for the consummation at the CLOSING of the transactions contemplated by this Agreement.

b. If the LLA, ABCC or any other applicable agency votes to deny or otherwise does not approve the transfer application, the BUYER may at its option elect to either terminate this Agreement forthwith, whereupon the Deposit shall be promptly returned to the BUYER and SELLER shall have no further recourse, or to file an appeal pursuant to M.G.L. ch. 138 § 67 with the ABCC and, if thereafter necessary or appropriate, pursue transfer further with the LLA and/or in Court (hereinafter, collectively and individually, "APPEAL"). During the pendency of any such APPEAL, the period for CLOSING set forth in Section 6.a shall be automatically extended; provided that, at any point during such APPEAL, BUYER may, in its sole discretion, dismiss the APPEAL and, in that event, this AGREEMENT shall terminate without any further action by either PARTY, whereupon the Deposit shall be promptly returned to the BUYER and SELLER shall have no further recourse.

c. Notwithstanding any contrary provisions contained herein, despite commercially reasonable diligent efforts exercised by the BUYER to pursue the requisite approval of the transfer of License, should the Closing anticipated by this Agreement not occur within 365 days from the execution of this Agreement by both parties, then at the election of either BUYER or SELLER, upon written notice to the other, this agreement may be terminated whereupon the Deposit shall be promptly returned to the BUYER and both PARTIES shall have no further recourse.

d. **BUYER'S DEFAULT.** If, upon (x) SELLER'S performance of the closing actions set forth in Section 3.a.i, 3.a.iii and 3.a.iv, (y) SELLER's compliance with its covenants under Section 5, and (z) the satisfaction of the conditions to closing set forth in Section 6.a, the BUYER shall fail to fulfill the BUYER's obligations with respect to the Closing as set forth herein (a "BUYER CLOSING DEFAULT"), the deposit in the amount of TWELVE THOUSAND and 00/100 (\$12,000.00) DOLLARS made hereunder by the BUYER shall be delivered to the SELLER as liquidated damages and this shall be the SELLER's sole remedy at law or in equity, and the Escrow Agent holding such deposit shall forthwith deliver said sum to the SELLER, with no further recourse to the parties hereto. The BUYER and SELLER each further agree that the anticipated damages from a BUYER CLOSING DEFAULT may be difficult to ascertain and that the deposit bears a reasonable relationship to the damages that the SELLER would suffer in the event of a BUYER CLOSING DEFAULT; and that the BUYER shall not object to the amount of liquidated damages in any action arising due to a BUYER CLOSING DEFAULT under this Agreement. The provisions of this paragraph shall survive the delivery of the Bill of Sale and may be introduced in evidence in any such action.

4. REPRESENTATIONS AND WARRANTIES

A. SELLER hereby represents and warrants to BUYER that:

a. SELLER, having full legal capacity to do so, has duly executed and delivered this Agreement and this Agreement constitutes the legal, valid and binding obligation of SELLER, enforceable against SELLER in accordance with its terms.

b. The execution, delivery and performance by SELLER of this Agreement does not and will not (i) contravene or conflict with the corporate charter or bylaws of SELLER, or any other agreement, instrument, judgment, decree, statute or regulation to which SELLER is subject, (ii) constitute a default under or give rise to any right of termination, cancellation or acceleration of any right or obligation of SELLER under any provision of any agreement, contract or other instrument by which the LICENSE is or may be bound, or (iii) result in the creation or imposition of any lien on the LICENSE.

c. The LICENSE is, and immediately prior to Closing will be, a current and validly issued Wine and Malt Beverages Off-Premises LICENSE free from all ENCUMBRANCES.

d. To the best of the SELLER'S actual knowledge, there is no action, suit, investigation or proceeding (or any basis therefor) pending against or threatened against SELLER or affecting the LICENSE before any court or arbitrator or any governmental body, agency or official that in any manner challenges or seeks to prevent, enjoin, alter or materially delay the transactions contemplated hereby or would, if determined or resolved adversely, otherwise materially diminish BUYER's use and enjoyment of the LICENSE.

e. SELLER is not in violation of, has not violated, and to the best of SELLER's actual knowledge, is not under investigation with respect to, and has not been threatened to be charged with or given notice of any violation of, any law, rule, ordinance

or regulation, or judgment, order or decree entered by any court, arbitrator or governmental authority, domestic or foreign, applicable to the LICENSE.

f. Any amounts due and owing by SELLER to any alcoholic beverages wholesalers, the Massachusetts Department of Revenue and/or the Internal Revenue Service shall have been fully paid and discharged as of the Closing.

g. It is expressly understood and agreed that SELLER shall be liable for, and shall indemnify, defend and hold harmless BUYER and its affiliates and their respective partners, members, managers, directors, officers, employees and agents from and against, any and all obligations, claims, losses, damages, liabilities and expenses arising out of (a) events, contractual obligations, acts, or omissions of SELLER or SELLER's affiliates, in connection with SELLER's rights to the LICENSE arising or accruing prior to the Closing Date and (b) any breach of the representations and warranties contained in Section 4.A of this Agreement. The provisions of this subparagraph shall survive the CLOSING or the earlier termination of this Agreement, for a period of one hundred twenty (120) days following the CLOSING.

B. BUYER hereby represents and warrants to SELLER that:

a. BUYER, having full legal capacity to do so, has duly executed and delivered this Agreement and this Agreement constitutes the legal, valid and binding obligation of BUYER, enforceable against BUYER in accordance with its terms.

b. The execution, delivery and performance by BUYER of this Agreement does not and will not contravene or conflict with the organizational documents applicable to BUYER or any other agreement, instrument, judgment, decree, statute or regulation to which BUYER is subject.

5. COVENANTS

a. From the date hereof until the CLOSING or earlier termination of this Agreement, whichever comes first, SELLER will not (i) further mortgage, pledge, sell, offer to sell, sublicense or offer to sublicense, transfer or offer to transfer, the LICENSE or, other than in the ordinary course of business, the INVENTORY; (ii) take, or agree in writing or otherwise to take, any action that would subject the LICENSE or the INVENTORY to any ENCUMBRANCES or make any of the representations or warranties of SELLER contained in this Agreement untrue or incorrect or would result in any of the conditions set forth in this Agreement not being satisfied (including, but not limited to, failing to timely renew the LICENSE during any licensing renewal period), or (iii) agree, whether in writing or otherwise, to do any of the foregoing.

b. SELLER and BUYER shall cooperate with one another (a) in determining whether any action by or in respect of, or filing with, any governmental body, agency, official or authority is required, or any actions, consents, approvals or waivers are required to be obtained from parties to any material contracts, in connection with the consummation of the transactions contemplated by this Agreement, and (b) in taking such actions or making any such filings, furnishing information required in connection therewith and seeking timely to obtain any such actions, consents, approvals or waivers.

c. The PARTIES agree to consult and obtain the other's prior written consent before issuing any press release or making any public statement with respect to this Agreement or the transactions contemplated hereby, except as may be required by applicable law, and will not issue any such press release or make any such public statement prior to such consultation and consent. Except for any such statements, and the filing of this Agreement as part of the transfer application, the PARTIES shall keep the existence and terms of this Agreement strictly confidential.

6. CONDITIONS TO CLOSING

The PARTIES' obligation to consummate the transactions contemplated by this Agreement is subject to the satisfaction of the following conditions on or before the CLOSING date:

a. Approval for the transfer of the LICENSE (including any INVENTORY to be transferred) to BUYER for exercise at the BUYER'S PREMISES shall have been obtained. Should such approval not be obtained within five (5) months of execution of this Agreement, BUYER may, at BUYER's discretion, at any point thereafter terminate this Agreement by notice given to SELLER, whereupon the Deposit shall be promptly returned to the BUYER and SELLER shall have no further recourse. BUYER's decision not to terminate shall be conditioned upon BUYER's continuing to pursue the transfer application (and/or any associated APPEAL) in good faith.

b. On and as of the CLOSING date, the representations and warranties of SELLER set forth herein shall be true and correct in all material respects with the same force and effect as though such representations and warranties had been made on and as of such CLOSING Date; and on the CLOSING Date SELLER shall upon request execute and deliver a certificate to such effect.

c. On and as of the CLOSING Date, the representations and warranties of BUYER set forth herein shall be true and correct in all material respects with the same force and effect as though such representations and warranties had been made on and as of such CLOSING Date; and on the CLOSING Date BUYER shall upon request execute and deliver a certificate to such effect.

7. MISCELLANEOUS

a. Each party will be liable for its own costs and expenses incurred in connection with the negotiation, preparation, execution and performance of this Agreement.

b. All amendments or waivers of any provisions of this Agreement may be made only pursuant to a written instrument executed by the PARTIES or their successors and assigns.

c. All covenants and agreements in this Agreement contained by or on behalf of either of the PARTIES shall bind and inure to the benefit of the respective successors and assigns of SELLER and BUYER.

d. This Agreement is being delivered and is intended to be performed in the Commonwealth of Massachusetts, and shall be construed and enforced in accordance with, and the rights of the PARTIES shall be governed by, the laws of the Commonwealth of Massachusetts.

e. The descriptive headings of the several paragraphs of this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

f. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement to produce or account for more than one such counterpart. In addition, facsimile or electronic (scanned) copies of originals shall be sufficient proof of this Agreement.

g. This Agreement constitutes the entire agreement between the PARTIES with respect to the subject matter hereof and supersedes all prior agreements, understandings and negotiations, both written and oral, between the PARTIES with respect to the subject matter of this Agreement. No representation, inducement, promise, understanding, condition or warranty not set forth herein has been made or relied upon by either party hereto. Neither this Agreement, nor any provision hereof, is intended to confer upon any person other than the PARTIES hereto any rights or remedies hereunder.

h. All notices, demands or other communications given under this Agreement shall be in writing, and shall be delivered by hand, certified or registered mail return receipt requested, email, or via national overnight delivery service to the addresses of the PARTIES set forth below, with copies to their listed attorneys and representatives.

SELLER:

BRUNELLI INDUSTRIES, INC.
d/b/a Anne's Country Market
451 W. Central St.
Franklin, MA 02038

BUYER:

Mormax Corp.
c/o Graham Luce, Esq.
EVP and General Counsel
BJ's Wholesale Club
25 Research Drive
Westborough, MA 01581
legalnotices@bjs.com

**SELLER'S
ATTORNEY:**

Richard R. Cornetta, Jr.
CORNETTA, FICCO & SIMMLER, P.C.
4 West Street
Franklin, MA 02038
Richard@cornettalaw.com

**ADD'L
NOTICEES:**
None.

**ADD'L
NOTICEES:**
Ms. Bonnie Volpe
VP/DMM Beverage/Personal
Care/Pet
25 Research Drive
Westborough MA 01581
(774) 512-6721
bvolpe@bjs.com

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement as of October 7, 2016.

MORMAX CORP.

By: 

Name: Robert W. Eddy
Its: President

BRUNELLI INDUSTRIES, INC.

By: _____

Name:
Its:

**SELLER'S
ATTORNEY:**
Richard R. Cornetta, Jr.
CORNETTA, FICCO & SIMMLER, P.C.
4 West Street
Franklin, MA 02038
Richard@cornettalaw.com

**ADD'L
NOTICEES:**
None.

**ADD'L
NOTICEES:**
Ms. Bonnie Volpe
VP/DMM Beverage/Personal
Care/Pet
25 Research Drive
Westborough MA 01581
(774) 512-6721
bvolpe@bjs.com

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement as of October 7, 2016.

MORMAX CORP.

BRUNELLI INDUSTRIES, INC.

By: _____

Name:

Its:

By:  _____

Name:

Its:

mark A. Brunelli
President/Treasurer

EXHIBIT A

THE LICENSE

[copy to be attached hereto]

**LICENSE
ALCOHOLIC BEVERAGES**

THE LICENSING BOARD OF

**The Town of Franklin
MASSACHUSETTS
HEREBY GRANTS A**

Retail Package Goods-Wines & Malt

**License to Expose, Keep for Sale, and to Sell
Wines and Malt Beverages**

Not To Be Consumed On the Premises

To Brunelli Industries, Inc., dba. Anne's Market, 451 WEST CENTRAL ST.,
Manager: Mark A. Brunelli

on the following described premises:

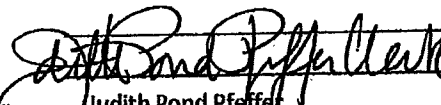
One story building, located on Rte 140 with a cellar to be used for storage.
Entrance and exit at 451 West Central Street and one in back leading to parking
lot.

This license is granted and accepted upon the express condition that the license shall, in all respects, conform to all the provisions of the Liquor Control Act, Chapter 138 of the General Laws, as amended, and any rules or regulations made thereunder by the licensing authorities. This license expires on Saturday, December 31, 2016 unless earlier suspended, cancelled or revoked.

