

Select Board Meeting

Monday, May 15, 2023 6:30 PM

6:30 PM Executive Session

7:00 PM Regular Session

The Robb Center Lifelong Learning Room

30 Whittier Court, Andover, MA 01810

ANDOVER TOWN CLERK
ROUD 2023 MAY 11 PM3:49

I. Call to Order – 6:30 P.M.

II. Executive Session

Board to vote to go into Executive Session pursuant to option 6 to discuss the purchase, exchange, lease, or value of real property, to vote to approve and not release Executive Session Minutes of April 12, 2023 and April 24, 2023; and for the Chair to declare that an open session may have a detrimental effect on the negotiating position of the Town; and to return to open session.

III. Opening Ceremonies

- A. Moment of Silence/Pledge of Allegiance
- B. Proclamation in Recognition of Pride Month

IV. Communications/Announcements/Liaison Reports

V. Citizens Petitions and Presentations

VI. Public Hearings

A. Liquor License Change of Officer/Director

Board to review and consider voting to approve the application of 99 Restaurant Holdings, LLC dba Ninety-Nine Restaurant & Pub, 464 Lowell Street, Andover, for a Change of Directors/LLC Managers on its All Alcoholic Restaurant Beverage License; the new LLC Managers to be Clint Lautenschlegar, Marjorie Nemzura, Phillip Purcell, Mark Spurgin, and Kara Jacobs.

VII. Regular Business

A. Alcoholic Beverages License – Change of DBA

Board to review and consider voting to approve the application of Five Bartlet Street, Inc., dba Five Bartlet Street, at 5 Five Bartlet Street, Andover, for a Change of DBA to “Andover Liquors” on its All Alcoholic Retail Package Store Liquor License.

B. 2023 Fourth of July Fireworks

Board to review options and consider voting to approve plan for 2023 Fourth of July Fireworks.

C. Andover Home for Aged People Grant

Board to consider voting to accept a \$16,000 grant from the Andover Home for Aged People for podiatry care for senior residents.

- D. Town Counsel Appointment Process
Town Manager to update the Board on the appointment process for Town Counsel.
- E. Tax Increment Financing Agreement
Board to vote to sign the Tax Increment Financing Agreement between the Town of Andover, Flagship Pioneering Labs TPC, Inc. and ARE-MA Region No. 93 LLC.
- F. Affordable Unit Right of First Refusal – 1 Powder Mill Square Unit 210
Board to vote to not exercise its right of first refusal to purchase the affordable housing unit at 1 Powder Mill Square, Unit 210.
- G. Mass Works Grant for Essex Street Corridor
Director of Planning and Land Use to update the Board on the submittal of a Mass Works Grant application to provide targeted public infrastructure improvements along the Essex Street corridor.

VIII. Consent Agenda

- A. Appointments by the Town Manager
Board to vote that the following appointments by the Town Manager be approved.

Department	Name	Position	Rate/Term	Date of Hire
Finance – Treasurer / Collector	Genna Jacobs (Ana-Maria DeRosa)	Assistant Treasurer / Collector	\$83,026.17/yr	5/30/2023
Human Resources	Jessica Chaplin	Human Resources Generalist	\$80,000.00/yr	5/30/2023
Department of Public Works	John McQuade	Temporary / Seasonal Parks and Grounds Employee	\$20.00/hr	5/3/2023
Information Technology	Aditya Chunduru	Department Assistant	\$16.50/hr	5/22/2023
Memorial Hall Library	Alistair McBrien	Makerspace Assistant	\$15.00/hr	5/16/2023
Cultural Council	Rachael Longo	Member	Term Expires 6/30/2026	7/1/2023

IX. 2023 Select Board Meetings

- A. Board to consider voting to accept the following Select Board Meeting Schedule:

June 5, 2023
June 12, 2023
July 11, 2023 (Tuesday)
July 17, 2023
August 15, 2023 (Tuesday)

X. Approval of Minutes

A. Board to approve minutes from the following meetings:

1. May 1, 2023

XI. Adjourn

If any member of the public wishing to attend this meeting seeks special accommodations in accordance with the Americans with Disabilities Act, please contact Kathryn Forina in the Town Manager's Office at 978-623-8215 or by email at kathryn.forina@andoverma.us

MEETINGS ARE TELEVISED ON
COMCAST CHANNEL 22 AND VERIZON CHANNEL 45

Upton Connell & Devlin, LLP

Contact for Joseph H. Devlin, Esq.

171 High Street
Newburyport, MA 01950
617-514-2837
617-514-2825

Main Office:

112 Water Street, Suite 201
Boston, Massachusetts 02109
617-227-3277 (Tel)
617-227-3222 (Fax)

Town of Andover
Clerk's Office
36 Bartlet Street
Andover, MA 01810

Re: Change of Officer for the 99 Restaurant & Pub – Two Entities: 99 Restaurants of Boston, LLC (39 locations) and 99 West, LLC (22 locations)

Dear License Administrator:

I am writing on behalf of the 99 Restaurants of Boston, LLC or 99 West, LLC, d/b/a The Ninety-Nine Restaurant (collectively the "Licensee"), one or both of which are licensed entities in your community owned by the same corporate structure.

Per the letter you received from the Massachusetts Alcoholic Beverage Control Commission (the "ABCC"), a copy of which is also enclosed, the "Licensee" has been granted preliminary approval for a Change of Officer relative to all 61 of their Massachusetts locations using the "inverted approval process".

The Officer Change involves the appointment of Clinton Lautenschlegar, Marjorie Nemzura, Phillip Purcell, Mark Spurgin, and Kara Jacobs as LLC Managers, and the removal of Wendy Harkness as LLC Manager and Secretary, removal of Charles Noyes as LLC Manager and President, and removal of Kurt Schnaubelt as LLC Manager and CFO.

Due to the size of the transactions, the ABCC has reviewed and investigated the applications and found that the transaction is in compliance with M.G.L. Chapter 138. In addition to the LLA Form, please send the Application package and all other relative forms and documents back to the ABCC. **If you have any questions, you can call Investigator Brad Doyle at 617-727-3065, ext. 713.**

Enclosed please find the following documents relative to the transaction for your records:

1. Letter from Ralph Sacramone, Executive Director of the Alcohol Beverage Control Commission (the "ABCC").
2. DOR and DUA Certificates.
3. Monetary Transmittal Form.

3. Monetary Transmittal Form.
4. Retail alcoholic beverages application – change of officers.
5. CORI Request Forms for the new officers.
6. Proof of US Citizenship for the new officers.
7. Exhibits.
8. Certificate of Authorization.
9. Certificate of Organization.

We would appreciate you putting this on your next available meeting schedule. We will call shortly hereafter to follow up to confirm you've received our application and see if you need us to attend the meeting, though we are anticipating from past experiences that many communities will not require it.

We look forward to speaking and working with you again. If you should have any questions with regard to this Application, please feel free to call my associate, Elizabeth Pisano, at (860) 712-2799, or email her at episano@ucdlaw.com.

Very truly yours,

Joseph H. Devlin

Joseph H. Devlin



*Commonwealth of Massachusetts
Department of the State Treasurer
Alcoholic Beverages Control Commission
95 Fourth Street
Chelsea, Massachusetts 02150*

March 29, 2023

LOCAL Boards

Andover, Auburn, Billerica, Braintree, Bridgewater, Barnstable, Boston, Chicopee, Dartmouth, Easton, Fairhaven, Falmouth, Framingham, Franklin, Greenfield, Haverhill, Hingham, Holyoke, Lowell, Lynnfield, Marlborough, No. Andover, Pembroke, Pittsfield, Plymouth, Quincy, Rockland, Somerville, Springfield, Stoneham, Tewksbury, Westfield, Westford, W. Springfield, Wilmington, Woburn, Worcester

The Alcoholic Beverages control Commission ("Commission") has received a request from 99 Restaurants of Boston, LLC for a change of Officers / Directors in the above noted cities and towns.

Due to the magnitude of these transactions, the Commission has received the information and documents provided by the licensee. The review was to determine whether the contemplated transaction is consistent with the provisions of M.G.L. c. 138. Based upon our review, we are satisfied that the transaction is consistent with the purposes of the law and would not result in the individual corporate licenses being deemed to be out of compliance with the applicable statute. Accordingly, this letter sets forth our recommended procedure for the processing of these applications.

Arrangements have been made for the Corporation to pay all of the \$200 application fees directly to the Commission. Therefore, no fee needs to be collected by the Local Licensing Authority.

The Commission has reviewed and accepted copies of the following documents and instruments:

1. Application for amendment
2. DOR Certificate of Good Standing
3. DUA Certificate of Good Standing
4. CORI Authorization
5. Vote authorizing the license amendment
6. List of exhibit's
7. Secretary of The Commonwealth Corporate Articles.

The applicant will contact you directly for processing the application. We will be processing this group filing differently than we have in the past due to the fact that these applications will be scanned into the e-licencing system.

The local Licensing Authority should send in the whole packet of the application and not just the local licensing review record that was done in the past. Should you or your town/city solicitor have any questions or require information or assistance , please contact Special Investigator Brad Doyle at (617) 908-8575.

Sincerely,



Ralph Sacramone
Executive Director

Cc: Fredrick Mahony, Chief Investigator
Ryan Melville, Licensing Coordinator
Joe Devlin, Esq.



Upton Connell & Devlin, LLP
112 Water Street, Suite 201
Boston, MA 02109



5-7017/2110



4/5/2023

PAY TO THE
ORDER OF Town of Andover

\$**125.00

One Hundred Twenty-Five and 00/100*****

DOLLARS

Town of Andover



[Handwritten Signature]
AUTHORIZED SIGNATURE

MEMO
Ninety-Nine Officer Change



Upton Connell & Devlin, LLP

Town of Andover

4/5/2023

125.00

1741

Cash - Citizens Opera Ninety-Nine Officer Change

125.00

Upton Connell & Devlin, LLP

Town of Andover

4/5/2023

125.00

1741

Cash - Citizens Opera Ninety-Nine Officer Change

125.00

Security features. Details on back.

LOCAL FORMS



**TOWN OF ANDOVER
TOWN CLERK'S OFFICE**

36 Bartlet Street
Andover, MA 01810
978-623-8230
www.andoverma.gov

ALCOHOLIC BEVERAGES LICENSE APPLICATION

BUSINESS/ENTITY NAME:	99 Restaurants of Boston, LLC
DBA:	99 Restaurant and Pub
PREMISE ADDRESS:	464 Lowel Street, Andover, MA
MANAGER/CONTACT NAME:	Sheila Winn
EMAIL:	licensing@restgrowthservices.com
PHONE:	978.475.8033
BUSINESS MAILING ADDRESS: (if different from premise)	3038 Sidco Drive, Nashville, TN 37204
FID/SS#:	██████████

Please select the license transaction for which you are applying below.

Each transaction has an application fee of \$125.00 made payable to TOWN OF ANDOVER.

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

I certify under the penalties of perjury, that the above information is true, and that named applicant has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting child support.

Signature: Phillip A. Parcell **Date:** 04/11/2023

This license application requires Select Board approval upon prior approval from the Police Department, Fire Department, Health Department, Building Department and Town Treasurer.
(Office Use Only) SELECT BOARD HEARING DATE: _____

TAX FORM

APPLICANT NAME: 99 Restaurants of Boston, LLC

I certify under penalties of perjury that the above named applicant has complied with all laws of the commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting child support.

99 Restaurants of Boston, LLC _____

Signature of Individual or Corporate Name (Mandatory)

Philip A. Funnell Assistant Secretary
By: Corporate Officer (if corporation)

Social Security# (if individual)

 _____
Federal Identification Number (FID# if Corporation or Non Profit#)

This license will not be issued unless the certification clause is signed by the applicant.

Your Social Security or FID number will be furnished to the Massachusetts Department of Revenue to determine if you have met tax filing or tax payment obligations. Licensees who fail to correct their non-filing or delinquency will be subject to license suspension or revocation. This request is made under the authority of Mass. General Laws C. 62c s.49A.



The Commonwealth of Massachusetts
 Department of Industrial Accidents
 1 Congress Street, Suite 100
 Boston, MA 02114-2017

www.mass.gov/dia

Workers' Compensation Insurance Affidavit: General Businesses.
 TO BE FILED WITH THE PERMITTING AUTHORITY.

Applicant Information

Please Print Legibly

Business/Organization Name: 99 Restaurants of Boston, LLC

Address: 464 Lowell Street

City/State/Zip: Andover, MA 01810 Phone #: (978) 475-8033

Are you an employer? Check the appropriate box:

- 1. I am an employer with 40 employees (full and/or part-time).*
- 2. I am a sole proprietor or partnership and have no employees working for me in any capacity. [No workers' comp. insurance required]
- 3. We are a corporation and its officers have exercised their right of exemption per c. 152, §1(4), and we have no employees. [No workers' comp. insurance required]**
- 4. We are a non-profit organization, staffed by volunteers, with no employees. [No workers' comp. insurance req.]

Business Type (required):

- 5. Retail
- 6. Restaurant/Bar/Eating Establishment
- 7. Office and/or Sales (incl. real estate, auto, etc.)
- 8. Non-profit
- 9. Entertainment
- 10. Manufacturing
- 11. Health Care
- 12. Other _____

*Any applicant that checks box #1 must also fill out the section below showing their workers' compensation policy information.

**If the corporate officers have exempted themselves, but the corporation has other employees, a workers' compensation policy is required and such an organization should check box #1.

I am an employer that is providing workers' compensation insurance for my employees. Below is the policy information.

Insurance Company Name: Safety National

Insurer's Address: c/o Stephens Insurance, LLC, 111 Center Street, Suite 100

City/State/Zip: Little Rock, AR 72201

Policy # or Self-ins. Lic. # LDC4055543 Expiration Date: 08/01/2022

Attach a copy of the workers' compensation policy declaration page (showing the policy number and expiration date).

Failure to secure coverage as required under Section 25A of MGL c. 152 can lead to the imposition of criminal penalties of a fine up to \$1,500.00 and/or one-year imprisonment, as well as civil penalties in the form of a STOP WORK ORDER and a fine of up to \$250.00 a day against the violator. Be advised that a copy of this statement may be forwarded to the Office of Investigations of the DIA for insurance coverage verification.

I do hereby certify, under the pains and penalties of perjury that the information provided above is true and correct.

Signature: Phillip A Purcell Date: 6-27-22

Phone #: 615-256-8500

Official use only. Do not write in this area, to be completed by city or town official.

City or Town: Andover Permit/License # _____

Issuing Authority (circle one):

- 1. Board of Health
- 2. Building Department
- 3. City/Town Clerk
- 4. Licensing Board
- 5. Selectmen's Office
- 6. Other _____

Contact Person: Austin Simko, Town Clerk Phone #: 978-623-8230



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

7/28/2022

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Stephens Insurance, LLC 111 Center Street, Suite 100 Little Rock, AR 72201	CONTACT NAME:	Shirley Simmons	
	PHONE (A/C, No, Ext):	15013773435	FAX (A/C, No): 15012104625
www.stephensinsurance.com	E-MAIL ADDRESS:	Shirley.Simmons@stephens.com	
	INSURER(S) AFFORDING COVERAGE		NAIC #
INSURED Restaurant Growth Services, LLC Attn: Risk Management 3038 Sidco Drive Nashville TN 37204	INSURER A :	Safety National Casualty Corporation	15105
	INSURER B :	Continental Insurance Company	35289
	INSURER C :	Travelers Property Casualty Co of Amer	25674
	INSURER D :		
	INSURER E :		
	INSURER F :		

COVERAGES CERTIFICATE NUMBER: 69494632 REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC OTHER:			GL 6675994	8/1/2022	8/1/2023	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000 Policy Gen Agg Capped \$ 40,000,000
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS NON-OWNED AUTOS ONLY <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/>			CA 6675743	8/1/2022	8/1/2023	COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$			7034350774	8/1/2022	8/1/2023	EACH OCCURRENCE \$ 10,000,000 AGGREGATE \$ 10,000,000
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		Y/N <input type="checkbox"/> N/A	LDC 4055543	8/1/2022	8/1/2023	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A C	Liquor Liability Excess Liability			GL 6675994 EX-7T332618-22-NF	8/1/2022 8/1/2022	8/1/2023 8/1/2023	\$1,500,000. Each Common Cause Limit \$15,000,000. Each Occurrence \$15,000,000. Aggregate

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Re: 99 Restaurant Location (99 Restaurants of Boston, LLC) - #30002, 464 Lowell St., Rt. #13, Andover, MA 01810 Including the Temporary Outdoor Dining Area. See attached Additional Insured-Designated Person or Organization Endorsement CG 20 26 12 19 and Waiver of Rights of Recovery Against Others To Us (Waiver of Subrogation) Endorsement CG 24 04 12 19 applicable to General Liability.

CERTIFICATE HOLDER

CANCELLATION

Town of Andover
36 Bartlet St.
Andover MA 01801

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Stan Payne

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ACORD 25 (2016/03)

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SAFETY NATIONAL CASUALTY CORP

1832 SCHUETZ ROAD
ST. LOUIS, MO 63146
(888) 995-5300

Workers' Compensation and Employers' Liability
Insurance Policy Information Page

Policy Period		
Policy Number	From	To
LDC4055543	08/01/2022	08/01/2023
12:01 A.M. Standard Time at the address of the Insured as stated herein		
Prior Policy Number	LDC4055543	

Transaction	
Renewal Issue	
1. Named Insured and Address * see below	Agent
RESTAURANT GROWTH SERVICES, LLC 3038 SIDCO DRIVE NASHVILLE, TN 37204	Stephens Insurance, LLC 61088 111 Center Street Suite 100 Little Rock, AR 72201 Telephone: Entity of Insured LLC

* If applicable, Item 1 is continued on attached Named Insured and/or Additional Locations Page:

2. The Policy Period is from 08/01/2022 to 08/01/2023 12:01 a.m. Standard Time at the Insured's mailing address.
3. A. Workers Compensation Insurance: Part One of the policy applies to the Workers Compensation Law of the states listed here: AL AR CT FL GA IL IN KY LA ME MA MS MO NH NY NC RI SC TN VT VA WV
- B. Employers Liability Insurance: Part Two of the policy applies to work in each state listed in Item 3.A. The limits of our liability under Part Two are:

Bodily Injury by Accident	\$ 1,000,000	each accident
Bodily Injury by Disease	\$ 1,000,000	policy limit
Bodily Injury by Disease	\$ 1,000,000	each employee
- C. Other States Insurance: Part Three of the policy applies to states, if any, listed here:
All states except ND, OH, PR, VI, WA, WY and states designated in Item 3.A.
- D. This policy includes these endorsements and schedules: See attached Schedule of Forms and Endorsements.
4. The premium for this policy will be determined by our Manuals of Rules, Classifications, Rates, and Rating Plans. All information required below is subject to verification and change by audit.

SEE EXTENSION OF INFORMATION PAGE

Minimum Premium

Total Estimated Annual Premium

\$ [REDACTED]

Assessments and Taxes
(Taxes not applicable in Puerto Rico)

\$ [REDACTED]

**Expense Constant
Premium Discount**

\$ [REDACTED]

Deposit Premium

This is a Three Year Fixed Rate Policy

Premium Adjustment Period: Annual Semiannual Quarterly Monthly

Countersigned this Day of

Authorized Representative

Issued Date: 08/25/2022

Issuing Office: Safety National Casualty Corporation



95 Fourth Street, Chelsea, Massachusetts 02150

Phone (617) 727-3040

Payment Confirmation

YOUR PAYMENT HAS PROCESSED AND THIS IS YOUR RECEIPT

Your account has been billed for the following transaction. You will receive a receipt via email.



Transaction Processed Successfully.

INVOICE #: 41c1c20d-e4a0-4174-b433-15d6af250f88

Description	Applicant, License or Registration Number	Amount
SPECIAL PERMIT	The Ninety-Nine	\$12,800.00
		\$12,800.00

Total Convenience Fee: \$300.80

Total Amount Paid: \$13,100.80

Date Paid: 9/21/2021 1:36:09 PM EDT

Payment On Behalf Of

License Number or Business Name:

The Ninety-Nine

License Type:

SPECIAL PERMIT

Billing Information

First Name:

John

Last Name:

Connell

Address:

112

City:

Boston

State:

MA

Zip Code:

02109

Email Address:

episano@ucdlaw.com

Print Receipt

Make Another Payment

powered by nCourt



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 FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

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

ECRT CODE: RETA

Please make \$200.00 payment here: <https://www.paybill.com/mass/abcc/retail/>
 PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL

EPAY CONFIRMATION NUMBER

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

ENTITY/ LICENSEE NAME

ADDRESS

CITY/TOWN STATE ZIP CODE

For the following transactions (Check all that apply):

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

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

ALCOHOLIC BEVERAGES CONTROL COMMISSION
 239 CAUSEWAY STREET
 BOSTON, MA 02241-3396

DUA / DOR CERTIFICATES OF GOOD STANDING



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



99 RESTAURANTS OF BOSTON LLC
144 LOWELL ST RT 129
WILMINGTON MA 01887

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, 99 RESTAURANTS OF BOSTON LLC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



402331354

Rosalin Acosta
SECRETARY

Connie C. Carter
DIRECTOR

Restaurant Growth Services LLC
3038 SIDCO DRIVE
NASHVILLE, TN 37204

EAN: 21983661
August 30, 2022

Certificate Id:62278

The Department of Unemployment Assistance certifies that as of 8/30/2022 ,Restaurant Growth Services LLC is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Connie C. Carter, Director

Department of Unemployment Assistance

ABCC APPLICATION



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

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

Change of Officers/ Directors/LLC Managers

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- CORI Authorization
- Vote of the Entity
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Change of Stock Interest

(e.g. New Stockholders or Transfer or Issuance of Stock)

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- CORI Authorization
- Financial Statement
- Vote of the Entity
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement (New Stockholder Only)*
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Change of Ownership Interest

(e.g. LLC Members, LLP Partners, Trustees etc.)

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Stock Application
- CORI Authorization
- Financial Statement
- Vote of the Entity
- Purchase & Sale Agreement
- Supporting Financial Records
- Advertisement (New Stockholder Only)*
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Non-Profit Club Change of Officers/ Directors

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Officer/Directors Application
- Vote of the club signed by an approved officer
- Business Structure Documents -**Articles of Organization** from the Secretary of the Commonwealth

Management Agreement

- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Management Agreement
- Vote of Entity

**If abutter notification and advertisement is required for transaction, please see the local licensing authority.*

1. BUSINESS ENTITY INFORMATION

Entity Name	Municipality	ABCC License Number
99 Restaurants of Boston, LLC	Andover	00006-RS-0026

Please provide a narrative overview of the transaction(s) being applied for. Attach additional pages, if necessary.

Wendy Harkness, Charles Noyes and Kurt Schnaubelt have left the company and are being removed as LLC Managers. Clint Lautenschlegar, Marjorie Nemzura, Phillip Purcell, Mark Spurgin, and Kara Jacobs are being added as new LLC Managers.

APPLICATION CONTACT

The application contact is the person who should be contacted with any questions regarding this application.

Name	Title	Email	Phone
Joseph H. Devlin	Attorney	jdevlin@ucdlaw.com	617-514-2828

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

2. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.). Attach additional page(s) provided, if necessary, utilizing Addendum A.

- The individuals and titles listed in this section must be identical to those filed with the Massachusetts Secretary of State.
- The individuals identified in this section, as well as the proposed Manager of Record, must complete a CORI Release Form.
- Please note the following statutory requirements for Directors and LLC Managers:
On Premises (E.g. Restaurant/ Club/Hotel) Directors or LLC Managers - At least 50% must be US citizens;
Off Premises(Liquor Store) Directors or LLC Managers - All must be US citizens and a majority must be Massachusetts residents.
- If you are a Multi-Tiered Organization, please attach a flow chart identifying each corporate interest and the individual owners of each entity as well as the Articles of Organization for each corporate entity. Every individual must be identified in Addendum A.

Name of Principal	Residential Address	SSN	DOB
W. Craig Barber	[REDACTED]	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
LLC Manager, CEO, President	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Mark Spurgin	[REDACTED]	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
LLC Manager	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Clinton Lautenschlegar	[REDACTED]	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
LLC Manager	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Marjorie Nemzura	[REDACTED]	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
LLC Manager, Secretary	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Phillip Purcell	[REDACTED]	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
LLC Manager	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Kara Jacobs	[REDACTED]	[REDACTED]	[REDACTED]

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
LLC Manager	0%	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

Additional pages attached? Yes No

CRIMINAL HISTORY
 Has any individual listed in question 6, and applicable attachments, ever been convicted of a State, Federal or Military Crime? If yes, attach an affidavit providing the details of any and all convictions. Yes No

MANAGEMENT AGREEMENT
 Are you requesting approval to utilize a management company through a management agreement? Please provide a copy of the management agreement. Yes No

APPLICATION FOR AMENDMENT-Change of Officers, Stock or Ownership Interest

3. CURRENT OFFICERS, STOCK OR OWNERSHIP INTEREST

List the individuals and entities of the current ownership. Attach additional pages if necessary utilizing the format below.