IN TESTIMONY WHEREOF, the undersigned have hereunto affixed their official signatures on Tuesday, December 01, 2015

The Hours during which Alcoholic Beverages may be sold are

Mon- Wed: 8:00am - 11:00 pm
Thur-Sat: 8:00am - 11:00 pm
Sunday: No sales prior to 10 am , after
11pm or 11:30 p.m. on Sunday
immediately preceding a legal holiday.



Judith Pond Pfeffer
Clerk, Franklin Town Council

LICENSING BOARD

THIS LICENSE SHALL BE DISPLAYED ON THE PREMISES IN A CONSPICUOUS POSITION WHERE IT CAN EASILY BE READ

EXHIBIT B

FORM OF BILL OF SALE AND GENERAL ASSIGNMENT

BILL OF SALE AND GENERAL ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, this ___ day of _____ 2016, that BRUNELLI INDUSTRIES, INC., d/b/a ANNE'S COUNTRY MARKET ("SELLER"), in consideration of One Hundred Twenty Thousand Dollars (\$120,000.00) paid by Mormax Corp., a duly organized Massachusetts corporation with a usual place of business at 25 Research Drive, Westborough, Massachusetts ("BUYER"), the receipt and sufficiency of which are hereby acknowledged, does hereby transfer, convey, sell, assign and deliver to BUYER, and its successors and assigns, all of SELLER's right, title and interest in and to the LICENSE and INVENTORY (as such terms are defined in that certain Liquor License Transfer Agreement dated October 7, 2016, by and between BUYER and SELLER and incorporated herein by reference (the "Agreement")). The LICENSE is a Wine and Malt Beverages Off-Premises (Package Store) LICENSE, previously covering premises at 451 W. Central St., Franklin, Massachusetts (the "SELLER'S PREMISES"), and now covering premises at 100 Corporate Drive, Franklin, Massachusetts.

SELLER hereby represents and warrants to BUYER that this Bill of Sale is sufficient to transfer and convey all possible right, title, and interest in the LICENSE and INVENTORY to BUYER under applicable law, free and clear of any claim, lien, pledge, option, charge, security interest, or encumbrance of any nature whatsoever (collectively "Encumbrances"). Without limiting the generality of the foregoing, SELLER hereby represents and warrants to BUYER that:

1. There are no outstanding bills owed to liquor wholesalers attributable to the LICENSE or INVENTORY;
2. There are no outstanding UCC filings affecting the LICENSE or INVENTORY on record;
3. There are no existing or pending bankruptcy proceedings affecting the LICENSE, INVENTORY or SELLER;
4. There are no existing assignments, sublicenses or other agreements regarding the LICENSE or INVENTORY which provide or may provide for its use, sale or management by anyone other than BUYER from and after the date hereof;
5. There are no outstanding taxes affecting the LICENSE or INVENTORY, including but not limited to meals, alcohol, federal, state, and local taxes; and
6. There are no outstanding taxes owed by SELLER to any federal, state, or local governmental authority.

TO HAVE AND TO HOLD, all and singular, the aforesaid LICENSE and INVENTORY and all appurtenances thereto unto BUYER and its successors and assigns for its and their own use forever.

AND, FURTHER, SELLER hereby covenants, represents, warrants and agrees that, at the request of BUYER, and without further consideration, SELLER will, to the extent required from time to time from and after the date hereof, execute and deliver such further reasonable instruments of transfer and assignment and take such further action as BUYER may reasonably request to evidence or consummate the sale contemplated hereby and to vest in BUYER all possible title to the LICENSE and INVENTORY free and clear of all Encumbrances.

This Bill of Sale and General Assignment shall be binding upon SELLER and its successors and assigns.

This Bill of Sale and General Assignment shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts without giving effect to the conflicts of law principles thereof, except that if it is necessary in any other jurisdiction to have the law of such other jurisdiction govern this Bill of Sale and General Assignment in order for this Bill of Sale and General Assignment to be effective in any respect, then the laws of such other jurisdiction shall govern this Bill of Sale and General Assignment to such extent.

IN WITNESS WHEREOF, SELLER has executed this Bill of Sale and General Assignment, as of the ___ day of _____, 2016.

WITNESS:

BRUNELLI INDUSTRIES, INC.

By: _____

Name:

Its:

**Bank of America
Merrill Lynch**

P.O. Box 15284
Wilmington, DE 19850

100308

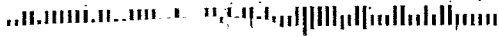


Customer service information

☐ Customer service: 1.888.400.9009

☐ bankofamerica.com

☑ Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118



0 493 177 611 0

MORMAX CORPORATION
CASH MANAGEMENT C2
25 RESEARCH DR
WESTBOROUGH, MA 01581-3680

Your Full Analysis Business Checking

for August 27, 2016 to September 30, 2016

Account number: (

MORMAX CORPORATION

Account summary

| | |
|---|---------------------|
| Beginning balance on August 27, 2016 | \$500,000.00 |
| Deposits and other credits | 0.00 |
| Withdrawals and other debits | -0.00 |
| Checks | -0.00 |
| Service fees | -0.00 |
| Ending balance on September 30, 2016 | \$500,000.00 |

of deposits/credits: 0

of withdrawals/debits: 0

of days in cycle: 30

Average ledger balance: \$500,000.00



Daily ledger balances

| Date | Balance (\$) |
|-------|--------------|
| 08/27 | 500,000.00 |

Bank of America
Merrill Lynch

P.O. Box 15284
Wilmington, DE 19850

100358



Customer service information

Customer service: 1.888.400.9009

bankofamerica.com

Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118



MORMAX CORPORATION
CASH MANAGEMENT C2
25 RESEARCH DR
WESTBOROUGH, MA 01581-3680

Your Full Analysis Business Checking

for July 30, 2016 to August 26, 2016

MORMAX CORPORATION

Account summary

| | |
|--|---------------------|
| Beginning balance on July 30, 2016 | \$500,000.00 |
| Deposits and other credits | 0.00 |
| Withdrawals and other debits | -0.00 |
| Checks | -0.00 |
| Service fees | -0.00 |
| Ending balance on August 26, 2016 | \$500,000.00 |

Account number:

of deposits/credits: 0

of withdrawals/debits: 0

of days in cycle: 28

Average ledger balance: \$500,000.00



Daily ledger balances

| Date | Balance (\$) |
|-------|--------------|
| 07/30 | 500,000.00 |

**Bank of America
Merrill Lynch**

P.O. Box 15284
Wilmington, DE 19850

MORMAX CORPORATION
CASH MANAGEMENT C2
25 RESEARCH DR
WESTBOROUGH, MA 01581-3680

100-308
M

Customer service information

Customer service: 1.888.400.9009

bankofamerica.com

Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Your Full Analysis Business Checking

for July 2, 2016 to July 29, 2016 ✓

MORMAX CORPORATION

Account summary

| | |
|--|---------------------|
| Beginning balance on July 2, 2016 | \$500,000.00 |
| Deposits and other credits | 0.00 |
| Withdrawals and other debits | -0.00 |
| Checks | -0.00 |
| Service fees | -0.00 |
| Ending balance on July 29, 2016 | \$500,000.00 |

Account number:

of deposits/credits: 0

of withdrawals/debits: 0

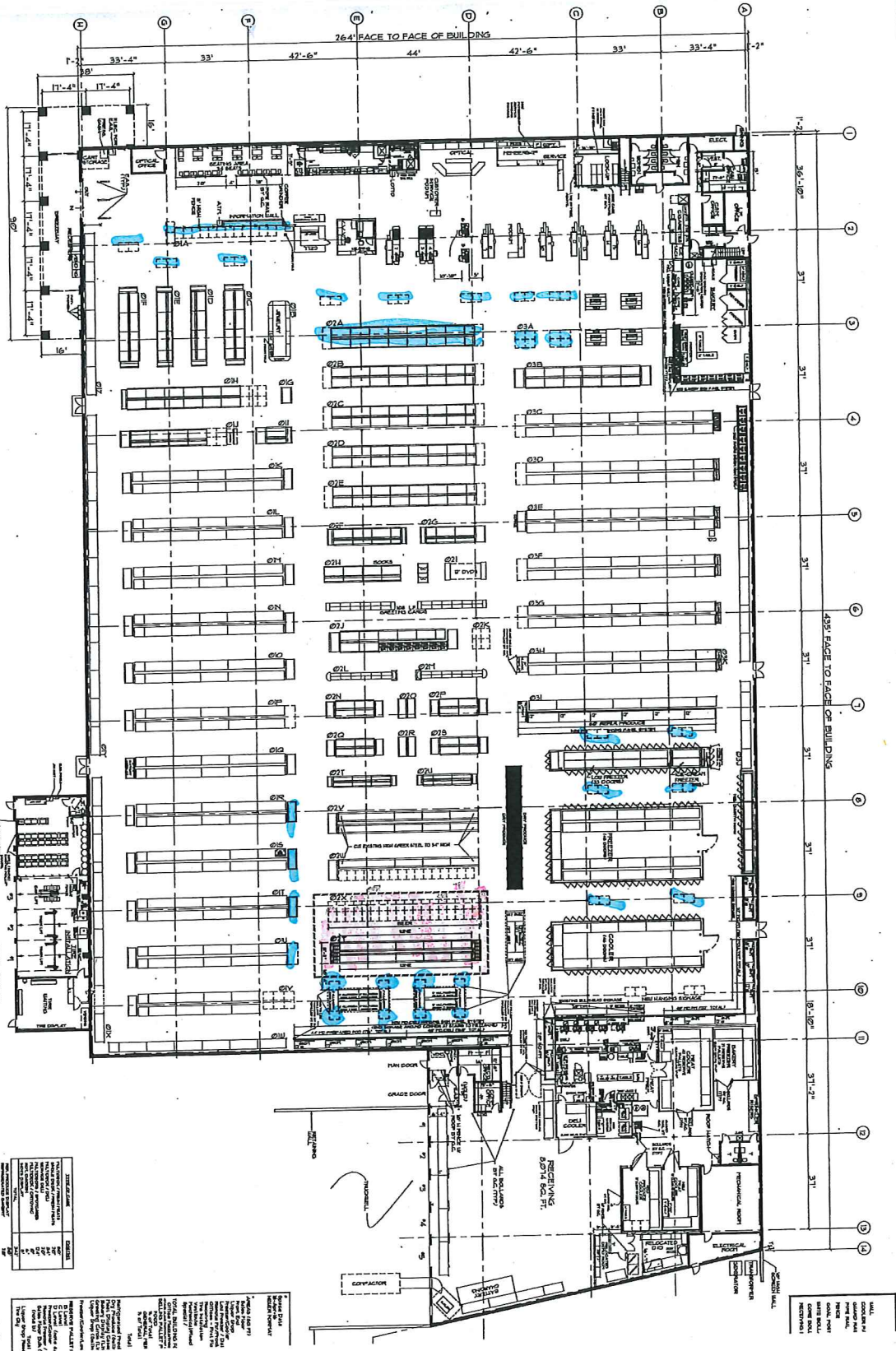
of days in cycle: 31

Average ledger balance: \$500,000.00

Daily ledger balances

| Date | Balance (\$) |
|-------|--------------|
| 07/02 | 500,000.00 |

To help you BALANCE YOUR CHECKING ACCOUNT, print a copy of the "How to Balance Your Bank of America Merrill Lynch Account" page by visiting CashPro® University at cashproonline.bankofamerica.com.



BEER AND WINE MAY BE SELECTIVELY MERCHANDISED HERE/HIGHLIGHTED AREAS) SEASONALLY, IN PERIODS OF PEAK SHOPPING DEMAND, AS A SERVICE TO OUR MEMBERS.



THIS DRAWING SUPERSEDES ALL PREVIOUS D.

| | |
|-----------|--------------|
| ARCHITECT | WHL |
| DATE | 12/15/11 |
| PROJECT | RENOVATION |
| SCALE | 1/8" = 1'-0" |
| DATE | 12/15/11 |

| | |
|---------|--------------|
| DATE | 12/15/11 |
| PROJECT | RENOVATION |
| SCALE | 1/8" = 1'-0" |
| DATE | 12/15/11 |

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| DATE | 12/15/11 |

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|---------|--------------|
| DATE | 12/15/11 |
| PROJECT | RENOVATION |
| SCALE | 1/8" = 1'-0" |
| DATE | 12/15/11 |

NOTES:
 1. ALL DIMENSIONS ARE TO FACE UNLESS NOTED OTHERWISE.
 2. ALL FINISHES ARE TO BE AS SHOWN ON THE FINISH SCHEDULE.
 3. ALL WORK IS TO BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND ALL APPLICABLE REGULATIONS.
 4. THE CONTRACTOR SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS.
 5. THE CONTRACTOR SHALL MAINTAIN ACCESS TO ALL ADJACENT PROPERTIES AT ALL TIMES.
 6. ALL UTILITIES ARE TO BE PROTECTED AND NOT TO BE MOVED OR ALTERED WITHOUT THE WRITTEN APPROVAL OF THE ARCHITECT.
 7. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE PROTECTION OF ALL EXISTING UTILITIES AND STRUCTURES.
 8. ALL MATERIALS AND WORKMANSHIP SHALL BE SUBJECT TO INSPECTION AND APPROVAL BY THE ARCHITECT.
 9. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE PROTECTION OF ALL EXISTING MATERIALS AND WORKMANSHIP.
 10. ALL WORK IS TO BE COMPLETED WITHIN THE SPECIFIED TIME FRAME.
 11. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE PROTECTION OF ALL EXISTING MATERIALS AND WORKMANSHIP.
 12. ALL WORK IS TO BE COMPLETED WITHIN THE SPECIFIED TIME FRAME.

| | |
|---------|--------------|
| DATE | 12/15/11 |
| PROJECT | RENOVATION |
| SCALE | 1/8" = 1'-0" |
| DATE | 12/15/11 |



License Transactions:

Applicant: M and C Restaurant Group, Inc. dba Alumni Restaurant

The applicant is seeking a Change of Beneficial Interest and Transfer of Stockholder interest on their All Alcoholic Beverages Restaurant License.

All Departments have signed off on the application.

MOTION to approve the request by M and C Restaurant Group, Inc. for a change of Beneficial Interest from Beverly A. Savioli to Andrea Lynne Donnellan and transfer of stockholder interest from Beverly A. Savioli to Andrea Lynne Donnellan on their All Alcoholic Beverages Restaurant license.

DATED: _____, 2017

A True Record Attest:

Teresa M. Burr
Town Clerk

VOTED:

UNANIMOUS _____

YES _____ **NO** _____

ABSTAIN _____

ABSENT _____

Judith Pond Pfeffer, Clerk
Franklin Town Council



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission

For Reconsideration

LOCAL LICENSING AUTHORITY REVIEW RECORD

00068-RS-0430
ABCC License Number

Franklin
City/Town

02/06/2017
Date Filed with LLA

TRANSACTION TYPE (Please check all relevant transactions):

- New License
- Change Corporate Name
- Pledge of Collateral (i.e. License/Stock)
- Change Corporate Structure (i.e. Corp / LLC)
- Transfer of License
- Change of DBA
- Change of Class (i.e. Annual / Seasonal)
- Change of Hours
- Change of Manager
- Alteration of Licensed Premises
- Change of License Type (i.e. club / restaurant)
- Issuance/Transfer of Stock/New Stockholder
- Change of Beneficial Interest
- Change of Location
- Change of Category (i.e. All Alcohol/Wine, Malt)
- Management/Operating Agreement

APPLICANT INFORMATION

Name of Licensee: M and C Restaurant Group, Inc. D/B/A: Alumni Restaurant & Bar

ADDRESS: 391 East Central Street CITY/TOWN: Franklin STATE: MA ZIP CODE: 02038

Manager: Andrea L. Donnellan

Granted under Special Legislation? Yes No

If Yes, Chapter: _____ of the Acts of (year) _____

\$12 Restaurant Annual All Alcoholic Beverages

Type (i.e. restaurant, package store) Class (Annual or Seasonal) Category (i.e. Wines and Malts / All Alcohol)

LOCAL LICENSING AUTHORITY DECISION

Please indicate the decision of the Local Licensing Authority: Approves this Application

Please indicate what days and hours the licensee will sell alcohol: Mon - Wed: 8:00 AM - 12:00 AM, Thurs - Sat: 8:00 AM - 1:00 AM, Sun: 10:00 AM - 12:00 AM

~~am - 12:00 am~~
NYE closing 2:00A

If Approving With Modifications, please indicate below what changes the LLA is making:

Please indicate if the LLA is downgrading the License Category (approving only Wines and Malts if applicant applied for All Alcohol):

Changes to the Premises Description

Patio/Deck/Outdoor Area Total Square Footage

Seating Capacity

Indoor Area Total Square Footage

Number of Entrances

Number of Exits

| Floor Number | Square Footage | Number of Rooms |
|--------------|----------------|-----------------|
| | | |
| | | |
| | | |
| | | |

Abutters Notified: Yes No Date of Abutter Notification: _____ Date of Advertisement: 02/13/2017

Please add any additional remarks or conditions here:

Check here if you are attaching additional documentation

The Local Licensing Authorities By:

Alcoholic Beverages Control Commission
Ralph Sacramone
Executive Director

Judith Pond Pfeffer
Clerk,
Franklin Town Council

03/01/2017
Date APPROVED by LLA



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

**AMENDMENT APPLICATION FOR A CHANGE OF BENEFICIAL INTEREST OR
 TRANSFER/ISSUANCE OF STOCK**

Please complete this entire application, leaving no fields blank. If field does not apply to your situation, please write N/A.

1. NAME OF LICENSEE (Business Contact)

ABCC License Number **City/Town of Licensee**

2. APPLICATION CONTACT

The application contact is required and is the person who will be contacted with any questions regarding this application.

First Name: Middle: Last Name:

Title: Primary Phone:

Email:

3. BUSINESS CONTACT

Please complete this section **ONLY** if there are changes to the Licensee phone number, business address (corporate headquarters), or mailing address.

Entity Name:

Primary Phone: Fax Number:

Alternative Phone: Email:

Business Address (Corporate Headquarters)

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

Mailing Address Check here if your Mailing Address is the same as your Business Address

Street Number: Street Name:

City/Town: State:

Zip Code: Country:

**AMENDMENT APPLICATION FOR A CHANGE OF BENEFICIAL INTEREST OR
TRANSFER/ISSUANCE OF STOCK**

4. CURRENT OWNERSHIP (Before Change in Beneficial Interest)

Please list all individuals or entities with a direct or indirect, beneficial or financial interest in this license. This pertains to the current licensee (before change in beneficial interest occurs).

| Name | Title / Position | % Owned | Other Beneficial Interest |
|--------------------|------------------|---------|---------------------------|
| BEVERLY A. SAVIOLI | Stockholder | 100 | |
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PROPOSED OWNERSHIP (After Change in Beneficial Interest)

Please list all individuals or entities with a direct or indirect, beneficial or financial interest in this license.

An individual or entity has a direct beneficial interest in a license when the individual or entity owns or controls any part of the license. For example, if John Smith owns Smith LLC, a licensee, John Smith has a direct beneficial interest in the license.

An individual or entity has an indirect beneficial interest if the individual or entity has 1) any ownership interest in the license through an intermediary, no matter how removed from direct ownership, 2) any form of control over part of a license no matter how attenuated, or 3) otherwise benefits in any way from the license's operation. For Example, Jane Doe owns Doe Holding Company Inc., which is a shareholder of Doe LLC, the license holder. Jane Doe has an indirect interest in the license.

- A. All individuals listed below are required to complete a Beneficial Interest Contact - Individual form.
- B. All entities listed below are required to complete a Beneficial Interest Contact - Organization form.
- C. Any individual with any ownership in this license and/or the proposed manager of record must complete a CORI Release Form.

| Name | Title / Position | % Owned | Other Beneficial Interest |
|------------------------|------------------|---------|---------------------------|
| ANDREA LYNNE DONNELLAN | Stockholder | 100 | |
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APPLICANT'S STATEMENT

I, ANDREA LYNNE SAVIOLI the: sole proprietor; partner; corporate principal; LLC/LLP member
Authorized Signatory

of M AND C RESTAURANT GROUP, INC., hereby submit this application for TRANSFER OF STOCKHOLDER INTEREST
Name of the Entity/Corporation Transaction(s) you are applying for

(hereinafter the "Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval.

I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the Application, and as such affirm that all statement and representations therein are true to the best of my knowledge and belief. I further submit the following to be true and accurate:

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises does not violate any requirement of the ABCC or other state law or local ordinances;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the Application information as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of, the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.

Signature:

Andrea Lynne Saviole

Date:

12/22/2016

Title:

PRESIDENT

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a CORI Authorization Form.

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

| | | | | | | | | | |
|--------------------|-------|------------|------------------------|-------------|----|---------------|---------|--------|--|
| Salutation | MS. | First Name | BEVERLY | Middle Name | A. | Last Name | SAVIOLI | Suffix | |
| Title: | Owner | | Social Security Number | | | Date of Birth | | | |
| Primary Phone: | | | Email: | | | | | | |
| Mobile Phone: | | | Fax Number | | | | | | |
| Alternative Phone: | | | | | | | | | |

Business Address

| | | | | | | | | |
|----------------|----------|--------------|---------------------|--------|---------------|--|--|--|
| Street Number: | 391 | Street Name: | EAST CENTRAL STREET | | | | | |
| City/Town: | FRANKLIN | | | State: | MASSACHUSETTS | | | |
| Zip Code: | 02038 | | Country: | USA | | | | |

Mailing Address

Check here if your Mailing Address is the same as your Business Address

| | | | | | | | | |
|----------------|--|--------------|----------|--------|--|--|--|--|
| Street Number: | | Street Name: | | | | | | |
| City/Town: | | | | State: | | | | |
| Zip Code: | | | Country: | | | | | |

Types of Interest (select all that apply)

| | | | | |
|--------------------------------------|---|--|---|--------------------------------|
| <input type="checkbox"/> Contractual | <input type="checkbox"/> Director | <input type="checkbox"/> Landlord | <input type="checkbox"/> LLC Manager | |
| <input type="checkbox"/> LLC Member | <input type="checkbox"/> Management Agreement | <input type="checkbox"/> Officer | | |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Revenue Sharing | <input type="checkbox"/> Sole Proprietor | <input checked="" type="checkbox"/> Stockholder | <input type="checkbox"/> Other |

Citizenship / Residency Information

| | | | |
|-------------------------|---|-----------------------------------|---|
| Are you a U.S. Citizen? | <input checked="" type="radio"/> Yes <input type="radio"/> No | Are you a Massachusetts Resident? | <input checked="" type="radio"/> Yes <input type="radio"/> No |
|-------------------------|---|-----------------------------------|---|

Criminal History

| | | |
|--|---|---|
| Have you ever been convicted of a state, federal, or military crime? | <input type="radio"/> Yes <input checked="" type="radio"/> No | If yes, please provide an affidavit explaining the charges. |
|--|---|---|

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct Indirect or indirect interest in the proposed licensee?

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

| |
|-----|
| 100 |
|-----|

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------|
| | |
| | |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|-----------------|-----------------|----------------|------------------|
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Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|---------------------|---------------------|--|------------------------|
| | | | |
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Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
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ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (Formerly known as a Personal Information Form)

Please complete a Beneficial Interest - Individual sheet for all individual(s) who have a direct or indirect beneficial interest, with or without ownership, in this license. This includes people with a financial interest and people without financial interest (i.e. board of directors for not-for-profit clubs). All individuals with direct or indirect financial interest must also submit a CORI Authorization Form.

An individual with direct beneficial interest is defined as someone who has interest directly in the proposed licensee. For example, if ABC Inc is the proposed licensee, all individuals with interest in ABC Inc are considered to have direct beneficial interest in ABC Inc (the proposed licensee).

An individual with indirect beneficial interest is defined as someone who has ownership in a parent level company of the proposed licensee. For example, if ABC Inc is the proposed licensee and is 100% owned by XYZ Inc, all individuals with interest in XYZ Inc are considered to have an indirect beneficial interest in ABC Inc (the proposed licensee).

Salutation First Name Middle Name Last Name Suffix
Title: Social Security Number Date of Birth
Primary Phone: Email:
Mobile Phone: Fax Number
Alternative Phone:

Business Address

Street Number: Street Name:
City/Town: State:
Zip Code: Country:

Mailing Address

Check here if your Mailing Address is the same as your Business Address

Street Number: Street Name:
City/Town: State:
Zip Code: Country:

Types of Interest (select all that apply)

- Contractual Director Landlord LLC Manager
- LLC Member Management Agreement Officer
- Partner Revenue Sharing Sole Proprietor Stockholder Other

Citizenship / Residency Information

Are you a U.S. Citizen? Yes No Are you a Massachusetts Resident? Yes No

Criminal History

Have you ever been convicted of a state, federal, or military crime? Yes No If yes, please provide an affidavit explaining the charges.