Name of Principal	Title/Position	Percentage of Ownership
Charles O. Noyes	LLC Manager, President	0%
Name of Principal	Title/Position	Percentage of Ownership
Kurt Schnaubelt	LLC Manager, CFO	0%
Name of Principal	Title/Position	Percentage of Ownership
Wendy Harkness	LLC Manager, CAO, Secretary	0%
Name of Principal	Title/Position	Percentage of Ownership
W. Craig Barber	LLC Manager, CEO	0%
Name of Principal	Title/Position	Percentage of Ownership
99 Restaurants of Massachusetts, LLC	LLC Member	100%
Name of Principal	Title/Position	Percentage of Ownership

4. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 6, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes No If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality
See Exhibit A			

5. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified in question 6, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes No If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality
See Exhibit B			

6 DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 6A or 6B ever been suspended, revoked or cancelled? Yes No If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Date of Action	Name of License	City	Reason for suspension, revocation or cancellation
	See Exhibit C		

ADDENDUM A

6. Change of Officers, Stock or Ownership Interest (Continued...)

List all proposed individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name	Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed)			
99 Restaurants, LLC	100%			
Name of Principal	Residential Address	SSN	DOB	
Craig Barber	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Manager	0%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Mark Spurgin	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Manager	0%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Marjorie Nemzura	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Manager	0%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Phillip Purcell	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Manager	0%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Clinton Lautenschleger	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Manager	0%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
ABRH, LLC	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Member	100%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Kara Jacobs	[REDACTED]	[REDACTED]	[REDACTED]	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
LLC Manager	0%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

Yes No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name	Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed)
<input style="width: 95%;" type="text" value="Newport Fidelity Holdings, LLC"/>	<input style="width: 95%;" type="text" value="0%"/>

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text" value="Cannae Holdings, Inc."/>	<input style="width: 95%;" type="text" value="publicly traded corp"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text" value="Member"/>	<input style="width: 95%;" type="text" value="88.6%"/>	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text" value="Newport Global Opp. Fund"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text" value="Member"/>	<input style="width: 95%;" type="text" value="9.9%"/>	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text" value="Individuals & entities"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text" value="Member"/>	<input style="width: 95%;" type="text" value="1.5%"/>	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

Yes No

ADDENDUM A

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST (Continued...)

List all individuals or entities that will have a direct or indirect, beneficial or financial interest in this license (E.g. Stockholders, Officers, Directors, LLC Managers, LLP Partners, Trustees etc.).

Entity Name	Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed)
<input style="width: 95%;" type="text" value="ABRH, LLC"/>	<input style="width: 95%;" type="text" value="0%"/>

Name of Principal	Residential Address	SSN	DOB
Fidelity Newport Holdings	1209 Orange Street, Wilmington, DE	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Member	100%	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?
If yes, attach an affidavit providing the details of any and all convictions.

Yes No

7. FINANCIAL DISCLOSURE

Associated Cost(s):

\$0.00

SOURCE OF CASH CONTRIBUTION

Please provide documentation of available funds. (E.g. Bank or other Financial institution Statements, Bank Letter, etc.)

Name of Contributor	Amount of Contribution
N/A	
Total:	

SOURCE OF FINANCING

Please provide signed financing documentation.

Name of Lender	Amount	Type of Financing	Is the lender a licensee pursuant to M.G.L. Ch. 138.
			<input type="radio"/> Yes <input type="radio"/> No
			<input type="radio"/> Yes <input type="radio"/> No
			<input type="radio"/> Yes <input type="radio"/> No
			<input type="radio"/> Yes <input type="radio"/> No

FINANCIAL INFORMATION

Provide a detailed explanation of the form(s) and source(s) of funding for the cost identified above.

N/A

APPLICANT'S STATEMENT

I, Phillip A Purcell the: sole proprietor; partner; corporate principal; LLC/LLP manager
Authorized Signatory

of 99 Restaurants of Boston, LLC
Name of the Entity/Corporation

hereby submit this application (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 statements 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 are in compliance with state and local laws and regulations;
- (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 ownership 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.
- (10) I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support.

Signature:

Phillip A Purcell

Date:

07-26-2022

Title:

VP and Assistant Secretary

CORPORATE VOTE

CORPORATE VOTE

The Board of Directors or LLC Managers of
Entity Name
duly voted to apply to the Licensing Authority of and the
City/Town
Commonwealth of Massachusetts Alcoholic Beverages Control Commission on
Date of Meeting

For the following transactions (Check all that apply):

- Change of Officers/Directors/LLC Manager
- Change of Ownership Interest (LLC Members, LLP Partners, Trustees)
- Issuance/Transfer of Stock/New Stockholder
- Management/Operating Agreement
- Other

"VOTED: To authorize
Name of Person

to sign the application submitted and to execute on the Entity's behalf, any necessary papers and do all things required to have the application granted."

A true copy attest,



Corporate Officer /LLC Manager Signature

For Corporations ONLY

A true copy attest,

Corporation Clerk's Signature

LIST OF EXHIBITS

Change of Officer Application Relative to the Massachusetts Ninety-Nine Restaurant Locations.

Exhibit A -

- A-1 Structure Chart of 99 Restaurants of Boston, LLC
- A-2 Certificate of Formation 99 Restaurants of Boston, LLC
- A-3 Certificate of Formation 99 Restaurants of Massachusetts, LLC
- A-4 Certificate of Formation 99 Restaurants, LLC
- A-5 Certificate of Formation ABRH, LLC
- A-6 Certificate of Formation of Fidelity Newport Holdings, LLC
- A-7 Certificate of Formation of Cannae Holdings, LLC
- A-8 10K of Cannae Holdings, Inc. (publicly traded)

Exhibit B - LICENSES IN WHICH APPLICANT HAS AN INTEREST

Exhibit C - LICENSES IN WHICH APPLICANT PREVIOUSLY HAD AN INTEREST

Exhibit D - SUSPENSIONS, REVOCATIONS OR CANCELLATIONS OF APPLICANT



Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL

CORI REQUEST FORM

KIM S. GAINSBORO, ESQ.
CHAIRMAN

The Alcoholic Beverages Control Commission has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information. For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: LICENSEE NAME: CITY/TOWN:

APPLICANT INFORMATION

LAST NAME: FIRST NAME: MIDDLE NAME:

MAIDEN NAME OR ALIAS (IF APPLICABLE): PLACE OF BIRTH:

DATE OF BIRTH: ID THEFT INDEX PIN (IF APPLICABLE):

MOTHER'S MAIDEN NAME: STATE LIC. ISSUED:

GENDER:

CURRENT ADDRESS:

CITY/TOWN:

FORMER ADDRESS:

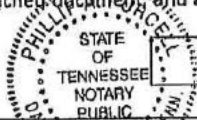
CITY/TOWN:

PRINT AND SIGN

PRINTED NAME: APPLICANT/EMPLOYEE SIGNATURE:

NOTARY INFORMATION

On this before me, the undersigned notary public, personally appeared (name of document signer), proved to me through satisfactory evidence of identification, which were to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

 NOTARY

DIVISION USE ONLY

REQUESTED BY:

SIGNATURE OF NON-AUTHORIZED EMPLOYEE:

The DCJL Identity Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN Number by the DCJL. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCJL via mail or by fax to (617) 660-4514.



**Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114**

**STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL**

CORI REQUEST FORM

**KIM S. GAINSBORO, ESQ.
CHAIRMAN**

The Alcoholic Beverages Control Commission has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information. For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: <small>(OF EXISTING LICENSE)</small>		LICENSEE NAME:	99 Restaurants of Boston, LLC	CITY/TOWN:	
--	--	----------------	-------------------------------	------------	--

APPLICANT INFORMATION

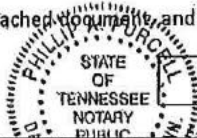
LAST NAME:	Lautenschleger	FIRST NAME:	Clinton	MIDDLE NAME:	Russell
MAIDEN NAME OR ALIAS (IF APPLICABLE):		PLACE OF BIRTH:	[REDACTED]		
DATE OF BIRTH:	[REDACTED]	ID THEFT INDEX PIN (IF APPLICABLE):	[REDACTED]		
MOTHER'S MAIDEN NAME:	[REDACTED]				
GENDER:	MALE	[REDACTED]			
CURRENT ADDRESS:	[REDACTED]				
CITY/TOWN:	[REDACTED]				
FORMER ADDRESS:	[REDACTED]				
CITY/TOWN:	[REDACTED]				

PRINT AND SIGN

PRINTED NAME:	Clinton R. Lautenschleger	APPLICANT/EMPLOYEE SIGNATURE:	<i>Clinton R. Lautenschleger</i>
---------------	---------------------------	-------------------------------	----------------------------------

NOTARY INFORMATION

On this 8-27-2022 before me, the undersigned notary public, personally appeared Clinton R. Lautenschleger
(name of document signer), proved to me through satisfactory evidence of identification, which were Personal Knowledge
to be the person whose name is signed on the preceding or attached documents, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.



Phillip A. Purcell
 NOTARY

DIVISION USE ONLY

REQUESTED BY:	[REDACTED]
	<small>SIGNATURE OF CORI AUTHORIZED EMPLOYEE</small>

The DCI Identify Theft Index PIN Number is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCI. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCI via email or by fax to (617) 660-4614.



Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL

CORI REQUEST FORM

KIM S. GAINSBORO, ESQ.
CHAIRMAN

The Alcoholic Beverages Control Commission has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information. For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: LICENSEE NAME: CITY/TOWN:

APPLICANT INFORMATION

LAST NAME: FIRST NAME: MIDDLE NAME:

MAIDEN NAME OR ALIAS (IF APPLICABLE): PLACE OF BIRTH:

DATE OF BIRTH: ID THEFT INDEX PIN (IF APPLICABLE):

MOTHER'S MAIDEN NAME:

GENDER: HEIGHT:

CURRENT ADDRESS:

CITY/TOWN: STATE: ZIP:

FORMER ADDRESS:

CITY/TOWN: STATE: ZIP:

PRINT AND SIGN

PRINTED NAME: APPLICANT/EMPLOYEE SIGNATURE:

NOTARY INFORMATION

On this before me, the undersigned notary public, personally appeared

(name of document signer), proved to me through satisfactory evidence of identification, which were

to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

NOTARY

DIVISION USE ONLY

REQUESTED BY:

SIGNATURE OF CORI AUTHORIZED EMPLOYEE:

The DCI Identity Theft Index PIN Number is to be completed by those applicants that have been listed an Identity Theft PIN Number by the DCI. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCI via mail or by fax to (617) 650-4814.





Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL

CORI REQUEST FORM

KIM S. GAINSBORO, ESQ.
CHAIRMAN

The Alcoholic Beverages Control Commission has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information. For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: LICENSEE NAME: CITY/TOWN:

APPLICANT INFORMATION

LAST NAME: FIRST NAME: MIDDLE NAME:

MAIDEN NAME OR ALIAS (IF APPLICABLE): PLACE OF BIRTH:

DATE OF BIRTH: ID THEFT INDEX PIN (IF APPLICABLE):

MOTHER'S MAIDEN NAME:

GENDER: HEIGHT:

CURRENT ADDRESS:

CITY/TOWN:

FORMER ADDRESS:

CITY/TOWN:

PRINT AND SIGN

PRINTED NAME: APPLICANT/EMPLOYEE SIGNATURE:

NOTARY INFORMATION

On this before me, the undersigned notary public, personally appeared

(name of document signer), proved to me through satisfactory evidence of identification, which were

to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

NOTARY

Expire May 9, 2023



DIVISION USE ONLY

REQUESTED BY:

SIGNATURE OF CORI-AUTHORIZED EMPLOYEE:

The DCI (Identify Theft Index PIN Number) is to be completed by those applicants that have been issued an Identify Theft PIN Number by the DCI. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCI via mail or by fax to (615) 660-4614.



Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street, First Floor
Boston, MA 02114

STEVEN GROSSMAN
TREASURER AND RECEIVER GENERAL

KIM S. GAINSBORO, ESQ.
CHAIRMAN

CORI REQUEST FORM

The Alcoholic Beverages Control Commission has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information. For the purpose of approving each shareholder, owner, licensee or applicant for an alcoholic beverages license, I understand that a criminal record check will be conducted on me, pursuant to the above. The information below is correct to the best of my knowledge.