ALCOHOLIC BEVERAGES CONTROL COMMISSION

BENEFICIAL INTEREST CONTACT - Individual (continued)

Ownership / Interest

Using the definition above, do you hold a direct Direct or indirect interest in the proposed licensee? Indirect

If you hold a direct beneficial interest in the proposed licensee, please list the % of interest you hold.

If you hold an indirect beneficial interest in this license, please complete the Ownership / Interest Table below.

Ownership / Interest

If you hold an indirect interest in the proposed licensee, please list the organization(s) you hold a direct interest in which, in turn, hold a direct or indirect interest in the proposed licensee. These generally include parent companies, holding companies, trusts, etc. A Beneficial Interest - Organization Form will need to be completed for each entity listed below.

| Name of Beneficial Interest - Organization | FEIN |
|--|------|
| | |
| | |
| | |

Other Beneficial Interest

List any indirect or indirect beneficial or financial interest you have in any other Massachusetts Alcoholic Beverages License(s).

| Name of License | Type of License | License Number | Premises Address |
|-----------------|-----------------|----------------|------------------|
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Familial Beneficial Interest

Does any member of your immediate family have ownership interest in any other Massachusetts Alcoholic Beverages Licenses? Immediate family includes parents, siblings, spouse and spouse's parents. Please list below.

| Relationship to You | ABCC License Number | Type of Interest (choose primary function) | Percentage of Interest |
|-----------------------------|---------------------|--|------------------------|
| BEVERLY A. SAVIOLI (PARENT) | 00068-RS-0430 | STOCKHOLDER | 100% |
| | | | |
| | | | |

Prior Disciplinary Action

Have you ever been involved directly or indirectly in an alcoholic beverages license that was subject to disciplinary action? If yes, please complete the following:

| Date of Action | Name of License | State | City | Reason for suspension, revocation or cancellation |
|----------------|-----------------|-------|------|---|
| | | | | |
| | | | | |
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STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT, dated as of December 22, 2016, by and among **Beverly A. Savioli**, an individual with a residence at 67 Wildwood Drive, Bedford, Massachusetts, 01730, (referred to as the "Seller"), and **Andrea Lynne Donnellan**, an individual with a residence at 67 Wildwood Drive, Bedford, Massachusetts, 01730, (referred to as the "Buyer"), provides:

WHEREAS, the Seller is the owner of ONE HUNDRED THOUSAND (100,000) SHARES, which equal ONE HUNDRED PERCENT (100%) of the issued and outstanding capital shares of **M AND C RESTAURANT GROUP, INC.** (hereinafter referred to as the "Corporation").

WHEREAS, The Buyer is desirous of purchasing all of the capital shares (ONE HUNDRED THOUSAND (100,000) SHARES) of the Corporation (all herein called "Shares") currently owned by the Seller, under the terms and conditions set forth below.

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Purchase of Shares.

1.1 Subject to the terms and conditions of this agreement, the Buyer agrees to purchase, subject to all liabilities, encumbrances, judgments, security interests, pledges, liens, restrictions, attachments, or any other claims of any kind or nature, all of the Seller's right, title and interest to the Shares of the Corporation.

1.2 At the time for performance as anticipated hereunder, the Seller shall execute, endorse and deliver to the Buyer, or its nominee, (i) the stockholder certificates or other instruments, in accordance with the terms of this Agreement, necessary to transfer all right, title and interest in said Shares from the Seller to the Buyer; (ii) the resignation of Seller as an officer and member of the board of directors of the Corporation, unless otherwise requested to so serve in accordance with the bylaws of the corporation; (iii) and further cooperate with the Buyer and the Corporation to remove the Seller's signature authority from any bank, credit and vendor accounts pertaining to the business conducted by the Corporation.

2. Purchase Price. The purchase price for the Shares is FOUR HUNDRED THOUSAND AND XX/100 (\$400,000.00) DOLLARS, to be paid by the Buyer to the Seller as follows:

2.1 The sum of EIGHTY THOUSAND AND XX/100 (\$80,000.00) DOLLARS has been paid/credited in the form of a gift/advance from the Seller to the Buyer as in anticipation of the Buyer's inheritance from the Seller.

2.2 The sum of SEVENTY THOUSAND AND XX/100 (\$70,000.00) DOLLARS, has been paid/credited in the form of a gift/advance from the Seller to the Buyer for the Buyer's past contributions of work equity toward the Corporation.

2.3 At the time for performance, the balance of purchase price, or the principal sum of TWO HUNDRED FIFTY THOUSAND AND XX/100 (\$250,000.00) DOLLARS, shall be represented by a promissory note of the Buyer in favor of the Seller in the form and substance as the Note attached hereto as Exhibit 1.

3. Deposit. [Intentionally Omitted.]

4. Time for Performance. The time for performance shall take place at the offices of Cornetta, Ficco & Simmler P.C., 4 West Street, Franklin, Massachusetts on February 28, 2017, at 11:00 a.m.

5. Seller's Representations: Except and to the extent as is expressly stated herein, the Seller makes no representations and warranties as to the any of the assets owned by the Corporation. The Buyer acknowledges that she has had the opportunity to perform all inspections of the Corporation, its tax returns, financial statements, records and the assets, as she deems necessary. The Seller, to the best of her knowledge, hereby makes the following representations to the Buyer pertaining to the transfer of the Shares hereunder, which representations shall survive for a period of one (1) year following the time for performance as anticipated hereunder:

5.1 That the Seller is the owner of all right, title and interest in and to the Shares free and clear of all liabilities, encumbrances, pledges, restrictions, attachments, judgments, liens, security interests or any other claims of any kind or nature, whether accrued, absolute, contingent or otherwise.

5.2 Prior to the time for performance as anticipated hereunder, the Seller shall not mortgage, pledge, assign, hypothecate, convey or transfer, in any manner, the Shares.

5.3 That there are no suits, petitions, notices or other proceedings pending, given or threatened by any person, agency or governmental official against the Seller that may affect the transfer of the Shares as herein contemplated.

5.4 That the Seller, on behalf of the Corporation, has prepared and filed any and all federal, state or local tax returns which are required to be prepared and filed by the Corporation up to the date of the time for performance as anticipated hereunder, with respect to any tax or taxes, the nonpayment of which would affect the transfer of the Shares as herein contemplated.

5.5 That the Corporation is a duly organized corporation validly existing and in good standing under the laws of the Commonwealth of Massachusetts.

5.6 The execution, delivery and performance of this Agreement and the consummation of the transactions contemplated hereby do not and will not violate or conflict with any provision of the Articles of Organization or By-Laws of the Corporation or violate any federal, state or local law or rule or regulation of any such body or any order, arbitration, award, judgment or decree to which the Corporation is a party or is bound. The execution, delivery and performance of this Agreement and the consummation of the transactions contemplated hereby have been duly authorized by all requisite action on the part of the Seller, the Corporation and its shareholders and this Agreement constitutes a valid and binding obligation of the Seller and is enforceable in accordance with its terms.

6. Buyer's Representations. The Buyer, to the best of his knowledge, hereby makes the following representations to the Seller:

6.1 The Buyer represents that he has had an opportunity to perform all inspections of the Corporation, its tax returns, financial statements, records and assets, and is satisfied with the results of such inspections.

6.2 The Buyer will cooperate with the Seller in the preparation of any tax returns of the Corporation for the periods of the Seller's ownership of the Shares, and shall sign any such tax returns on behalf of the Corporation, if necessary, for tax filing for such period of the Seller's ownership of such Shares.

6.3 The Buyer will cooperate with the Seller in the Seller's election, treatment and filing of the transaction as contemplated herein as an installment sale under the provisions of the Internal Revenue Code.

6.4 The Buyer hereby agrees to indemnify Seller and its heirs, beneficiaries, successors and assigns from and against any claims asserted against the Seller for credit, indebtedness, or the like, that may have been extended to the corporation, the payment of which may have been personally guaranteed by the Seller. The Buyer shall be notified promptly, in writing, by the Seller of the assertion of any claim that the Seller seeks indemnification hereunder. Following the execution hereunder, the Buyer agrees to cooperate with the Seller, in order that the Seller may be removed as personal guarantor for any such credit, indebtedness or the like, as aforementioned herein. The terms of this provision shall survive the anticipated performance of this transaction.

7. Buyer's Default. If the Buyer shall fail to fulfill the Buyer's agreements herein, the deposit in the amount of One Thousand Five Hundred and 00/100 (\$1,500.00) Dollars made hereunder by the Buyer shall be delivered to the Seller as liquidated damages and this shall be the Seller's sole remedy at law or in equity, and the Escrow Agent holding such deposit shall forthwith deliver said sum to the Seller, with no further recourse to the parties hereto.

8. Notice. All notices, requests, demands and other communications hereunder shall be in writing, and shall be deemed to have been duly given if delivered by hand, by facsimile transmission, or by mail, first class postage prepaid:

if to the Seller: Beverly A. Savioli

with a copy to: John J. Hickey, Jr., Esq.
Hickey & Luciano
139 East Central Street
Franklin, MA 02038\
Email: jjhickl@comcast.net

if to the Buyer: Andrea Lynne Donnellan

with a copy to: Richard R. Cornetta, Jr., Esq.
Cornetta, Ficco & Simmler, PC
4 West Street
Franklin, MA 02038
Email: richard@cornettalaw.com

9. Broker. The parties represent to each other that neither party has contacted any real estate agent or broker, in connection with this transaction, and each party shall indemnify and hold the other harmless against any claims, costs (including attorney fees), suits and liability arising from any broker's claim against either party based upon dealing solely with the other party.

10. Risk of Loss. The Seller assumes all risks of destruction, loss or damage by fire or other casualty up to the date of the time for performance as anticipated hereunder. If the destruction, loss or damage is such that the business of the Corporation is substantially interrupted or curtailed, or if the amount of the damage is reasonably estimated to exceed the sum of \$25,000.00, then the Buyer shall have the option to terminate this Agreement, and all payments made hereunder shall be forthwith returned, and all other obligations of all parties hereto shall cease and this Agreement shall be void and without recourse to the parties hereto. If the destruction, loss or damage is such that the business of the Corporation is neither interrupted nor curtailed, the purchase price shall be adjusted by mutual agreement of the Buyer and Seller to reflect such destruction or loss or damage.

11. Seller's Continued Operation. From the date of the execution of this Agreement until the time for performance as anticipated hereunder, the Seller shall:

- 11.1 Continue to carry on its Business in substantially the same manner from the date of the execution of this Agreement until the time for performance as anticipated hereunder.
- 11.2 Maintain its properties and facilities in as good working order and condition as at present, ordinary wear and tear excepted;
- 11.3 Keep in full force and effect present insurance policies or other comparable insurance coverage;
- 11.4 Allow the Buyer to observe and participate in the operation of the business of the Corporation.
- 11.5 Provide the Buyer with a list of the names, addresses, account numbers and telephone numbers for all the Seller's vendors.

12. Miscellaneous.

12.1 Seller and Buyer (hereinafter, together, the "PARTIES") shall cooperate in obtaining all necessary approvals of the shareholder transfer anticipated by this Agreement, as the same may be affected by the on-premises retail all alcoholic beverage/common victualler license (hereinafter referred to as the "LICENSE") used in connection with the business conducted by the Corporation, doing business as the Alumni Restaurant and Bar, at 391 East Central Street, Franklin, Massachusetts, provided that all filing or transfer fees, costs and expenses assessed or imposed by the Alcoholic Beverage Control Commission or the Town of Franklin and associated with such transfer shall be borne solely by the Buyer. For the avoidance of doubt, Buyer shall not pay or otherwise be deemed financially responsible for (a) any taxes assessed against Seller or related to the LICENSE to the extent such taxes apply to a time period prior to the Closing Date (as defined below), (b) costs or expenses incurred by Seller with respect to legal, financial or other advisors to Seller, and (c) any other fees, costs or expenses associated with SELLER's operations. For purposes of this Agreement, the term "BUYER" shall include any person or entity nominated by BUYER to be transferee of the LICENSE from SELLER.

12.2 As soon as practicable following execution of this Agreement by both PARTIES, Buyer shall prepare and file with the Town of Franklin ("LLA") a transfer application ("APPLICATION") on forms provided by the Massachusetts Alcoholic Beverages Control Commission ("ABCC") and the LLA, and the Buyer shall exercise commercially reasonable diligence in acquiring the necessary approvals for the transfer as contemplated by this Agreement. Seller shall sign the APPLICATION and provide a Tax Certificate of Good Standing issued by the Massachusetts Department of Revenue, and thereafter Buyer shall, at its own expense, pursue the approval of the transfer of the shareholder interest as anticipated by this Agreement. It is understood and agreed by the PARTIES, that approval of the share transfer as anticipated by this Agreement by both ABCC and LLA shall be a condition precedent to the obligations of the PARTIES under this Agreement.