ABCC LICENSE INFORMATION

ABCC NUMBER: <small>(IF EXISTING LICENSEE)</small>		LICENSEE NAME:		CITY/TOWN:	
---	--	----------------	--	------------	--

APPLICANT INFORMATION

LAST NAME:	Jacobs	FIRST NAME:	Kara	MIDDLE NAME:	
MAIDEN NAME OR ALIAS (IF APPLICABLE):		PLACE OF BIRTH:	[REDACTED]		
DATE OF BIRTH:	[REDACTED]	ID THEFT INDEX PIN (IF APPLICABLE):			
MOTHER'S MAIDEN NAME:	[REDACTED]				
GENDER:	FEMALE	HEIGHT:	[REDACTED]		
CURRENT ADDRESS:	[REDACTED]				
CITY/TOWN:	[REDACTED]				
FORMER ADDRESS:	[REDACTED]				
CITY/TOWN:	[REDACTED]				

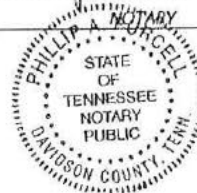
PRINT AND SIGN

PRINTED NAME:	Kara Jacobs	APPLICANT/EMPLOYEE SIGNATURE:	<i>[Signature]</i>
---------------	-------------	-------------------------------	--------------------

NOTARY INFORMATION

On this 11-10-2022 before me, the undersigned notary public, personally appeared Kara Jacobs
(name of document signer), proved to me through satisfactory evidence of identification, which were Personal Knowledge
to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

[Signature]



DIVISION USE ONLY

REQUESTED BY:	
	<small>SIGNATURE OF CORI-AUTHORIZED EMPLOYEE</small>

The DCJ1 Identity Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN Number by the DCJ1. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCJ1 via mail or by fax to (617) 660-4614.

PROOF OF US CITIZENSHIP

OHIO DEPARTMENT OF HEALTH
DIVISION OF VITAL STATISTICS
CERTIFICATE OF LIVE BIRTH

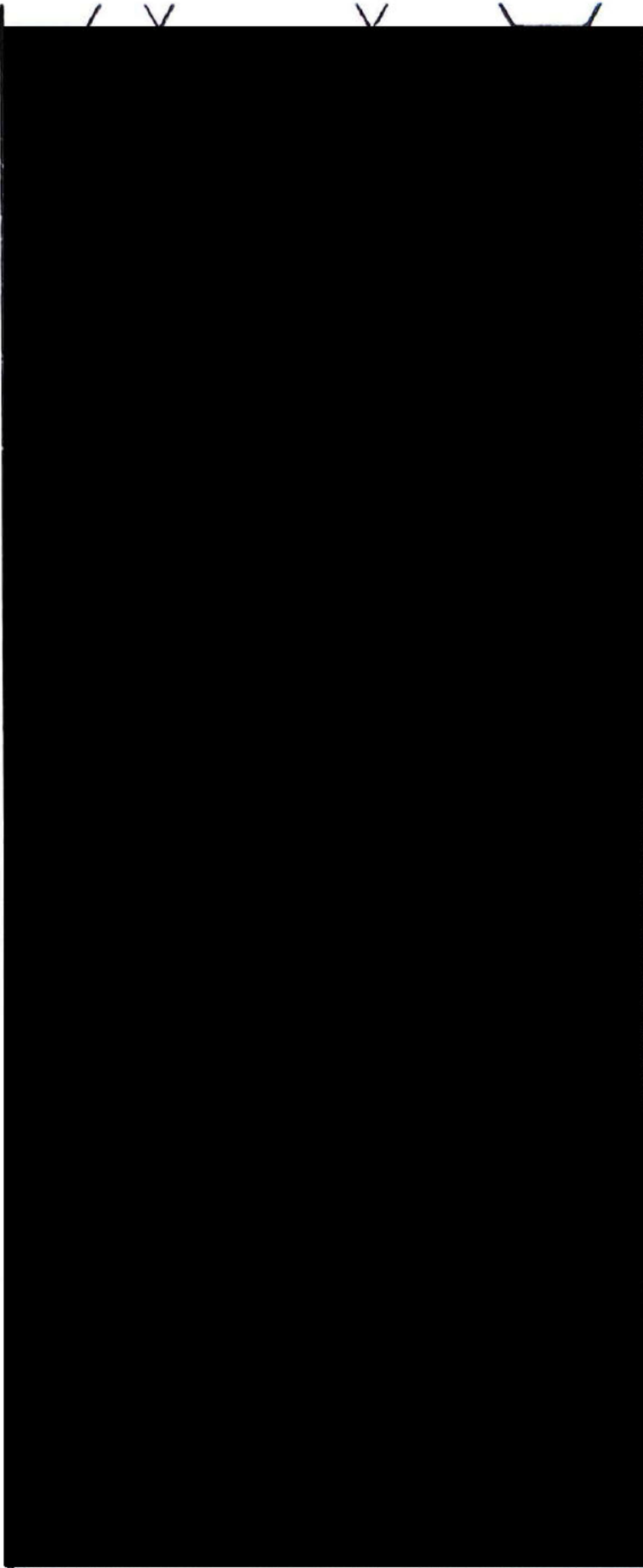
01101

Reg Dist No 25
Primary Reg Dist No 2501

Birth No. 134 -

Registrar's No

CHILD NAME First Middle Last SEX
1 Clinton Russell Lautenschlager 2 Male
CITY, VILLAGE OR LOCATION OF BIRTH COUNTY BIRTH



We the People

Of the United States,
in Order to form a more perfect Union,
establish Justice, insure domestic Tranquility,
provide for the common defence,
promote the general Welfare, and secure
the Blessings of Liberty to ourselves and
our Posterity, do ordain and establish this
Constitution for the United States of America.



Phillip A Purcell

SIGNATURE OF BEARER / SIGNATURE DU TITULAIRE / FIRMA DEL TITULAR

3

PASSPORT
PASSEPORT
PASAPORTE

UNITED STATES OF AMERICA



Type / Type / Tipo: P
Code / Code / Código: USA
Surname / Nom / Apellido: PURCELL
Given Names / Prénoms / Nombres: PHILLIP ANTHONY
Nationality / Nationalité / Nacionalidad: UNITED STATES OF AMERICA
Date of Birth / Date de naissance / Fecha de nacimiento: [REDACTED]

Sex / Sexe / Sexo: M
Authority / Autorité / Autoridad: United States Department of State
USA



Business Structure Documents

EXHIBIT A-1

STRUCTURE CHART

All ownership is 100% unless noted otherwise

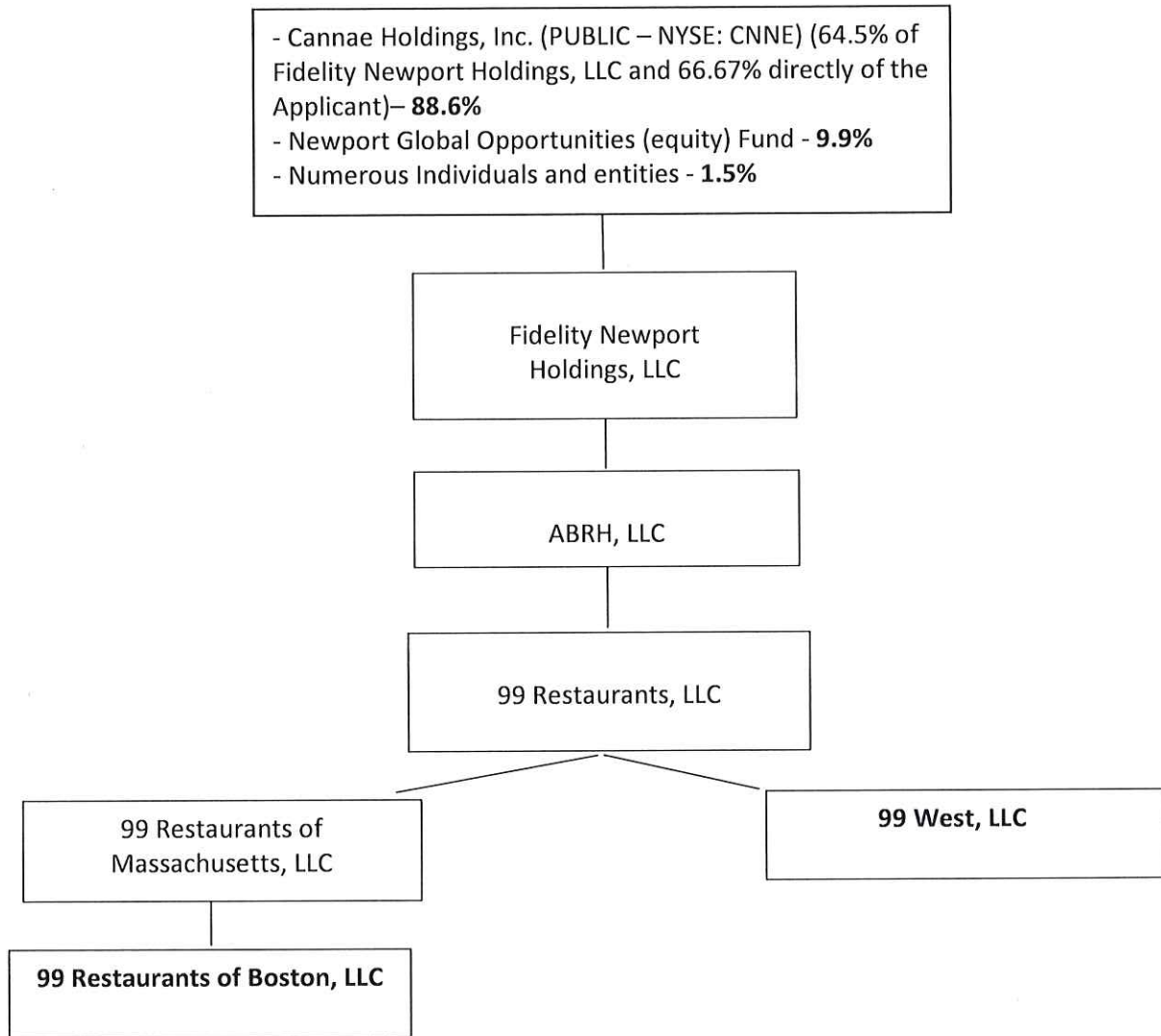


EXHIBIT A-2

Corporations Division

Business Entity Summary

ID Number: [REDACTED]

[Request certificate](#)

[New search](#)

Summary for: 99 RESTAURANTS OF BOSTON, LLC

The exact name of the Foreign Limited Liability Company (LLC): 99 RESTAURANTS OF BOSTON, LLC

Entity type: Foreign Limited Liability Company (LLC)

Identification Number: [REDACTED]

Date of Registration in Massachusetts:
11-27-2002

Last date certain:

Organized under the laws of: State: DE Country: USA on: 11-18-2002

The location of the Principal Office:

Address: 3038 SIDCO DR. C/O 99 RESTAURANTS OF BOSTON, LLC
City or town, State, Zip code, NASHVILLE, TN 37204 USA
Country:

The location of the Massachusetts office, if any:

Address: 14 GILL ST.
City or town, State, Zip code, WOBURN, MA 01801 USA
Country:

The name and address of the Resident Agent:

Name: C T CORPORATION SYSTEM
Address: 155 FEDERAL STREET STE 700
City or town, State, Zip code, BOSTON, MA 02110 USA
Country:

The name and business address of each Manager:

Title	Individual name	Address
MANAGER	KARA JACOBS	[REDACTED]
MANAGER	CLINT LAUTENSCHLEGER	
MANAGER	W. CRAIG BARBER	
MANAGER	MARJORIE NEMZURA	
MANAGER	MARK SPURGIN	
MANAGER	PHILLIP PURCELL	

The name and business address of the person(s) authorized to execute, acknowledge, deliver, and record any recordable instrument purporting to affect an interest in real property:

Title	Individual name	Address
REAL PROPERTY	PHILLIP PURCELL	[REDACTED]

Consent Confidential Data Merger Allowed Manufacturing

View filings for this business entity:

- ALL FILINGS
- Annual Report
- Annual Report - Professional
- Application For Registration
- Certificate of Amendment
- Certificate of Consolidation

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

EXHIBIT A-3

Corporations Division

Business Entity Summary

ID Number: [REDACTED]

[Request certificate](#)

[New search](#)

Summary for: 99 RESTAURANTS OF MASSACHUSETTS LLC

The exact name of the Domestic Limited Liability Company (LLC): 99 RESTAURANTS OF MASSACHUSETTS LLC

The name was changed from: NNRM LLC on 05-09-2012

Merged with [99 RESTAURANTS OF MASSACHUSETTS](#) on 05-07-2012

Entity type: Domestic Limited Liability Company (LLC)

Identification Number: [REDACTED]

Date of Organization in Massachusetts:
05-04-2012

Last date certain:

The location or address where the records are maintained (A PO box is not a valid location or address):