12.3 This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs or legal representatives.

12.4 This Agreement is the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior discussions and agreements whether written or oral between the parties with respect to the subject matter. This Agreement may not be amended in whole or in part unless consented to in writing by the parties hereto.

12.5 This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

12.6 The article headings contained in this Agreement are for convenience only and shall not in any way affect the meaning or interpretation of this Agreement.

12.7 In case any one or more of the provisions contained in this Agreement shall be invalid, the legality and enforceability of such provisions in all other respects and of the remaining provisions contained herein shall not in any way be affected or impaired thereby.

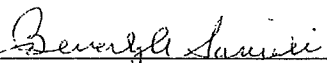
12.8 This Agreement is being delivered and is intended to be performed in the Commonwealth of Massachusetts, and shall be construed and enforced in accordance with the laws of the Commonwealth of Massachusetts.

NOTICE This is a legal document that creates binding obligations. If not understood, consult an attorney.

IN WITNESS WHEREOF, parties hereto have set their hands and seals and executed this Agreement as of the date first written above.

SELLER:

BUYER:


Beverly A. Savioli


Andrea Lynne Donnellan

Exhibit 1

NOTE

Date: February 28, 2017

Franklin, Massachusetts

\$250,000.00

1. BORROWER'S PROMISE TO PAY

I, **Andrea Lynne Donnellan**, of 67 Wildwood Drive, Bedford, Massachusetts, 01730, the undersigned, promise to pay the sum of **TWO HUNDRED FIFTY THOUSAND AND XX/100 DOLLARS (U.S. \$250,000.00)** (this amount is called "principal"), to the order of **Beverly A. Savioli**, of 67 Wildwood Drive, Bedford, Massachusetts, 01730 (hereinafter referred to as the "Lender"). I understand that the Lender may transfer this Note. The Lender or anyone who takes this Note by transfer and who is entitled to receive payments under this Note is called the "Note Holder."

2. INTEREST

Commencing on the date of this Note through the Maturity Date (as defined below), interest on the unpaid principal balance of this Note shall accrue at a rate of **TWO AND 04/100 (2.04%)** percent per annum.

3. PAYMENT TERMS

(A) Amount, Time and Place of Payments

Commencing on April 1, 2017 and on the like day of each month thereafter through the Maturity Date (as defined below), I shall make an installment payment of principal and interest. Each such installment payment shall be in the amount of **FOUR THOUSAND THREE HUNDRED EIGHTY-SIX AND 32/100 (\$4,386.32) DOLLARS**. In all events and under all circumstances, unless sooner paid, the aggregate of the then unpaid principal balance hereof plus all accrued and unpaid interest hereon and any unpaid liabilities shall be paid on the February 28, 2022 (the "Maturity Date"). All payments to be made at 67 Wildwood Drive, Bedford, Massachusetts, 01730, or at a different place if required by the Note Holder.

4. BORROWER'S RIGHT TO PREPAY

I have the right to make payments of principal at any time before they are due. A payment of principal only is known as a "prepayment." When I make a prepayment, we will tell the Note Holder in writing that I am doing so.

I may make a full prepayment or partial prepayments without paying any prepayment charge. The Note Holder will use all of my prepayments to reduce the amount of principal that I owe under this Note. If I make a partial prepayment, there will be no changes in the due date or in the amount of our monthly payment unless the Note Holder agrees in writing to those changes.

5. BORROWER'S FAILURE TO PAY AS REQUIRED

(A) Default

If I do not pay the full amount of each monthly payment on the date it is due, I will be in default.

(B) Notice of Default

If I am in default, the Note Holder may send me a written notice telling me that if I do not pay the overdue amount by a certain date, the Note Holder may require me to pay immediately the full amount of principal which has not been paid. That date must be at least 90 days after the date on which the notice is delivered or mailed to me.

(C) Payment of Note Holder's Costs and Expenses

If the Note Holder has required me to pay immediately in full as described above, the Note Holder will have the right to be paid back by me for all of the Note Holder's costs and expenses in enforcing this Note to the extent not prohibited by applicable law. Those expenses include, for example, reasonable attorneys' fees.

6. GIVING OF NOTICES

Unless applicable law requires a different method, any notice that must be given to me under this Note will be given by delivering it or by mailing it by first class mail to me at 67 Wildwood Drive, Bedford, Massachusetts, 01730, or at a different address if I give the Note Holder a notice of my different address.

Any notice that must be given to the Note Holder under this Note will be given by mailing the notice by first class mail to the Note Holder at the address stated in Section 3(A) above or at a different address if I am given a notice of that different address.

7. OBLIGATIONS OF PERSONS UNDER THIS NOTE

I am the only maker of this Note so therefor am the only party responsible for repayment.

8. WAIVERS

I, the undersigned, waive the rights of presentment and notice of dishonor. "Presentment" means the right to require the Note Holder to demand payment of amounts due. "Notice of Dishonor" means the right to require the Note Holder to give notice to other persons that amounts due have not been paid.

9. CHOICE OF LAWS

I have delivered this Note to the Lender in The Commonwealth of Massachusetts, and agree and acknowledge that the Note shall be governed by the Laws of The Commonwealth of Massachusetts, and shall take effect as a sealed instrument. I hereby submit to the jurisdiction of the court of The Commonwealth of Massachusetts for all purposes with respect to this Note, any collateral given to secure my liabilities, obligations and indebtedness to the Lender.

WITNESS the hand and seal of the undersigned.

Witness: _____

By: _____
Andrea Lynne Donnellan

M AND C RESTAURANT GROUP, INC
SECRETARY'S CERTIFICATE

The undersigned, as the Secretary of **M AND C RESTAURANT GROUP, INC.**, a corporation duly organized under the laws of the Commonwealth of Massachusetts with a principal place of business at 391 East Central Street, Franklin, Massachusetts 02038 (the "Corporation"), hereby certifies and states to the **Town Council of the Town of Franklin, Massachusetts**, and the **Massachusetts Alcoholic Beverages Control Commission**, in connection with the On Premises Retail All Alcoholic Beverage Restaurant License, ABCC No. 043000068, (the "License"), the following.

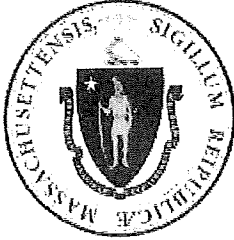
1. Attached hereto as Exhibit A is a true, correct and complete copy of the Certificate of Organization of the Company, as filed on June 1, 2009 with the Secretary of the Commonwealth of Massachusetts, and the same has not been amended, modified or terminated and remains in full force and effect as of the date hereof.
2. Attached hereto as Exhibit B is a true, correct and certified Certificate of Good Standing for the Corporation issued as of a recent date by the Secretary of the Commonwealth of Massachusetts.
3. Attached hereto as Exhibit C is a true, correct and complete copy of the certificate of vote of the Corporation; I further certify that by unanimous written consent of the directors of the Corporation by majority vote of the directors of the Corporation at a meeting duly called and held on December 22, 2016 votes in the form of Exhibit C attached hereto were duly adopted, authorizing the execution, delivery and performance by the Corporation of the applications, petitions and all related documents relative to the License (collectively referred to as the "License Documents"); such vote of the directors of the Corporation has not been modified, amended or revoked and is in full force and effect on the date hereof; and no other action on the part of the Corporation is necessary to authorize the Corporation's execution, delivery and performance by the Corporation of the License Documents.
5. I further certify that as of this date the following are the current duly elected and acting officers of the Corporation who are authorized pursuant to the attached votes: President: Andrea Lynne Donnellan; Treasurer: Beverly A. Savioli; Secretary/Clerk: Andrea Lynne Donnellan.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this day, December 22, 2016.


Andrea Lynne Donnellan, Secretary

EXHIBIT A

ARTICLES OF ORGANIZATION



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Federal Employer Identification Number: 270278117 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

M AND C RESTAURANT GROUP, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

TO ENGAGE IN THE BUSINESS OF PURCHASING, LEASING, OPERATING AND SELLING RESTAURANT ASSETS OF ALL KINDS; CONSULTING IN THE MANAGEMENT OF RESTAURANTS, FOOD AND DRINK ESTABLISHMENTS; ACQUISITION, SALE, LEASING AND DEVELOPMENT OF REAL ESTATE FOR RESTAURANT AND ENTERTAINMENT PROPERTIES. TO ENGAGE IN ANY ACTIVITY, WITHIN OR OUTSIDE OF THE UNITED STATES, THAT IS LAWFUL IN THE JURISDICTION WHERE CONDUCTED.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

| Class of Stock | Par Value Per Share Enter 0 if no Par | Total Authorized by Articles of Organization or Amendments | | Total Issued and Outstanding Num of Shares |
|----------------|--|---|-----------------|--|
| | | Num of Shares | Total Par Value | |
| CNP | \$0.00000 | 250,000 | \$0.00 | 50,000 |

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

NONE.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of any class or series of stock are:

NONE.

ARTICLE VI

Other lawful provisions, and if there are no provisions, this article may be left blank.

(A) ALL CORPORATE POWERS OF THE CORPORATION SHALL BE EXERCISED BY THE BOARD OF DIRECTORS EXCEPT AS OTHERWISE PROVIDED BY LAW. IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO MAKE, AMEND OR REPEAL THE BY-LAWS OF THE CORPORATION IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OF THE BY-LAWS REQUIRES ACTION BY THE STOCKHOLDERS, AND SUBJECT TO THE POWER OF THE STOCKHOLDERS TO AMEND OR REPEAL ANY BY-LAW ADOPTED BY THE BOARD OF DIRECTORS. (B) THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF. (C) THE CORPORATION SHALL INDEMNIFY ITS DIRECTORS UNDER MASSACHUSETTS GENERAL LAWS CH. 156D, SECTION 8.51, AND ELIMINATE OR LIMIT THE PERSONAL LIABILITY OF ITS DIRECTORS UNDER MASSACHUSETTS GENERAL LAWS CH. 156D, SECTION 2.02(B)(4), TO THE EXTENT PERMISSIBLE UNDER SUCH SECTIONS, AND AS IF EACH SECTION WERE FULLY STATED HEREIN. (D) THE CORPORATION IS ORGANIZED AS A SMALL BUSINESS CORPORATION WITHIN THE MEANING OF AND IN COMPLIANCE WITH THE TERMS OF SECTION 1244 OF THE INTERNAL REVENUE CODE OF THE UNITED STATES, AS AMENDED, WITH ALL OF THE OBLIGATIONS AND BENEFITS THEREOF AND INCIDENTAL THERETO. (E) ANY DIRECTOR, OFFICER, SHAREHOLDER OR EMPLOYEE MAY, WITH THE CONSENT OF A MAJORITY OF THE DIRECTORS, HAVE A DIRECT OR INDIRECT INTEREST IN ANY CONTRACT OR DEALING WITH THE CORPORATION. THE FACT OF THIS INTEREST WILL NOT AFFECT THE VALIDITY OF SUCH CONTRACT OR DEALING.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

The effective date of organization and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the *90th day* after the articles are received for filing.

Later Effective Date: Time:

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

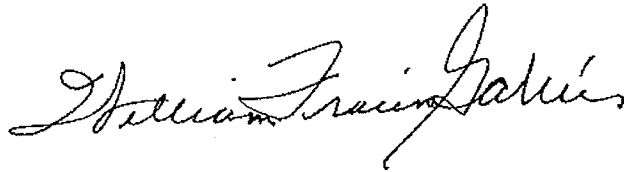
a,b. The street address of the initial registered office of the corporation in the commonwealth and the name

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

June 01, 2009 3:53 PM

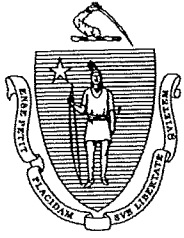
A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

EXHIBIT B

CERTIFICATE OF GOOD STANDING



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

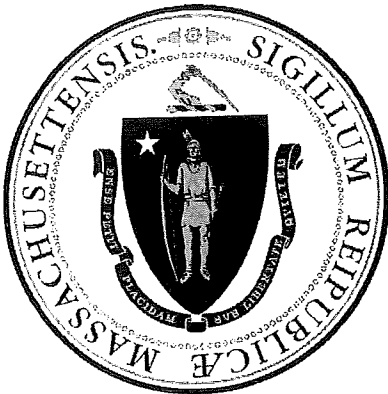
Date: February 02, 2017

To Whom It May Concern :

I hereby certify that according to the records of this office,

M AND C RESTAURANT GROUP, INC.

is a domestic corporation organized on **June 01, 2009** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 17020048220

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:

EXHIBIT C

CERTIFICATE OF VOTE


The directors now in office of the M AND C RESTAURANT GROUP, INC. (the "Corporation"), do hereby consent to the adoption of the Votes set forth below, at a duly called meeting of the Board of Directors of the Corporation, adopt the votes set forth below which shall be treated for all purposes as votes of the Board of Directors, as fully as if the same had been duly presented to and adopted at a duly called and held meeting of the said Board.

VOTED: That the President, Treasurer or Secretary, and each agent of the Corporation, namely Andrea Lynne Donnellan, who shall be in possession of a written authorization (made pursuant to the terms of this Vote) from the President, Treasurer or Secretary of the Corporation, be and are hereby authorized and directed for and in the name of and on behalf of the Corporation to duly execute and file the following documentation with the Town Council of the Town of Franklin and the Alcoholic Beverage Control Commission in connection with the On Premises Retail All Alcoholic Beverage Restaurant License, ABCC No. 043000068 (the "License"), including but not limited to: (i) Amendment Application For Change of Beneficial Interest; (ii) Monetary Transmittal Form; (iii) Beneficial Interest – Individual Forms; (iv) and any and all related documentation that the President and Treasurer shall deem appropriate in order to effectuate the aforementioned changes on the Corporation's behalf.

VOTED: That the President, Treasurer or Secretary, and each agent of the corporation, who shall be in possession of a written authorization (made pursuant to the terms of this Vote) from the President, Treasurer or Secretary of the Corporation, be and they are hereby authorized and directed for and in the name of and on behalf of the corporation to execute, certify, prepare and deliver such other instruments, documents, certificates and papers all of which certificates, instruments, documents and agreements shall be in such form and contain such terms and provisions as may be approved by the President, Treasurer or Secretary of the Corporation, in their sole and absolute discretion, and that the signature of the President, Treasurer or Secretary appearing on any such agreement, instrument, certificate or document shall be conclusive evidence of its having been deemed necessary or appropriate and ratified and approved by these votes and this Corporation and of its binding effect upon this Corporation, and to take any and all such other action as he, she or they shall deem necessary or appropriate to carry out the intent of the foregoing vote, and if requested or required, the President, Treasurer or Secretary is authorized to affix the corporate seal thereto and may attest the same and the execution by any one or more of them of any such other instrument, document, certificate or paper or the doing of any such act

or thing shall be conclusive evidence of his, her or their determination in that respect and his , her or their approval of the form, terms and conditions thereof;

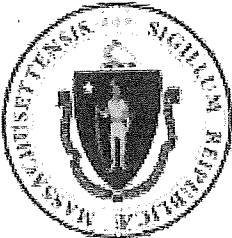
VOTED: That the President, Treasurer or Secretary or any other officer of this Corporation be, and hereby is authorized to certify to the Bank the names of the present and future officers of this Corporation and other persons, if any, authorized to sign and act for it and the offices respectively held by them together with the specimens of their signatures.



Beverly A. Savioli, Director



Andrea Lynne Donnellan, Director



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Annual Report

(General Laws, Chapter 156D, Section 16.22; 950 CMR 113.57)

Identification Number: 270278117

1. Exact name of the corporation: M AND C RESTAURANT GROUP, INC.

2. Jurisdiction of Incorporation: State: MA Country:

3,4. Street address of the corporation registered office in the commonwealth and the name of the registered agent at that office:

Name: ANTHONY L. SAVIOLI
 No. and Street: 391 EAST CENTRAL STREET
 City or Town: FRANKLIN State: MA Zip: 02038 Country: USA

5. Street address of the corporation's principal office:

No. and Street: 391 EAST CENTRAL STREET
 City or Town: FRANKLIN State: MA Zip: 02038 Country: USA

6. Provide the name and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code |
|-----------|--|---|
| PRESIDENT | ANDREA LYNNE DONNELLAN | 391 EAST CENTRAL ST. FRANKLIN, MA 02038 USA |
| TREASURER | BEVERLY A. SAVIOLI | 391 EAST CENTRAL ST. FRANKLIN, MA 02038 USA |
| SECRETARY | ANTHONY L. SAVIOLI | 391 EAST CENTRAL ST. FRANKLIN, MA 02038 USA |
| DIRECTOR | SAME THREE ABOVE | SAME SAME, MA 02038 USA |

7. Briefly describe the business of the corporation:

RESTAURANT OPERATION

8. Capital stock of each class and series:

| Class of Stock | Par Value Per Share Enter 0 if no Par | Total Authorized by Articles of Organization or Amendments | | Total Issued and Outstanding Num of Shares |
|----------------|--|---|-----------------|--|
| | | Num of Shares | Total Par Value | |
| CNP | \$0.00000 | 250,000 | \$0.00 | 50,000 |

9. Check here if the stock of the corporation is publicly traded:

10. Report is filed for fiscal year ending: 12/31/2015

Signed by ANDREA LYNNE DONNELLAN, its PRESIDENT
on this 14 Day of March, 2016

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All Rights Reserved



Sponsor: Administration

TOWN OF FRANKLIN

RESOLUTION 17-08

2017 REVISED SCHEDULE OF TOWN COUNCIL MEETINGS

| | | |
|-----------|-------|--|
| January | 4 | |
| January | 18 | |
| February | 1 | |
| February | 15 | |
| March | 1 | |
| March | 22 | |
| April | 12 | |
| April | 13 | (Zoning & Planning Workshop) |
| April | 26 | |
| May | 10 | |
| May | 24/25 | (Budget Hearings) |
| June | 7 | |
| June | 28 | |
| July | 12 | |
| August | 9 | |
| September | 13 | |
| September | 27 | |
| October | 11 | |
| October | 25 | |
| November | 15 | |
| November | 29 | (Combined Goals Workshop & Tax Classification Hearing) |
| December | 13 | |
| December | 20 | |

DATED: _____, 2017

A True Record Attest:

Teresa M. Burr,
Town Clerk

VOTED:

UNANIMOUS _____
YES _____ **NO** _____

ABSTAIN _____
ABSENT _____

Judith Pond Pfeffer, Clerk
Franklin Town Council

Town of Franklin

Town Administrator
Tel: (508) 520-4949



Fax: (508) 520-4903

355 East Central Street
Franklin, Massachusetts 02038-1352

Memorandum

March 1, 2017

To: Town Council

From: Jamie Hellen

Re: **FY 17 Capital Plan Proposal**

Please find the attached Capital Plan for FY17. These recommendations are pending the final outcome of winter and other unknown expenses through the spring, as usual.

While free cash was certified at an amount higher than last year, there are several major project commitments that eat into the total right off the bat, most notably the turf fields, strategic technology investments, a scheduled fire engine replacement and annual snow and ice funds.

The following is an overview of certified free cash status for FY17, the actions taken to date, and the amounts set aside on "hold" until further in the Spring:

| <u>Request</u> | <u>Amounts</u> |
|--|------------------|
| <i>FREE CASH CERTIFIED</i> | <i>3,643,541</i> |
| Sidewalks; Chestnut St.; appropriated | -239,000 |
| Snow and ice removal/other HOLD | -750,000 |
| OPEB Trust fund; per policy 10% HOLD | -360,000 |
| Fire Truck Stabilization | -115,000 |
| Fields Stabilization HOLD | -500,000 |
| Previous Appropriations: Google, E-Permitting, Public Antennae & Turf Fields Design & OPEB study | -164,000 |
| Remaining Free Cash for Capital Requests | 1,515,541 |

The Capital Plan recommendations are as follows:

1. **OPEB - \$360,000**
 - a. \$360,000, of 10% of the overall certified free cash, will be deposited into Trust. This is consistent with Town Council policy to set aside this amount annually.
 - b. The OPEB Trust Fund currently has \$2.172 million.

2. **Fire Truck Stabilization - \$115,000.**
 - a. This amount is set aside to get the Fire Department to the \$600,000 estimate needed to replace the current Engine 3.
 - b. The stabilization account currently has \$485,000.

3. **Turf Field Stabilization - \$500,000.**
 - a. This amount will set aside enough funds in the stabilization account to be prepared for the full cost of implementing new fields at the High School/Track and Beaver Street. Estimated costs will be around \$1.3-\$1.5 million.
 - b. The Council already appropriated the \$60,000 design funds in December to have the bids ready to go for construction this Spring/Summer.
 - c. The Stabilization account currently has \$870,000.

4. **Facilities Department (School Projects) - \$218,000.**
 - a. Parmenter School Carpet Replacement - \$50,000.
The Parmenter School is in desperate need of new carpets after 35 years, like many of the other schools have had replaced in recent years.

 - b. Parmenter School Generator Project - \$50,000.
Move and install the old High School generator and install it at the Parmenter School. The Town tried to sell the old generator but couldn't get a good price so we should put it to good use.

 - c. Steamer Replacement - \$18,000
Replace at Annie-Sullivan School in cafeteria.

 - d. Davis-Thayer School Improvements - \$100,000.
Improvements will include ceiling tile replacement, paint, freezer, and new carpets.

5. **Facilities Department (Town Projects) - \$165,000.**
 - a. Preventative Maintenance (PM School Dude Program Expansion – \$30,000.
This program will complete the software licensing to get all of our town and school buildings onto a preventative maintenance program. The total cost was \$50,000, but \$20,000 has been paid through operating budget and a grant:
 - i. \$10,000 was paid in the previous fiscal year for two schools (Parmenter & Kennedy)
 - ii. \$10,000 was achieved through a grant from our insurance company mid-year to add six more buildings into School Dude (DPW Admin, Fire HQ, Fire Station #2, Municipal Building, Police Station, Remington-Jefferson)

 - b. Recreation Building Buildout - \$100,000

Finish the buildout of the rear building at the new Recreation Facility on Beaver Street, including flooring, windows siding and more.

- c. Replace Security Recording Equipment - \$35,000
Replace outdated video security recording equipment on town buildings.

Not recommended at this time:

- Police Station Renovation study is on hold for a year until we complete the Senior Center, Library, Recreation buildings and close out on the High School, evidence room at the Police station and other projects.
- Municipal Building Generator.
- Phones. We are looking at doing more long term analysis on this topic.

6. Fire Department - \$89,000

- a. New Radio Repeater - \$7,000.
These funds will allow to install a radio repeater for the North side of town where there are currently some frequency gaps.
- b. Gear Extractor & Dry Station for Station #2 - \$17,000.
This new device will allow the staff to properly cleanse their clothes of potential cancer causing debris, which is becoming an increased risk through numerous studies nationwide.
- c. Protective Clothing Replacement - \$39,000.
This year begins a multi-year request to replace old, outdated protective gear. Funds requested will allow the department to replace the entire protective ensemble for each firefighter to include helmet, hood, coat, boots and gloves.
- d. Replacement Toughbook Laptops - \$19,000.
To purchase 4 new Toughbook laptops for the ambulances (2 per ambulance). Current laptops will be reused in the Engines.
- e. Dispatch Computers - \$7,000.
Funds are requested to replace two existing work stations that control the department base station radios in dispatch. The current units are 8 years old and were installed during the construction of the Headquarters building.

Not recommended at this time:

- Replacement water deployment craft – one for each station.
- Replacement auto extraction devices.
- Forcible entry training prop.

7. Police Department - \$238,000

- a. Police Cruisers - \$217,000
Will fund the replacement of four cruisers.
- b. Equipment & Technology - \$21,000

To replace older shotgun rifles in some cruisers and place new rifles in cruisers that do not have any standard firearms. These funds will also make some needed technology upgrades, e.g. the sergeant's computers.

Not recommended at this time:

- One additional cruiser replacement (unmarked vehicle).
- Police Station Study (which is on hold until we can catch up on current facility projects – See Facilities).

8. Public Works - \$296,000

a. Dump Struck w/ plow & Sander - \$190,000

To be used for all town work, hauling debris, snow removal, sanding, etc. Approaching twenty years in life span, well past the usual age with rot and wear and tear.

b. 1-ton dump truck - \$60,000

Current one has been auctioned off and needs to be replaced.

c. Pedestrian Crossing Signal on Lincoln Street - \$16,000

To install a crossing signal at the Lincoln Street crossing to the Keller-Sullivan School. Only school in town without a blinking crosswalk signal.

d. Used 10-wheel dump truck - \$30,000

This truck will be split between water/sewer/grounds.

Not recommended at this time:

- Streets and roads improvements 1,000,000 (on hold until spring).
- Vehicles: Dump truck \$200,000; Mini Excavator \$80,000; Sidewalk Paver \$40,000; 30" Cold-Planer \$25,000; Sidewalk plow with snow blower \$160,000; Portable bandstand \$20,000.

9. Recreation Department - \$150,000

a. Beaver Pond Challenge Course Phase I - \$70,000

Expansion of the recreation offerings at Beaver Pond by making a new Challenge Course behind the fields. This phase will include excavation and clearing of the site. Phase II will be installation and design of a course in 2018.

b. King Street Memorial Park - \$80,000

Rehabilitation of the basketball courts at King Street Memorial Park.