Address: 155 FEDERAL ST. STE 700
City or town, State, Zip code, BOSTON, MA 02110 USA
Country:

The name and address of the Resident Agent:

Name: C T CORPORATION SYSTEM
Address: 155 FEDERAL ST. STE. 700
City or town, State, Zip code, BOSTON, MA 02110 USA
Country:

The name and business address of each Manager:

Title	Individual name	Address
MANAGER	CRAIG BARBER	
MANAGER	MARJORIE NEMZURA	
MANAGER	PHILLIP PURCELL	
MANAGER	CLINT LAUTENSCHLEGER	
MANAGER	MARK SPURGIN	
MANAGER	KARA JACOBS	

In addition to the manager(s), the name and business address of the person(s) authorized to execute documents to be filed with the Corporations Division:

Title	Individual name	Address
SOC SIGNATORY	PHILLIP PURCELL	

The name and business address of the person(s) authorized to execute, acknowledge, deliver, and record any recordable instrument purporting to affect an interest in real property:

Title	Individual name	Address
REAL PROPERTY	PHILLIP PURCELL	[REDACTED]

Consent Confidential Data Merger Allowed Manufacturing

View filings for this business entity:

- ALL FILINGS ▲
- Annual Report
- Annual Report - Professional
- Articles of Entity Conversion
- Certificate of Amendment ▼
- Certificate of Consolidation

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

EXHIBIT A-4

Corporations Division

Business Entity Summary

ID Number: 820573653

[Request certificate](#)

[New search](#)

Summary for: 99 RESTAURANTS, LLC

The exact name of the Foreign Limited Liability Company (LLC): 99 RESTAURANTS, LLC		
Entity type: Foreign Limited Liability Company (LLC)		
Identification Number: [REDACTED]	Old ID Number: [REDACTED]	
Date of Registration in Massachusetts: 11-19-2002		
Last date certain:		
Organized under the laws of: State: DE Country: USA on: 11-14-2002		
The location of the Principal Office:		
Address: 3038 SIDCO DR. C/O 99 RESTAURATS OF BOSTON, LLC City or town, State, Zip code, NASHVILLE, TN 37204 USA Country:		
The location of the Massachusetts office, if any:		
Address: 14 GILL ST. City or town, State, Zip code, WOBURN, MA 01801 USA Country:		
The name and address of the Resident Agent:		
Name: C T CORPORATION SYSTEM Address: 155 FEDERAL STREET STE 700 City or town, State, Zip code, BOSTON, MA 02110 USA Country:		
The name and business address of each Manager:		
Title	Individual name	Address
MANAGER	W. CRAIG BARBER	[REDACTED]
MANAGER	CLINT LAUTENSCHLEGER	[REDACTED]
MANAGER	MARJORIE NEMZURA	[REDACTED]
MANAGER	PHILLIP PURCELL	[REDACTED]
MANAGER	MARK SPURGIN	[REDACTED]
MANAGER	KARA JACOBS	[REDACTED]
The name and business address of the person(s) authorized to execute, acknowledge, deliver, and record any recordable instrument purporting to affect an interest in real property:		
Title	Individual name	Address
REAL PROPERTY	PHILLIP PURCELL	[REDACTED]

Consent Confidential Data Merger Allowed Manufacturing

View filings for this business entity:

- ALL FILINGS
- Annual Report
- Annual Report - Professional
- Application For Registration
- Certificate of Amendment
- Certificate of Cancellation

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

EXHIBIT A-5

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:02 PM 03/28/2012
FILED 06:02 PM 03/28/2012
SRV 120368060 - 5131998 FILE

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is ABRH, LLC

Second: The address of its registered office in the State of Delaware is _____
1209 Orange Street in the City of Wilmington
Zip code 19801. The name of its Registered agent at such address is
The Corporation Trust Company

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

28th day of March, 2012.

By: *Goodloe Parree*
Authorized Person (s)

Name: Goodloe Parree

EXHIBIT A-6

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FIDELITY NEWPORT HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2009, AT 3:23 O'CLOCK P.M.

4666288 8100

090275355

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7192038

DATE: 03-17-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:28 PM 03/17/2009
FILED 03:23 PM 03/17/2009
SRV 090275355 - 4666288 FILE

CERTIFICATE OF FORMATION
OF
FIDELITY NEWPORT HOLDINGS, LLC
(a Delaware limited liability company)

FIRST: The name of the limited liability company is:

FIDELITY NEWPORT HOLDINGS, LLC

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation of Fidelity Newport Holdings, LLC as of March 17, 2009.

/s/ Joseph J. Farricielli

Joseph J. Farricielli
Authorized Person

EXHIBIT A-7



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

9455163
MICHAEL L. GRAVELLE
1701 VILLAGE CENTER CIRCLE
LAS VEGAS, NV 89134

11-20-2017

DESCRIPTION	AMOUNT
4210527 - CANNAE HOLDINGS, LLC 0240Y Amendment Name	
<i>Amendment Fee</i>	\$180.00
<i>Court Municipality Fee, Wilm.</i>	\$20.00
<i>Expedite Fee, 24 Hour</i>	\$100.00
TOTAL CHARGES	\$300.00
TOTAL PAYMENTS	\$300.00
BALANCE	\$0.00


**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: _____
Fidelity National Financial Ventures, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Delete Paragraph First and replace it as follows:
First: The name of the limited liability company is
Cannae Holdings, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 17th day of November, A.D. 2017.

By:  _____
Authorized Person(s)

Name: Michael L. Gravelle
Print or Type

Cannae Holdings, Inc.

1701 Village Center Circle, Las Vegas NV 89134

CONSENT TO USE OF NAME

To: Secretary of State of the State of Delaware

Cannae Holdings, Inc. hereby consents to the use of the name:

Cannae Holdings, LLC

in connection with the filing by Fidelity National Financial Ventures, LLC of a certificate of amendment with the Delaware Secretary of State.

Cannae Holdings, Inc. and Cannae Holdings LLC are affiliated entities.

Cannae Holdings, Inc.

By:



Michael L. Gravelle
Executive Vice President, General Counsel
and Corporate Secretary

Dated this November 17, 2017

EXHIBIT A-8

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2020

or

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 1-38300

CANNAE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

82-1273460

(I.R.S. Employer Identification No.)

1701 Village Center Circle, Las Vegas, Nevada 89134

(Address of principal executive offices)

(zip code)

(702) 323-7330

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class: Cannae Common Stock, \$0.0001 par value; Trading Symbol: CNNE; Name of Each Exchange on Which Registered: New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [X] No []

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes [X] No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [X] Accelerated filer [] Non-accelerated filer [] Smaller reporting company [] Emerging growth company []

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

The aggregate market value of the shares of Cannae Common Stock held by non-affiliates of the registrant as of June 30, 2020, was \$3,536,132,331 based on the closing price of \$41.10 as reported by the New York Stock Exchange.

As of January 31, 2021 there were 91,651,257 shares of Cannae common stock outstanding.

The information in Part III hereof for the fiscal year ended December 31, 2020, will be filed within 120 days after the close of the fiscal year that is the subject of this Report.

EXHIBIT B

EXHIBIT B

LICENSES IN WHICH THE APPLICANT HAS AN INTEREST

Cannae Holdings, Inc. is a publicly traded company with diversified restaurant holdings in several states. Other companies within the ownership chain of the applicant LLC may also hold licenses within the United States. This corporate structure owns the Ninety-Nine restaurant chain, through the applicant LLC and 99 Restaurants of Boston, LLC. For Massachusetts licenses, see the below list:

99 WEST, LLC (22)

1. Carriagetown Marketplace – 100 Macy Street, Unit 1
Amesbury, MA 01913
2. 2 Washington Street
Attleborough, MA 02703
3. 362 Turnpike St.
Canton, MA 02021
4. 60 Commonwealth Ave.
Danvers, MA 01923
5. 390 North Main Street
E. Longmeadow, MA 01028
6. 203 Plymouth Ave.
Fall River, MA 02721
7. 275 Summer Street
Fitchburg, MA 01420
8. Timpany Crossroads, Timpany Boulevard
Gardner, MA 01440
9. 255 Washington Street
Hudson, MA 01749
10. 8 Ryan's Way
Mashpee, MA 02649
11. 196B East Main Street
Milford, MA 01757

12. 1510 So. Washington St.
North Attleborough, MA 02760
13. 121 VFW Parkway, Rt. 1A
Revere, MA 02151
14. 15 Bridge Street
Salem, MA 01970
15. 158 Dean Street
Taunton, MA 02780
16. 55 Boston Providence Tpk.
Walpole, MA 02032
17. 110 South Street
Waltham, MA 02453
18. 40 Rosebrook Place
Wareham, MA 02571
19. 1094 Main Street
Weymouth, MA 02190
20. 291 Mishawum Road
Woburn, MA 01801
21. 50 Southwest Cutoff Road
Worcester, MA 01604
22. 14 Berry Avenue
Yarmouth, MA 02673

99 RESTAURANTS OF BOSTON, LLC (39)

1. 464 Lowell Street, Rt. 13
Andover, MA 01810
2. 793 Southbridge Street
Auburn, MA 01501
3. 160 Lexington Road
Billerica, MA 01821

4. 672 Boston Road, 3A
Billerica, MA 01821
5. 250B Granite Street
Braintree, MA 02184
6. 233 Broad Street
Bridgewater, MA 02324
7. 1600 Falmouth Road
Barnstable (Centerville), MA 02632
8. 29-31 Austin Street
Boston, (Charlestown), MA 02129
9. 555 Memorial Drive
Chicopee, MA 01020
10. 161 Faunce Corner Road
Dartmouth, MA 02747
11. 99 Belmont Street
Easton, MA 02375
12. 24 Sconticut Commons
Fairhaven, MA 02719
13. 30 Davis Straits
Falmouth, MA 02540
14. 4 Fisher Street
Foxborough, MA 02035
15. 659 Worcester Road
Framingham, MA 01701
16. 847 West Central St.
Franklin, MA 02038
17. 17 Colrain Road
Greenfield, MA 01301
18. 786 River Street, Rt. 110
Haverhill, MA 01832
19. 428 Lincoln Street, Rt. 3A

- Hingham, MA 02043
20. 50 Holyoke Street
Holyoke, MA 01040
 21. 850 Chelmsford Street
Lowell, MA 01851
 22. 317 Salem Street
Lynnfield, MA 01940
 23. 32 Boston Post Road West
Marlborough, MA 01752
 24. 267 Chickering Rd., Rt. 1 N.
No. Andover, MA 01845
 25. 166 Church Street
Pembroke, MA 02359
 26. 609 Merrill Road
Pittsfield, MA 01201
 27. 19 Home Depot Drive
Plymouth, MA 02360
 28. 59 Newport Avenue
Quincy, MA 02171
 29. 29 Accord Park Dr., Rt. 228
Rockland, MA 02370
 30. 20 Cummings Street
Somerville, MA 02145
 31. 1371 Liberty Street
Springfield, MA 01104
 32. 10 Main St.
Stoneham, MA 02180
 33. 401 Main Street
Tewksbury, MA 01876
 34. 342 E Main St

Westfield, MA 01085

35. 333 Littleton Road
Westford, MA 01886
36. 1053 Riverdale Center
W. Springfield, MA 01089
37. 144 Lowell Street
Wilmington, MA 01887
38. 194 Cambridge Road 4C
Woburn, MA 01801
39. 900 W Boylston St
Worcester, MA 01606

EXHIBIT C

EXHIBIT C

LICENSES IN WHICH THE APPLICANT PREVIOUSLY HAD AN INTEREST

Cannae Holdings, Inc. is a large, publicly traded company with diversified restaurant holdings in several states. Other companies within the ownership chain of the applicant LLC may also hold licenses within the United States. This corporate structure owns the Ninety-Nine restaurant chain, through the applicant LLC and 99 Restaurants of Boston, LLC. The applicant does not keep a list of previously held licenses.

EXHIBIT D

EXHIBIT D

SUSPENSIONS, REVOCATIONS OR CANCELLATIONS OF APPLICANT RESTAURANTS IN MASSACHUSETTS

For the 99 Restaurants, see attached list. Cannae Holdings, Inc. is a large, publicly traded company with diversified restaurant holdings in several states. Other companies within the ownership chain of the applicant LLC may also hold licenses within the United States. This corporate structure also owns the Ninety-Nine restaurant chain, through the applicant LLC and 99 Restaurants of Boston, LLC. A comprehensive list of violations is not kept, but to the best of its knowledge, none of these companies have had a revocation or cancellation of a license, but they may over their history have had a license suspended for a minor violation.