Note: No FY17 capital funds are allocated for these two requests. The funds to pay for these two projects are coming from state grant monies leftover from the Fletcher Field playground project.

10. School Department - \$475,000

a. STEM curriculum books - \$200,000

Required upgrades to meet state laws and regulations for STEM curriculum.

b. Technology - \$275,000

For strategic technology investments, student Chromebooks, staff laptop replacements and replace old classroom projectors.

Not recommended at this time:

- Remaining 50% of the technology related requests.

11. Technology Department - \$50,000

- a. Equipment upgrades and replacements - \$50,000

List of annual scheduled tech equipment.

Other department requests, which are not recommended at this time:

1. Assessors Department

- a. Map Software - \$27,000

The Assessors requested a long term software program, which needs more research as the annual operating cost exceeds the initial setup cost and we need to define the return on investment.

2. Town Clerk

- a. New Voting Machines - \$60,000

These can be funded in 2018, we are a full year-plus away from the next major state election.

Water & Sewer Enterprise Funds

Water Enterprise Fund - \$1,365,000

- a. Meter replacement program - \$200,000

a. To continue the program of replacing meters.

- b. Water quality improvements - \$200,000

a. To fund a complete pilot study of the needs and requirements for a new water treatment facility to improve water quality on Wells 3&6, as well as water capacity.

- c. Vehicles & Equipment - \$45,000

a. 10-wheel dump truck water portion. This truck will be split between water/sewer/grounds.

- d. Infrastructure Improvements - \$220,000

a. Roof improvements to water facilities.

- e. Water Fund Balance - \$700,000

a. To help pay down loan.

Not recommended at this time:

- a. Vehicles - \$265,000
b. Water mains - \$200,000

Note: This proposal maintains enough revenue to properly plan for future needs and for emergencies.

Sewer Enterprise Fund - \$610,000

- a. Collection System Repairs & Improvements - \$500,000
 - a. Phase V Sewer Improvements downtown, replace roofs in poor condition, and East Central Street Station improvements (install holding tank, grinder infrastructure, easements and engineering)
- b. Vehicles & Equipment - \$110,000
 - a. Used 10-wheel dump truck sewer portion is \$45,000.
 - i. This truck will be split between water/sewer/grounds.
 - b. New pickup - \$25,000
 - c. Generator - \$40,000

Note: This proposal maintains enough revenue to properly plan for future needs and for emergencies.

Other projects over next five years:

- Police Station renovation – cost TBD
- Sidewalks on Beaver Street and Washington Street – cost TBD
- Nu Style property - \$300,000 - \$400,000
- Landfill cap, recycling center expansion - approximately \$2.5 million
- Water treatment facility Wells # & 6 – approximately \$6 - \$7 million
- Open Space and Recreation land investments
- Building stabilization fund investments
- Beaver Street Interceptor - \$10-\$20 million
- Municipal Building upgrade projects



TOWN OF FRANKLIN

RESOLUTION NO.: 17-09

APPROPRIATION: Fire Truck – Engine # 3

AMOUNT REQUESTED: \$ 600,000

PURPOSE: To transfer/appropriate funds for the purchase of Fire Truck Replacement – Engine # 3.

FINANCE COMMITTEE ACTION

Meeting Date: 2/14/17 **Vote:** Unanimous 6-0

Recommended Amount: \$ 600,000.00

MOTION

Be It Moved and Voted by the Town Council to transfer One Hundred Fifteen Thousand Dollars (\$115,000) from Free Cash and to transfer Four Hundred and Eighty-five Thousand Dollars (\$485,000) from the Fire Truck Stabilization Fund to purchase a Fire truck to replace Engine # 3.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

YES _____ NO _____

ABSTAIN _____

ABSENT _____

A True Record Attest:

Teresa M. Burr
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



Sponsor: Administration

**TOWN OF FRANKLIN
17-10**

RESOLUTION NO.:

APPROPRIATION: Capital FY 17

TOTAL REQUESTED: \$ 1,681,000

PURPOSE: To transfer/appropriate funds for the 2017 Capital Improvement Plan:

| | | | |
|---------------------|---------------------------------|-----------|------------------|
| Police | Vehicles: (4) | | <u>\$217,000</u> |
| | Equipment: Fire Arms | | <u>\$ 12,000</u> |
| | Technology: Computers | | <u>\$ 9,000</u> |
| Fire | Equipment: | | |
| | Fire Radio Repeaters | \$ 7,000 | |
| | Fire Gear Extractor | \$ 17,000 | |
| | Protective Clothing | \$ 39,000 | <u>\$ 63,000</u> |
| | Technology: | | |
| | Tough Book Laptops | \$ 19,000 | |
| | Dispatch Radio System Comp | \$ 7,000 | <u>\$ 26,000</u> |
| Technology--Town | Equipment: Replacement | | <u>\$ 50,000</u> |
| DPW | Vehicles: | | |
| | Class B Dump Truck/Plow | \$160,000 | |
| | Sander | \$ 30,000 | |
| | 1 Ton Dump Truck | \$ 60,000 | |
| | Used 10 Wheel Truck | \$ 30,000 | <u>\$280,000</u> |
| | Equipment: | | |
| | Traffic Signal | | <u>\$ 16,000</u> |
| Schools | Technology | | <u>\$275,000</u> |
| | Curriculum – STEM | | <u>\$200,000</u> |
| Facilities - School | Infrastructure : | | |
| | Parmenter Library Carpet | \$ 50,000 | |
| | Davis Thayer Improvements | \$100,000 | <u>\$150,000</u> |
| | Equipment: | | |
| | Generator – HS to Parmenter | \$ 50,000 | |
| | Annie Sullivan Lunch Steamer | \$ 18,000 | <u>\$ 68,000</u> |
| Facilities – Town | Infrastructure: | | |
| | Recreation Ctr Bldg #2 | \$100,000 | |
| | Recreation Beaver Pond, King St | \$150,000 | <u>\$250,000</u> |
| | Technology: | | |
| | School Dude – Preventive Maint | | <u>\$ 30,000</u> |
| | Equipment: | | |
| | Security Recording Replacement | | <u>\$ 35,000</u> |

FINANCE COMMITTEE ACTION

Meeting Date: 2/14/17

Vote: Unanimous 6-0

Recommended Amount: \$ 1,681,000

MOTION

Be It Moved and Voted by the Town Council that the sum of One Million Six Hundred and Eighty-one Thousand Dollars (\$1,681,000) be transferred/appropriated as follows:

| | |
|-------------------------|-------------|
| Free Cash | \$1,531,000 |
| 01923904-580000 Tot Lot | \$ 150,000 |

to be expended at the discretion of the Town Administrator (to include any residual funds remaining in line items) for the FY 2017 Capital Improvement Plan as outlined above.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

YES _____ NO _____

A True Record Attest:

ABSTAIN _____

ABSENT _____

Teresa M. Burr
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



Sponsor: Administration

TOWN OF FRANKLIN

RESOLUTION NO.: 17-11

APPROPRIATION: Water Enterprise Capital FY 17

TOTAL REQUESTED: \$ 665,000

PURPOSE: To transfer/appropriate funds for the 2017 Water Enterprise Capital Improvement Plan:

| | |
|-----------------------------------|-------------------|
| Meter Replacement | <u>\$ 200,000</u> |
| Vehicles/Equipment - | |
| Used 10 Wheel Dump Truck | <u>\$ 45,000</u> |
| Infrastructure - | |
| Water Infrastructure Improvements | <u>\$ 220,000</u> |
| Water Quality Improvements | <u>\$ 200,000</u> |

FINANCE COMMITTEE ACTION

Meeting Date: 2/14/17: Vote: Unanimous 6-0

Recommended Amount: \$ 665,000

MOTION

Be It Moved and Voted by the Town Council that the sum of Six Hundred and Sixty-five Thousand Dollars, (\$665,000) be transferred/appropriated from Water Retained Earnings, to be expended at the discretion of the Town Administrator for the FY 2017 Water Enterprise Capital Improvement Plan as outlined above.

DATED: _____, 2017

VOTED:
UNANIMOUS _____

YES _____ NO _____

A True Record Attest:

ABSTAIN _____

ABSENT _____

Teresa M. Burr
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



Sponsor: Administration

TOWN OF FRANKLIN

RESOLUTION NO.: 17-12

APPROPRIATION: Sewer Enterprise Capital FY 17

TOTAL REQUESTED: \$ 610,000

PURPOSE: To transfer/appropriate funds for the 2017 Sewer Enterprise Capital Improvement Plan:

| | | |
|---------------------------------------|-----------|------------------|
| Vehicles/Equipment – | | |
| Used 10-wheel dump truck | \$ 45,000 | |
| Pickup Truck | \$ 25,000 | |
| Generator | \$ 40,000 | <u>\$110,000</u> |
| Infrastructure – | | |
| Collection System Repair/Improvements | | <u>\$500,000</u> |

FINANCE COMMITTEE ACTION

Meeting Date: 2/14/17 Vote: Unanimous 6-0

Recommended Amount: \$ 610,000

MOTION

Be It Moved and Voted by the Town Council that the sum of Six Hundred and Ten Thousand Dollars, (\$610,000) be transferred/appropriated from Sewer Retained Earnings, to be expended at the discretion of the Town Administrator for the FY 2017 Sewer Enterprise Capital Improvement Plan as outlined above.

DATED: _____, 2017

VOTED:
UNANIMOUS _____

YES _____ NO _____

A True Record Attest:

ABSTAIN _____

ABSENT _____

Teresa M. Burr
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



TOWN OF FRANKLIN

RESOLUTION 17-13

**SALARY SCHEDULE
FULL-TIME ELECTED OFFICIALS**

A Resolution Amending Appendix A, Chapter 4 of the Code of the Town of Franklin, entitled "Salary Schedule - Full-Time Elected Officials".

BE IT RESOLVED BY THE FRANKLIN TOWN COUNCIL THAT:

Appendix A Salary Schedule - Full-Time Elected Officials, Chapter 4 of the Code of the Town of Franklin is amended as follows:

**APPENDIX A
SALARY SCHEDULE - FULL-TIME ELECTED OFFICIALS**

| OFFICE | INCUMBENT SALARY |
|-------------------|-----------------------------|
| Town Clerk | <u>\$77,000</u> |

This resolution is effective for the fiscal year which began on July 1, 2016.

DATED: _____, 2017

VOTED:

UNANIMOUSLY: _____

A True Record Attest:

YES: ____ **NO:** ____

**Teresa M. Burr
Town Clerk**

ABSTAIN: ____ **ABSENT:** ____

**Judith Pond Pfeffer, Clerk
Franklin Town Council**



Sponsor: Administration

TOWN OF FRANKLIN

RESOLUTION 17-14

**TRANSFER FROM WATER ENTERPRISE AND RESCIND BORROWING AUTHORITY
(RESOLUTION NO. 14-16 APPROPRIATION FUNDING SOURCES)**

Whereas: The Town Council previously adopted Resolution No. 14-16 which appropriated and authorized a borrowing of \$7,500,000 for replacing water lines, and other water infrastructure improvements, engineering, inspection, roadway improvements, including all costs incidental or related thereto;

Whereas: The Town Council previously adopted Resolution No. 15-27 which transferred \$1,100,000 from the Water Enterprise Fund Retained Earnings for the project authorized under Resolution 14-16 and rescinded a like amount from the borrowing authority originally authorized by Resolution 14-16; and

Whereas: The Town now wishes to further fund an additional \$700,000 portion of the original appropriation authorized under Resolution No. 14-16 by transfer from the Water Enterprise Fund Retained Earnings and to rescind an additional like amount of the borrowing authorized.

NOW THEREFORE BE IT ORDERED by the Town Council of the Town of Franklin that:

“that to meet the appropriation made under Resolution No. 14-16 for replacing water lines, and other water infrastructure improvements, engineering, inspection, roadway improvements, including all costs incidental or related thereto, \$700,000 shall be transferred from the Water Enterprise Fund Retained Earnings in addition to the \$1,100,000 authorized to be transferred under Resolution 15-27, and \$700,000 of the borrowing authorized by Resolution No. 10-66 is hereby rescinded in addition to the \$1,100,000 previously rescinded under Resolution 15-27.

The Town Administrator is authorized to take any other action necessary or convenient to carry out this project and this Order. This Resolution shall become effective according to the rules and regulations of the Town of Franklin Home Rule Charter.”

DATED: _____, 2017

VOTED:

UNANIMOUSLY: _____

A True Record Attest:

YES: ____ **NO:** ____


**Teresa M. Burr
Town Clerk**

ABSTAIN: ____ **ABSENT:** ____

**Judith Pond Pfeffer, Clerk
Franklin Town Council**

**TOWN OF FRANKLIN
TREASURER-COLLECTOR
P.O. BOX 367 • 355 EAST CENTRAL ST.
FRANKLIN, MA 02038**

**JAMES P. DACEY, TREASURER-COLLECTOR
TELEPHONE (508) 520-4950
FAX (508) 520-4923**

Date: February 16, 2017
To: Jeff Nutting
From: Jim Dacey, Treasurer-Collector 
Re: **Prior Bond Authorizations and Premiums**

The passage of the Municipal Modernization Act, Chapter 2018 of the Acts of 2016, took effect on November 7, 2016. Premiums net of issuance costs received on bonds or notes authorized before November 7, 2016 are general fund revenue that may not be spent without appropriation. The attached resolution will fix this and will allow the town to apply any excess premiums received to the amount authorized reducing the amount borrowed.

We have a few bond authorizations that this resolution will cover namely the Library and a water bond.



Sponsor: Administration

TOWN OF FRANKLIN

RESOLUTION 17-15

**SUPPLEMENTATION OF PRIOR RESOLUTIONS OF THE
TOWN AUTHORIZING BORROWING TO ALLOW FOR THE
APPLICATION OF PREMIUM(S) RECEIVED TO PROJECT COSTS**

WHEREAS, Section 67 of Chapter 218 of the Legislative Acts of 2016 amended G.L. Chapter 44, Section 20 to change how a municipality applies any premiums paid to the municipality in connection with its borrowing,

NOW, THEREFORE, the Town of Franklin, acting by and through its Town Council, votes to supplement each prior resolution of this Council that authorizes the borrowing of money to pay costs of capital projects to provide that, in accordance with Chapter 44, Section 20 of the General Laws, the premium received by the Town upon the sale of any bonds or notes thereunder, less any such premium applied to the payment of the costs of issuance of such bonds or notes, may be applied to pay project costs and the amount authorized to be borrowed for each such project shall be reduced by the amount of any such premium so applied.

This Resolution shall become effective according to the rules and regulations of the Town of Franklin Home Rule Charter.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

A True Record Attest:

YES _____ **NO** _____

**Teresa M. Burr
Town Clerk**

ABSTAIN _____

ABSENT _____

**Judith Pond Pfeffer, Clerk
Franklin Town Council**

Town of Franklin

Tel: (508) 520-4907

Fax: (508) 520-4906



Planning Board

355 East Central Street
Franklin, Massachusetts 02038-1352

February 8, 2017

Teresa M. Burr, Town Clerk
Town of Franklin
355 East Central Street
Franklin, MA 02038

RECEIVED
2017 FEB - 8 AM 10:04
TOWN OF FRANKLIN

CERTIFICATE OF VOTE

Zoning By-law Amendment #17-786
Chapter 185-7. Use Regulation Schedule Part II

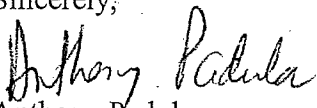
Petitioner: Town Administration

Dear Mrs. Burr:

Please be advised that at its meeting on Monday, February 6, 2017 the Planning Board, upon motion duly made and seconded, voted (5-0-0) to recommend, *as presented*, the Zoning By-law Amendment #17-786, changes to Chapter 185-7, Use Regulation Schedule Part II.

If you have any questions concerning this decision, please contact the planning staff or me.

Sincerely,


Anthony Padula
Chairman

cc: Town Council
Town Administrator

Sponsor: *Administration*

TOWN OF FRANKLIN

ZONING BY-LAW AMENDMENT 17-786

Changes to §185-7 Compliance required, Storage Facility

**A ZONING BY-LAW TO AMEND CHAPTER 185 SECTION 7 OF THE CODE OF THE
TOWN OF FRANKLIN**

Note: Within this section, changes are shown in **Bold** type to retain the readability of the document, and appear as additions (**xyz**) and as deletions (~~xyz~~).

BE IT ENACTED BY THE FRANKLIN TOWN COUNCIL THAT:

Chapter 185 of the Code of the Town of Franklin is hereby amended by the following additions and deletions to §185-7. Compliance required:

185 Attachment 3
 USE REGULATION SCHEDULE
 PART II

Symbols in the Use Regulations Schedule shall mean the following:

- Y = A permitted use.
- N = An excluded or prohibited use.
- BA = A use authorized under special permit from the Board of Appeals.
- PB = A use authorized under special permit from the Planning Board.
- P/SP = Permitted as of right. A special permit from the Board of Appeals is required if the proposed project results in an increase in estimated water consumption of more than 15,000 gallons per day.

| Principal Uses | District | | | | | | | | | | | | | | | | | | | |
|--|----------|----|-----|----|------|----|------|----|-----|-----|----|----|-------------------|------|-------------------|------|----------------|------|----------------|------|
| | RR | RI | RRU | RV | RVII | SF | RIII | SF | RIV | GRV | NC | RB | CI | CH | DC | B | I | LI | O | |
| 2. Commercial | | | | | | | | | | | | | | | | | | | | |
| 2.1 Adult entertainment establishment | N | | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N ² | N | N | N |
| 2.2 Animal kennel, hospital | BA | | BA | BA | BA | BA | BA | BA | BA | BA | BA | N | BA | BA | N | BA | BA | BA | BA | BA |
| 2.21 Animal day care, training | BA | | BA | BA | BA | BA | BA | BA | BA | BA | BA | N | BA | BA | N | BA | BA | BA | BA | BA |
| 2.22 Animal grooming | BA | | BA | BA | BA | BA | BA | BA | BA | BA | BA | N | Y | BA | Y | BA | BA | BA | BA | BA |
| 2.3 Office, excluding office parks: | | | | | | | | | | | | | | | | | | | | |
| a. Bank or credit union | N | | N | PB | PB | PB | PB | PB | PB | PB | PB | N | Y | Y | Y | Y | Y | Y | Y | Y |
| b. Medical or dental | PB | | PB | PB | PB | PB | PB | PB | PB | PB | PB | N | P/SP | P/SP | P/SP | P/SP | P/SP | P/SP | P/SP | P/SP |
| c. Professional | PB | | PB | PB | PB | PB | PB | PB | PB | PB | PB | N | P/SP | P/SP | P/SP | P/SP | P/SP | P/SP | P/SP | P/SP |
| d. Clerical, or administrative | N | | N | N | N | N | N | N | N | N | N | N | Y ⁶ | Y | Y | Y | Y | Y | Y | Y |
| 2.4 Funeral home, undertaking | N | | N | N | N | N | N | N | N | N | N | N | P/SP | P/SP | P/SP | P/SP | N | N | N | N |
| 2.5 Hotel, motel | N | | N | N | N | N | N | N | N | N | N | N | PB | PB | Y | PB | PB | PB | PB | PB |
| 2.6 Motor vehicle, boat, farm implement sales; rental and leasing: | | | | | | | | | | | | | | | | | | | | |
| a. With repair service | N | | N | N | N | N | N | N | N | N | N | N | N | PB | N | N | N | N | N | N |
| b. Without repair service | N | | N | N | N | N | N | N | N | N | N | N | N | PB | N | PB | N | N | N | N |
| c. Other | N | | N | N | N | N | N | N | N | N | N | N | N | PB | N | N | N | N | N | N |
| 2.7 Motor vehicle service, repair: | | | | | | | | | | | | | | | | | | | | |
| a. Auto body, painting, soldering, welding | N | | N | N | N | N | N | N | N | N | N | N | N | PB | N | N | PB | N | N | N |
| b. Filling or service station | N | | N | N | N | N | N | N | N | N | N | N | PB | PB | N | PB | PB | N | N | N |
| c. Other | N | | N | N | N | N | N | N | N | N | N | N | PB | PB | N | PB | PB | N | N | N |
| 2.8 Parking | | | | | | | | | | | | | | | | | | | | |
| a. Parking facility | N | | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N |
| b. Off-street parking | N | | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N | N |
| 2.9 Restaurant, bar | N | | N | N | N | N | N | N | N | N | N | N | P/SP ³ | P/SP | P/SP ³ | P/SP | PB | PB | N ⁴ | PB |

185 Attachment 3
 USE REGULATION SCHEDULE
 PART II (Continued)

| Principal Uses | District | | | | | | | | | | | | | |
|---|----------|--------------|--------|-------|------|-------------------|----------------|------|------|------|------|----------------|----------------|----------------|
| | RR RV | RRII RVII | SFRIII | SFRIV | GRV | NC | RB | CI | CII | DC | B | I | LI | O |
| 2.10 Shopping center | N | N | N | N | N | N | N | PB | PB | N | PB | N | N | N |
| 2.11 Storage facility | N | N | N | N | N | N | N | N | PB | N | N | N | N | N |
| 2.12 Tattoo parlor/body-piercing studio | N | N | N | N | N | N | N | N | N | N | N | N | N | N |
| 2.13 Tourist home | PB | PB | P/SP | P/SP | P/SP | P/SP | N | P/SP | P/SP | N | P/SP | N | N | N |
| 2.14 Office park | N | N | N | N | N | PB | N | PB | PB | N | PB | N | N | Y |
| 2.15 Other retail sales, services | | | | | | | | | | | | | | |
| a. General | N | N | N | N | N | N | N | P/SP | P/SP | P/SP | P/SP | N ^d | N ^d | N ^d |
| b. Personal | N | N | N | N | N | P/SP ⁶ | N ^d | P/SP | P/SP | P/SP | P/SP | N ^d | N ^d | N ^d |
| c. Other | N | N | N | N | N | N | N | P/SP | P/SP | P/SP | P/SP | N ^d | N ^d | N ^d |
| 2.16 Vehicular service establishment | N | N | N | N | N | N | N | PB | PB | PB | PB | N | N | N |
| 2.17 Trade center | N | N | N | N | N | N | N | N | N | N | N | N | N | N |
| 2.18 Catering | PB | PB | PB | PB | PB | PB | N | PB | PB | PB | PB | Y | Y | N |
| 2.19 Function Hall | PB | PB | N | PB | PB | PB | N | PB | PB | PB | PB | Y | Y | N |
| 2.20 Psychic services/fortune-telling | N | N | N | N | N | PB | N | N | N | N | N | N | N | N |
| 2.21 Bed-and-breakfast | PB | PB | P/SP | P/SP | P/SP | P/SP | N | P/SP | P/SP | P/SP | P/SP | N | N | N |
| 2.22 Country Store | N | N | N | N | N | Y | PB | Y | Y | N | Y | N | N | N |

NOTES:

1. If any part of a principal use is considered a VSE (see § 185-3, Definitions), the requirements for VSE must be met.
2. Except as permitted by a special permit within the Adult Use Overlay District as described in § 185-47.
3. Except BA, if involving live or mechanical entertainment.
4. Only allowed as an accessory use to an otherwise permitted use as detailed in Use Regulations Schedule, Part VII, Accessory Uses.
5. Establishments are limited to a maximum gross building footprint of 2,800 square feet.
6. Not allowed on sidewalk level in multilevel development.

The foregoing Zoning By-law amendment shall take effect in accordance with the Franklin Home Rule Charter and Massachusetts General Law Chapter 40A, Section 5.

DATED: _____, 2017

VOTED:

UNANIMOUS _____

A True Record Attest:

YES _____ NO _____

Teresa M. Burr
Town Clerk

ABSTAIN _____

ABSENT _____

Judith Pond Pfeffer, Clerk

FRANKLIN PLANNING & COMMUNITY DEVELOPMENT

355 EAST CENTRAL STREET, ROOM 120
FRANKLIN, MA 02038-1352
TELEPHONE: 508-520-4907
FAX: 508-520-4906

MEMORANDUM

TO: JEFFREY D. NUTTING, TOWN ADMINISTRATOR
FROM: BRYAN W. TABERNER, AICP, DIRECTOR
RE: PROPOSED ZONING BYLAW AMENDMENT, STORAGE FACILITY
CC: JAMIE HELLEN, DEPUTY TOWN ADMINISTRATOR
GUS BROWN, BUILDING COMMISSIONER
AMY LOVE, PLANNER
DATE: DECEMBER 28, 2016

As you know the Department of Planning and Community Development has been asked to develop a draft Zoning Bylaw amendment that would change the locations in which storage facilities can be located within the community. This change can be implemented with fairly simple changes to Attachment 4 of the Town of Franklin's Zoning Bylaw, Use Regulations Schedule Part III.

Attached is a draft Zoning Bylaw Amendment for consideration. Currently storage facilities may be allowed within the Commercial II Zoning District with a Planning Board special permit. The proposed Zoning Bylaw Amendment would delete the Storage Facility use from the Commercial II district, and add it to the Industrial Zoning District.

Please let me know if you have questions.