Store#	Issuing Authority	Incident Date	Description	Violation Type	Fine	Suspension	Disposition
30034	Commonwealth of MA ABC Commission	5-Dec-93	Sales to Minor	SALE TO MINOR	\$1,374.00		Fined
30034	Commonwealth of MA ABC Commission	5-Dec-93	Permitting a lottery to be set up, Donations of Alcoholic beverages by licensees for the purpose of having the same as prizes in an game of chance	EMPLOYEE PERMIT	\$1,374.00		Fined
20036	MA ABCC	20-Jun-94	NOT IN FILE	OTHER	\$1,374.00		Fined
30028	Commonwealth of MA ABC Commission	28-Sep-94	sales to a minor	SALE TO MINOR	\$2,031.00		Fined
30034	Commonwealth of MA ABC Commission	28-Sep-94	Sales to Minor	SALE TO MINOR	\$1,914.00		Fined
20036	MA ABCC	1-Apr-96	\$2,811 in lieu of 3-day suspension	OTHER	\$2,811.00		Fined
30015		20-May-96	Sales to minor.	SALE TO MINOR	\$2,892.00		Fined
20036	MA ABCC	23-May-96	NOT IN FILE	OTHER	\$2,811.00		Fined

Store#	Issuing Authority	Incident Date	Description	Violation Type	Fine	Suspension	Disposition
20036	Commonwealth of MA ABC Commission	23-May-96	May 23, 1996 - Fine paid in lieu of suspension. Sales to a minor	SALE TO MINOR	\$2,811.00		FINED
20036	Commonwealth of MA ABC Commission	23-May-96	May 23, 1996 - Fine paid in lieu of suspension. Sales to a minor	SALE TO MINOR	\$2,811.00		FINED
30014	Commonwealth of MA ABC Commission	4-Nov-97	unlawful exposing and keeping alcoholic beverages for sale; sale of alcohol to be drunk off the licensed premises; extension of licensed premises w/o approval	SALE TO MINOR	\$1,479.60		Fined
30064	Board of selectmen	24-May-03	Certification of TIPS training for all serving employees	OTHER	\$0.00		
30064	Town of Fairhaven MA Office of the Selectmen	23-Jun-03	sales to a minor	SALE TO MINOR		warning letter	
10099	State of NH Liquor Commission	24-Feb-05	minor sales	SALE TO MINOR	\$250.00		Fined
20039	Commonwealth of MA ABC Commission	9-Jun-05	Aug 19, 2005 Fine paid in lieu of suspension. Sales to a minor.	SALE TO MINOR	\$1,275.00		Fined
20039	Board of selectmen	9-Jun-05	Sale to minor	SALE TO MINOR	\$1,275.00		Fined

Store#	Issuing Authority	Incident Date	Description	Violation Type	Fine	Suspension	Disposition
20039	Commonwealth of MA ABC Commission	9-Jun-05	Aug 19, 2005 Fine paid in lieu of suspension. Sales to a minor.	SALE TO MINOR	\$1,275.00	Fine Paid	
30032	Board of selectmen	18-Apr-06	sales to a minor	SALE TO MINOR		2 day suspension during renovation time :)	2 days suspension
30032	Board of selectmen	18-Apr-06	Sales to a minor. Sold liquor to a minor (17) during a sting operation	SALE TO MINOR	\$0.00		
20107	NY ABC	9-Jun-06	minor sales	SALE TO MINOR	\$1,500.00		Fined
20107	NY ABC	9-Jun-06	Sale to minor	SALE TO MINOR	\$1,500.00	No suspension unless fine not paid by 9/22/2006 - after which possibility of 5 days	Fined
20097	CT Liq. Div.	20-Jul-06	Emergency light maintenance records and testing doc. Needed; CFSC 14.13.2; Fire extinguishers shall be inspected at approximately 30 day intervals. C	OTHER	\$0.00		
30029	Board of selectmen	15-Sep-06	sales to a minor	SALE TO MINOR			Fined
30029	Board of selectmen	15-Sep-06	Sale to minor	SALE TO MINOR	\$0.00		

Store#	Issuing Authority	Incident Date	Description	Violation Type	Fine	Suspension	Disposition
20107	Town of Gutherland Dept of Fire Prevention	20-Sep-06	extension cords, unapproved conditions, illumination emergency power	OTHER			
20015		13-Feb-07	Fire Alarm Annual Test-Keys required for knox box- Electric panels and clearance; flammable liquid stored near flame; accumulation of rubbish is a fire		\$0.00		
30093	Commonwealth of MA ABC Commission	5-Mar-08	minor sales	SALE TO MINOR		warning	fined
20115	CT Liquor Control	19-Apr-08	Sales to minor		\$2,000.00		fined
20039	MA ABCC	1-Aug-08	Minor Sales - beer	SALE TO MINOR	\$0.00		fined
20012	MA ABCC	31-Oct-08	Notice of Drinking Establishment Warning: DUI offender listed this restaurant as the establishment that provided the alcoholic beverages	OTHER	\$0.00		
30020	MA ABC	3-Jan-09	Notice of Drinking Establishment- Citation# M7027985	OTHER	\$0.00	warning	Warning
30064	MA ABC	25-Mar-09	Notice of Drinking Establishment- Citation# M6784974	OTHER	\$0.00	warning	Warning

Store#	Issuing Authority	Incident Date	Description	Violation Type	Fine	Suspension	Disposition
30063	TOWN OF BRIDGEWATER	19-Aug-10	SALES TO MINOR; PERMITTING AN ILLEGALITY ON PREMISES	SALE TO MINOR	\$0.00		
20104	State of Connecticut	28-Nov-10	2 counts of Minor Sales (1st Offense)	SALE TO MINOR	\$500.00	1 day suspension (10/17/11)	Fined and one day suspension.
20038	Commonwealth of Massachusetts	27-Aug-11	Notice to sales to intoxicated persons	SALE TO INTOXICATED PERSONS	\$0.00		Notice Only
20036	CITY OF BOSTON	5-Sep-11	99 HAD A STRANDED VEHICLE IN PARKING LOT - DOUBLE PARK ZONE A	PARKING	\$60.00		Fined
20051	Taunton Police Dept.	17-Aug-13	Minor Sales	SALE TO MINOR	\$0.00		
20011	Walpole Police Dept	18-Apr-14	Sale to a Minor	SALE TO MINOR	\$0.00	Suspension	2-day suspension (8/19-8/20/14)
10027	Nashua Police Dept	5-Jun-14	Sales to a Minor	SALES TO MINOR	\$0.00	Warning only	received written warning and manager must attend liquor training seminar within 90 days of issues.
20116	Enfield Police Dept.	14-Jun-14	Sales to Minor	SALE TO MINOR	\$500.00	Fined	Fined \$500

Store #	Issuing Authority	Incident Date	Description	Violation Type	Fine	Suspension	Disposition
30130	Commonwealth of MA ABC Commission	26-Sep-14	Minor Sales (1st Offense)	SALE TO MINOR	\$0.00	Suspension	1 day suspension
30084	Town of Hingham Board of Health	19-Jan-05	Year 2006 Permit License Invoices shows 2 Critical Violations 1.19.05 & 6.7.05	EMPLOYEE PERMIT	\$40.00	\$20 per critical violation	Fined
30084	Town of Hingham Board of Health	6-Jul-07	Year 2008 Permit/License Invoice shows 2 Critical Violations 7.06.07	EMPLOYEE PERMIT	\$40.00	\$20 per critical violation	Fined

Issuing Authority	Date	Description	Violation Type	Fine	Suspension	Disposition
Walpole Police Dept.	5/5/2016	Sale to Minor	Sale to Minor		Employee suspended for 3	second violation. In 2014 sale to minor
Waltham Police Dept.	3/24/2016	ABC Sting	Sale to Minor		1 day suspension from selling alcohol	
North Attleborough Police Dept.	8/3/2012	Sale to Minor	Sale to Minor		Hearing 09.13.2012	
Town of Dartmouth	2/14/2011	Food Service License Violation		\$ 75.00		
Worcester Police Dept.	04/15/2017	ABC Sting	Sale to Minor			
City of Worcester	11/25/2017	ABC Sting	Sale to Minor		Warning	
Framingham Police Dept.	8/11/2016	ABC Sting	Sale to Minor - Employee did not have a Town of Framingham server Identification Card.	\$ 600.00	Violation and Cost of Investigation imposed on the Town.	



**TOWN OF ANDOVER
TOWN CLERK'S OFFICE**

36 Bartlet Street
Andover, MA 01810
978-623-8230
www.andoverma.gov

TAX FORM

APPLICANT NAME: KAUSHAL PATEL

I certify under penalties of perjury that the above named applicant has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting child support.

Signature of Individual or Corporate Name: FIVE BATLET ST
(Required for all applicants) DBA ANDOVER LIQUORS

Name of Corporate Officer: KAUSHAL PATEL
(Required if applicant is a corporation)

Social Security #: [REDACTED]
(Required if applicant is an individual)

Federal Identification Number (FID #): [REDACTED]
(Required if applicant is a corporation or non-profit)

This license will not be issued unless the certification clause is signed by the applicant.

Your social security or FID number will be furnished to the Massachusetts Department of Revenue to determine if you have met tax filing or tax payment obligations. Licensees who fail to correct their non-filing delinquency will be subject to license suspension or revocation. This request is made under the authority of Mass General Laws c. 62, s. 49A.



The Commonwealth of Massachusetts
 Department of Industrial Accidents
 1 Congress Street, Suite 100
 Boston, MA 02114-2017
 www.mass.gov/dia

Workers' Compensation Insurance Affidavit: General Businesses.
 TO BE FILED WITH THE PERMITTING AUTHORITY.

Applicant Information

Please Print Legibly

Business/Organization Name: FIVE BARTLET ST INC DBA ANDOVER LIQUORS

Address: 5 BARTLET ST

City/State/Zip: ANDOVER MA 01810 Phone #: 508-202-5247

Are you an employer? Check the appropriate box:

- 1. I am an employer with _____ employees (full and/or part-time).*
- 2. I am a sole proprietor or partnership and have no employees working for me in any capacity. [No workers' comp. insurance required]
- 3. We are a corporation and its officers have exercised their right of exemption per c. 152, §1(4), and we have no employees. [No workers' comp. insurance required]**
- 4. We are a non-profit organization, staffed by volunteers, with no employees. [No workers' comp. insurance req.]

Business Type (required):

- 5. Retail
- 6. Restaurant/Bar/Eating Establishment
- 7. Office and/or Sales (incl. real estate, auto, etc.)
- 8. Non-profit
- 9. Entertainment
- 10. Manufacturing
- 11. Health Care
- 12. Other _____

*Any applicant that checks box #1 must also fill out the section below showing their workers' compensation policy information.

**If the corporate officers have exempted themselves, but the corporation has other employees, a workers' compensation policy is required and such an organization should check box #1.

I am an employer that is providing workers' compensation insurance for my employees. Below is the policy information.

Insurance Company Name: THAKKAR INS AGCY LLC

Insurer's Address: 134 CAMBRIDGE ST FL 2

City/State/Zip: BURLINGTON, MA 01803

Policy # or Self-ins. Lic. # UB-9T176625-22-42-G Expiration Date: 12-30-2023

Attach a copy of the workers' compensation policy declaration page (showing the policy number and expiration date).

Failure to secure coverage as required under Section 25A of MGL c. 152 can lead to the imposition of criminal penalties of a fine up to \$1,500.00 and/or one-year imprisonment, as well as civil penalties in the form of a STOP WORK ORDER and a fine of up to \$250.00 a day against the violator. Be advised that a copy of this statement may be forwarded to the Office of Investigations of the DIA for insurance coverage verification.

I do hereby certify, under the pains and penalties of perjury that the information provided above is true and correct.

Signature: _____ Date: _____

Phone #: 508-202-5247

Official use only. Do not write in this area, to be completed by city or town official.

City or Town: Andover Permit/License # _____

Issuing Authority (circle one):

- 1. Board of Health
- 2. Building Department
- 3. City/Town Clerk
- 4. Licensing Board
- 5. Selectmen's Office
- 6. Other _____

Contact Person: Austin Simko, Town Clerk Phone #: 978-623-8230

THE COMMONWEALTH OF MASSACHUSETTS

TOWN OF ANDOVER



11/10, 2022

In conformity with the provisions of chapter one hundred and ten, section five, of the General Laws, as amended, the undersigned hereby declare(s) that a business is conducted under the title of

FIVE BARTLET ST INC DBA Andover liquors at
(Name of Business)
5 Bartlet st, Andover, MA
(Business Address)

Business Phone: 508-202-5247

By the following named person(s): (Include title, if corporate officer)

Full Name

Residence

Kaushal Patel manager



Signatures:

[Signature]

The Commonwealth of Massachusetts

Essex ss

November 10, 2022

Personally appeared before me the above-named Kaushal Jagdish Kumar Patel

and made oath that the foregoing statement is true.

ID Presented: Driver's License:



Other: _____

[Signature]
(Signature)
Town Clerk's Office
(Title)

In accordance with the provision of Chapter 337 of the acts of 1985 and Chapter 110, Section 5 of Mass. General Laws. Business Certificates shall be in effect for four years from the date of issue and shall be renewed each four years thereafter. A statement under oath must be filed with the Town Clerk upon discontinuing, retiring or withdrawing from such business or partnership.

Copies of this certificate shall be available at the address at which business is conducted and shall be furnished on request during regular business hours to any person who has purchased goods or services from this business.

Violations of Chapter one hundred and ten, Section five of the General Laws, as amended are subject to a fine of not more than (\$300) for each month during which violation continues.

Business Certificate Expires: November 10, 2026



**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)

Identification Number: [REDACTED]

ARTICLE I

The exact name of the corporation is:

FIVE BARTLET ST. 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:

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	10,000	\$0.00	1,000

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

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

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

ARTICLE VI

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.

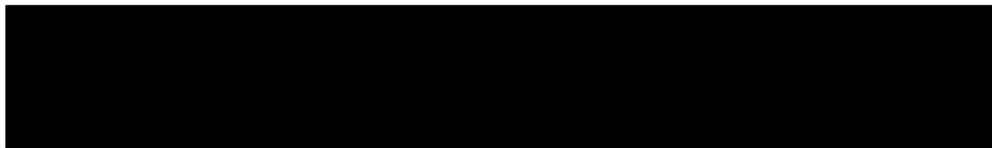
Later Effective Date: Time:

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 of the initial registered agent at the registered office:

Name:
No. and Street:
City or Town:



c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	KAUSHAL PATEL	A large black rectangular redaction box covering the address information for all officers listed in the table.
TREASURER	KAUSHAL PATEL	
SECRETARY	KAUSHAL PATEL	
DIRECTOR	KAUSHAL PATEL	

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

COMMERCIAL REAL ESTATE

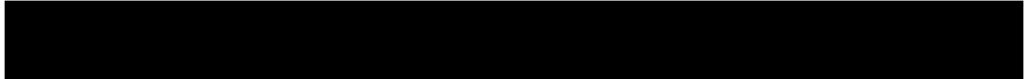
f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street:
City or Town:



g. Street address where the records of the corporation required to be kept in the Commonwealth are

City or Town:



which is

its principal office

an office of its transfer agent

an office of its secretary/assistant secretary

its registered office

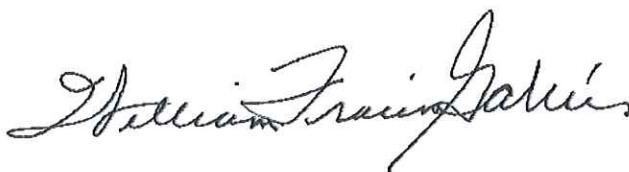
Signed this 10 Day of August, 2022 at 5:59:18 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

KAUSHAL PATEL

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:

August 10, 2022 05:58 PM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Town of Andover
Office of the Town Clerk

DATE	Receipt	Receipt #
11/10/2022		106168

Account #	Code	Description	#	Amount	Total
010161.4327	301	BUS CERT - Andover Liquors Cash	1	\$ 30.00	\$ 30.00
				Total Cash	30.00
Total.....					\$ 30.00



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
 www.mass.gov/abcc

RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
 MONETARY TRANSMITTAL FORM

APPLICATION FOR AMENDMENT-Change of Business Entity Information

DO NOT MAKE PAYMENT OR COMPLETE THIS FORM FOR CHANGE OF DBA AMENDMENT

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

ECRT CODE: RETA

Please make \$200.00 payment here: [ABCC PAYMENT WEBSITE](#)

PAYMENT MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL AND INCLUDE THE PAYMENT RECEIPT

ABCC LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

ENTITY/ LICENSEE NAME

ADDRESS

CITY/TOWN STATE ZIP CODE

For the following transactions (Check all that apply):

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

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

Alcoholic Beverages Control Commission
 95 Fourth Street, Suite 3
 Chelsea, MA 02150-2358



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 95 Fourth Street, Suite 3, Chelsea, MA 02150-2358
 www.mass.gov/abcc

APPLICATION FOR AMENDMENT-Change of Business Entity Information

Change of Corporate Name

Change of DBA

- Payment Receipt (Req. for Chg of Corp Name only)
- Monetary Transmittal Form
- DOR Certificate of Good Standing (Req. for Chg of Corp Name only)
- DUA Certificate of Compliance (Req. for Chg of Corp Name only)
- Change of Corporate Name/DBA Application
- Vote of the Entity
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

Change of Corporate Structure

- Payment Receipt
- Monetary Transmittal Form
- DOR Certificate of Good Standing
- DUA Certificate of Compliance
- Change of Corporate Structure Application
- Vote of the Entity
- Business Structure Documents
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth

1. BUSINESS ENTITY INFORMATION

Entity Name	Municipality	ABCC License Number
FIVE BARTLET STREET INC	Andover	90495-PK-0026

Please provide a narrative overview of the transaction(s) being applied for.

Change of DBA from FIVE BARTLET STREET INC to Andover Liquors.

APPLICATION CONTACT

The application contact is the person who should be contacted with any questions regarding this application.

Name	Title	Email	Phone
Matthew Porter	Attorney	mporter@clozers.com	508-238-2510

2. CHANGES TO BUSINESS ENTITY INFORMATION

2a. Change of Corporate Name	Last-Approved Corporate Name:	
	Requested New Corporate Name:	
2b. Change of DBA	Last-Approved DBA:	FIVE BARTLET STREET INC
	Requested New DBA:	Andover Liquors
2c. Change of Corporate Structure	Last-Approved Corporate Structure	Sole Proprietor
LLC, Corporation, Sole Proprietor, etc	Requested New Corporate Structure	Sole Proprietor

Signature:

Date: 4/10/2023

Title: President

APPLICANT'S STATEMENT

I, Kaushal J. Patel the: sole proprietor; partner; corporate principal; LLC/LLP manager
Authorized Signatory

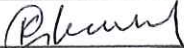
of FIVE BARTLET STREET INC
Name of the Entity/Corporation

hereby submit this application (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 statements 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 are in compliance with state and local laws and regulations;
- (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 ownership 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.
- (10) I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support.

Signature:



Date:

4/10/2023

Title:

President



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)

Identification Number: 001599829

ARTICLE I

The exact name of the corporation is:

FIVE BARTLET ST. 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:

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	10,000	\$0.00	1,000

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

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

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

ARTICLE VI

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.

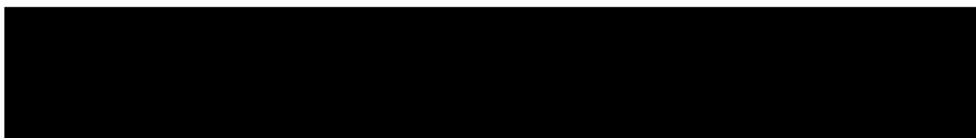
Later Effective Date: Time:

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 of the initial registered agent at the registered office:

Name:
No. and Street:
City or Town:



c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	KAUSHAL PATEL	
TREASURER	KAUSHAL PATEL	
SECRETARY	KAUSHAL PATEL	
DIRECTOR	KAUSHAL PATEL	

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

COMMERCIAL REAL ESTATE

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street:
City or Town:



g. Street address where the records of the corporation required to be kept in the Commonwealth are located (post office boxes are not acceptable):

City or Town:



which is

its principal office

an office of its transfer agent

an office of its secretary/assistant secretary

its registered office

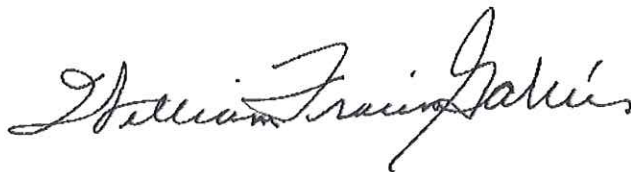
Signed this 10 Day of August, 2022 at 5:59:18 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

KAUSHAL PATEL

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:

August 10, 2022 05:58 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TOWN OF ANDOVER

Jane Burns, Director
Andover Elder Services
The Robb Center
30 Whittier Ct.
Andover MA 01810

978.623.8320 (phone)
978.623.8392 (fax)
jane.burns@andoverma.us

March 16, 2023

Thomas Urbelis
Andover Home for Aged People
PO Box 143
Andover, MA 01810

Dear Mr. Urbelis


Andover Home for the Aged (AHAP) has generously partnered with Andover Elder Services to provide affordable podiatry care for those aging in the Town of Andover for some time. Steady growth continues for this important medical service. In 2022, 411 podiatry appointments took place at the Andover Robb Center and another thirty-one home visits conducted.

We project the 2022 grant of \$16,000 from AHAP will be exhausted by June 2023. The program costs \$21,000.00 per year to operate and we collect on average \$5,000.00 in copayments.

We respectfully request your consideration of a 2023 award of \$16,000 which we project will meet the demand for service through June 1, 2024.

I speak for all when expressing our sincere appreciation for your continued support. We remain committed to ensuring Andover's elders have access to affordable podiatric services now and long into the future.

Best Regards,



Jane Burns

**TAX INCREMENT FINANCING
AGREEMENT BY AND BETWEEN
THE TOWN OF
ANDOVER AND
FLAGSHIP PIONEERING LABS TPC,
INC.
AND
ARE-MA REGION NO. 93, LLC**

THIS TAX INCREMENT FINANCING AGREEMENT (the “Agreement”) is made this _____ day of _____ 2023, by and between the Town of Andover (hereinafter referred to as the “Town”) acting by its Select Board as authorized by vote of Town Meeting, and Flagship Pioneering Labs TPC, Inc., a Delaware corporation (hereinafter referred to as “TPC”, as administrative agent for the Company [as hereinafter defined]), and ARE-MA Region No. 93, LLC, a Delaware limited liability company the property owner (hereinafter referred to as the “Owner”).

RECITALS

WHEREAS, the Town is a municipal corporation duly organized under the laws of the Commonwealth of Massachusetts having a principal place of business at 36 Bartlet Street, Andover, MA 01810; and

WHEREAS, TPC is a corporation qualified to do business in the Commonwealth of Massachusetts with a principal place of business at 55 Cambridge Parkway, Suite 800E, Cambridge, MA 02142, Attn: 3000 Minuteman Road Coordinator, which is acting as administrative agent on behalf of the Company pursuant to this Agreement; and

WHEREAS, Flagship Pioneering, Inc. is a corporation qualified to do business in the Commonwealth of Massachusetts with a principal place of business at 55 Cambridge Parkway, Suite 800E, Cambridge, MA 02142, Attn: 3000 Minuteman Road Coordinator, which itself, and through its fund affiliates (collectively “Flagship”), serves as a venture creation firm which funds and builds biotech platform companies; and

WHEREAS, the Owner is a corporation qualified to do business in the Commonwealth of Massachusetts with a principal place of business at c/o Alexandria Real Estate Equities, Inc., 26 North Euclid Avenue, Pasadena, CA 91101, Attn: Corporate Secretary, Re: 3000 Minuteman; and

WHEREAS, portfolio companies funded wholly or in part by Flagship, and other entities designated by TPC that are reasonably acceptable to Owner (collectively, the “Company”, and as context requires, individually, a “Company”), plan to lease up to approximately 400,000 square feet of space (with any leased space in the Project Site by the Company being the “Property”) located at 0 and 3000 Minuteman Road, Andover, Massachusetts 01810 from Owner as shown on

Attachment A Andover Assessors Map 186 Parcels 187-0040-00000 and 187-004A-00000, respectively (hereinafter the “Project Site”); and

WHEREAS, the Company plans to invest, or cause to be invested, (i) at least \$325 million in hard and soft costs of building out facilities at the Project Site, and (ii) \$78 million in personal property over a 10-year period at the Project Site (hereinafter, collectively the “Project”); and

WHEREAS, the Company, as a result of the Project, plans to create or cause to be created at least 600 net-new, full-time jobs over a 10-year period at the Project Site; and

WHEREAS, the Owner, on behalf of the Company, intends to apply for status as a Local Incentives-Only Project under the Massachusetts Economic Development Incentive Program (“EDIP”); and

WHEREAS, on March 29, 2023, the Andover Select Board recommended approval of this Agreement to Andover Town Meeting; and

WHEREAS, on May 1, 2023, Andover Town Meeting voted to approve this Agreement; and

WHEREAS, the Town strongly supports increased economic development to provide additional jobs, expand commercial, retail, and industrial activity within the Town, and to develop a healthy, economic, and strong tax base.

NOW, THEREFORE, in consideration of the mutual promises of the parties' contained herein and other good and valuable consideration each to the other paid, receipt of which is hereby acknowledged, the parties hereby agree as follows:

A. THE TOWN’S OBLIGATIONS

1. A Tax Increment Financing (“TIF”) exemption (the “Exemption”) is hereby granted to the Owner by the Town in accordance with Chapter 23A, Sections 3A to 3F; Chapter 40, Section 59, and Chapter 59, Section 5, Clause Fifty-first of the Massachusetts General Laws and the applicable regulations thereto. The Exemption for real estate taxes shall be for a period of twenty (20) years (the “Exemption Term”), commencing July 1, 2025 (hereinafter referred to as the “Start Date”); and shall provide exemption from taxation of the new incremental value of the Property resulting from the Project as determined by the Town of Andover Assessor as follows:

Year	Exemption %
1	70%
2	70%
3	70%
4	70%
5	70%
6	70%
7	70%
8	70%

9	70%
10	70%
11	70%
12	70%
13	70%
14	70%
15	70%
16	70%
17	70%
18	70%
19	70%
20	70%

2. The Base Valuation shall be the assessed value of the Project Site for Fiscal Year 2023 in the amount of \$74,996,400.
3. The Base Valuation shall be adjusted annually by an adjustment factor, which reflects the increased commercial and industrial property values within the community, as provided in Chapter 40, Section 59 of the Massachusetts General Laws.
4. Notwithstanding the foregoing Exemption Schedule or anything in this Agreement to the contrary, the total amount of the Exemption authorized by this Agreement commencing on the date hereof, shall not exceed \$20,082,243. Once the total amount of said Exemption has reached \$20,082,243, the percentage of the Exemption shall be reduced to zero and this Agreement shall terminate at the end of the Fiscal Year in which the Exemption is reduced to zero.
5. The Assessor shall remit to Owner and TPC on behalf of the Company, annually, by January 31st, a statement of the amount of the exemption for each Fiscal Year of this TIF Agreement.
6. No exemption from personal property taxes under Massachusetts General Laws Chapter 59, Section 5, clause fifty-first is granted hereby. At the conclusion of year 10 of this Agreement the Company shall have paid 100% of personal property taxes on a minimum of \$78 million in personal property investments, notwithstanding any manufacturer designation of the Company that may be granted in the future.

B. THE COMPANY’S OBLIGATIONS

The Exemption granted to the Owner, for the benefit of the Company, by the Town hereby is in consideration of the Company’s following commitments:

1. The Company will lease up to 400,000 square feet of space for manufacturing, lab and/or office purposes on the Project Site from Owner.
2. The Company will invest and/or cause to be invested at least \$325 million for hard and soft construction costs and \$78 million for furniture, fixtures, machinery and equipment over a 10-year

period at the Project Site, all as shown on Attachment B-1, attached hereto and made a part hereof

3. The Company shall create or cause to be created 600 permanent, full-time, net-new jobs over a 10-year period at the Project Site, all as shown on said Attachment B-1.

Net-new job creation could begin as early as 2023. Net-new jobs created during the construction period may be temporarily located in Andover and/or non-Andover locations within the Commonwealth.

The Company's job creation, and real and personal property investment schedules, as outlined in Attachment B-1 attached hereto and made a part hereof, shall be outlined in their respective sections of the EDIP Local Incentive-Only application to be submitted to the state in connection with the Company's request for TIF exemption. The Company expects to complete the Project by December 31, 2032. Attachment B-2 is the schedule of revenue collections from incremental value and exempted annual tax collections. Attachment B-3 is a depiction of the formula for the computation of the Exemption based on actual annual performance, solely based on actual real property investment. For the avoidance of doubt, Attachment B-3 is solely for illustrative purposes only. It is also noted, for the avoidance of doubt, that B-3, is solely illustrative insofar as the years illustrated, and such a formula for a Performance Based TIF, would not end at Year 10 of the agreement, but would remain in force throughout the TIF agreement.

4. Subject to applicable law, the Company will use reasonable efforts, including, but not limited to, cooperating with the Massachusetts Executive Office of Labor and Workforce Development in order to identify and to hire qualified residents within the region to fill vacancies within the Company for Andover-based jobs as they develop.
5. TPC, on behalf of the Company, shall submit an annual report pursuant to General Laws Chapter 23A, Section 3F to the Massachusetts Economic Assistance Coordinating Council ("EACC") through the Commonwealth's on-line portal for each year of the Application designation. The annual report shall include the number of jobs created, and value of the Property capital investments and other related items with respect to the Property annually and on a cumulative basis. TPC, on behalf of the Company and the Owner, shall submit a report as required by General Laws Chapter 40, Section 59(viii) to the Town Clerk and EACC.
6. Subject to the provisions of this Agreement, the Company shall pay all personal property taxes owed to the Town relating to the Property in a timely fashion. Subject to the provisions of this Agreement, Owner shall remain responsible for payment of all real estate taxes owed to the Town relating to the Project Site and Property in a timely fashion. The parties agree that (i) this Agreement and its rights and obligations shall be referenced in each lease between the Owner and all Company lessees (each, a "Lease"), and (ii) each of TPC, Owner, and each applicable Company, as part of entering into a Lease, will also execute a mutually agreeable document which will memorialize the rights and obligations of this Agreement with respect to the applicable portion of the Property then being leased. TPC, the Company, the Owner and their lessees, successors, and assigns waive all rights to file appeals with the Appellate Tax Board regarding the valuation of real or personal property for the Property for so long as the Exemption is in effect. The Owner and Company acknowledge the Exemption is in effect until which time the total exemption reaches \$20,082,043, or for a term of twenty years, or the Agreement is decertified, whichever is realized

sooner. The Owner and each applicable Company will provide a certification to the Town acknowledging the compliance of each Lease with the foregoing obligations of this Agreement.

7. The Company and Owner agree that the Town has the right to petition the EACC to decertify the Certified Project and to revoke this Agreement if the Town acting through its Select Board, determines that the Company has failed in a material way to meet any particular obligations of the Company as set forth in this Agreement, subject to the provisions of this Section B.7 and the further provisions below. For the purpose of this agreement, “material way” is defined as less than 75% of obligations. Prior to taking any action to request decertification of the Project by the EACC, the Town shall give written notice of the alleged default to TPC, on behalf of the Company, and Owner and provide them an opportunity to meet with the Town officials to discuss a remedy for the alleged default. TPC, on behalf of the Company, and Owner shall have thirty (30) days from the receipt of such written notice to respond to the Town regarding any alleged default and one hundred twenty (120) days from the receipt of such written notice to identify a remedy to such alleged default, or, with respect to alleged defaults which cannot be remedied within such one hundred twenty (120) day period, within such mutually-agreed upon additional period of time (such approval not to be unreasonably withheld, conditioned or delayed), as is required to reasonably remedy such alleged default, provided the Company exercises due diligence in the remedying of such alleged default.

Prior to filing any such petition for decertification, the Town shall schedule a public hearing before the Select Board and at said hearing, the Town shall consider general economic conditions, regional or industry issues affecting the Company directly or indirectly, the Company’s potential ability to meet hiring projections, and any other relevant factors. If the Town acting by its Select Board is satisfied that the Company has made a good faith effort to meet its obligations under this Agreement, the parties will attempt to negotiate a mutually acceptable and reasonable resolution, which may result in amendments to the terms of the Agreement, prior to the Town filing a de-certification petition.

8. In the event of any de-certification by the EACC, the Town shall discontinue the Exemption benefits described above, commencing with the Fiscal Year immediately following the year for which the Company has so failed to meet its obligations.
9. The matters described above as obligations of the Company are only conditions to the eligibility for tax exemptions under this agreement. The Town’s sole remedies for failure by the Company to satisfy any of its obligations and conditions of this Agreement, with the exception of its obligation to pay all personal property taxes, are the procedures set forth in paragraphs B.7 and B.8 above and the Exemption calculation as set forth in paragraph B.3.

C. THE OWNER’S OBLIGATIONS

1. The Owner shall pay the real estate taxes on the Property as assessed by the Town in full and in a timely manner.
2. The Owner shall provide information on, and proof of, capital spent as it pertains to the real property investment made on behalf of Company for the Property as needed to remain in full-compliance with the annual reporting requirements set forth in this Agreement.

D. ADDITIONAL PROVISIONS

1. Pursuant to the provisions of Chapter 40, Section 59 of the Massachusetts General Laws and applicable regulations, this Agreement shall be binding upon TPC, as administrative agent to the Company, the Company, and the Owner, and their successors and assigns and subsequent owners of the project site, so long as the Project has not been decertified by the EACC. The Company may convey, assign or otherwise transfer its interests in the Property (i) to a wholly owned subsidiary or affiliate, or (ii) to a successor by way of merger, consolidation or corporate reorganization, or by the purchase of all or substantially all of the assets or the ownership interests of the Company, each without prior approval of the Town. The Company shall provide prior notice to the Town of any such transfer and both the Company and the new Property owner shall provide all reasonably requested assurances to the Town regarding compliance with this Agreement. However, the Company may not otherwise convey, assign or transfer this TIF, or its rights hereunder to another party without the express and advance written consent of the Town, which consent may not be unreasonably withheld or denied by the Town.
2. TPC, the Town, the Company, and the Owner acknowledge and agree that there is no public construction contemplated by this Agreement and, therefore, no betterment schedule referred to in Massachusetts General Laws Chapter 40, Section 59 is required. This Agreement and the Tax Increment Financing Exemption outlined within shall apply only to buildings occupied by the Company at the Project Site. No other companies shall be eligible for a Tax Increment Financing Exemption unless specifically approved by Andover Town Meeting.
3. This Agreement is governed by the laws of the Commonwealth of Massachusetts. If any provision of this Agreement shall be found invalid for any reason, such invalidity shall be construed as narrowly as possible, and the balance of this Agreement shall be deemed to be amended to the minimum extent necessary to provide to the Town and the Company substantially the benefits set forth in this Agreement.
4. This agreement is subject to Massachusetts General Laws Chapter 23A, Sections 3A to 3F, Chapter 40, Section 59, and Chapter 59, Section 5, Clause Fifty-first and the applicable regulations thereto.
5. The time within which the Company shall be required to perform any of its obligations under this agreement shall be extended in the event the performance of such obligation is delayed by a force majeure event such as an act of God, earthquake, fire, act of terrorism, war, labor dispute, delay or restriction by a government body, or any other cause beyond the reasonable control of the Company.
6. All notices permitted or required under the provisions of the Agreement shall be in writing, and shall be sent by registered or certified mail, postage prepaid, or shall be delivered by private express carrier to the addresses listed below or at such other address as may be specified by a party in writing and served upon the other in accordance with this section. Such notices shall be deemed given when delivered or when delivery is refused.

If intended for the Town, addressed to:

Town of Andover

Office of the Town Manager 36 Bartlet Street
Andover, MA 01810
Attention: Andrew Flanagan

with copies concurrently delivered to:

Town of Andover
Division of Community Development and Planning 36 Bartlet Street
Andover, MA 0110
Attention: Paul Materazzo

If intended for TPC or the Company, addressed to:

Flagship Pioneering, Inc.
55 Cambridge Parkway, Suite 800E
Cambridge, MA 02142
Attention: 3000 Minuteman Road Coordinator

If intended to the Owner:

ARE-MA Region No. 93, LLC
c/o Alexandria Real Estate Equities, Inc.
26 North Euclid Avenue
Pasadena, California 091101
Attn: Hunter Kass, Executive Vice President

7. The Company agrees to allow the Town to monitor compliance with this Agreement. The Company, TPC, as administrative agent for the Company, and the Owner shall provide to the Town, upon reasonable request, access to such information as the Town may deem

reasonably necessary to monitor the Company's compliance.

8. This Agreement shall not be binding and shall not go into effect until fully executed by the parties thereto, and until such time as this Agreement has been approved by the Massachusetts Economic Assistance Coordinating Council.

[Signatures on the following page.]

WITNESSETH the execution and delivery of this Agreement by the parties hereto as of the date first above written.

TOWN OF ANDOVER SELECT BOARD

Date _____

FLAGSHIP PIONEERING LABS TPC, INC.

By: _____

Name: _____

Title: _____

Date: _____

ARE-MA REGION NO. 93, LLC,
a Delaware limited liability company

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership,
managing member

By: ARE-QRS Corp.,
a Maryland corporation,
general partner

By: _____

Name: _____

Title: _____

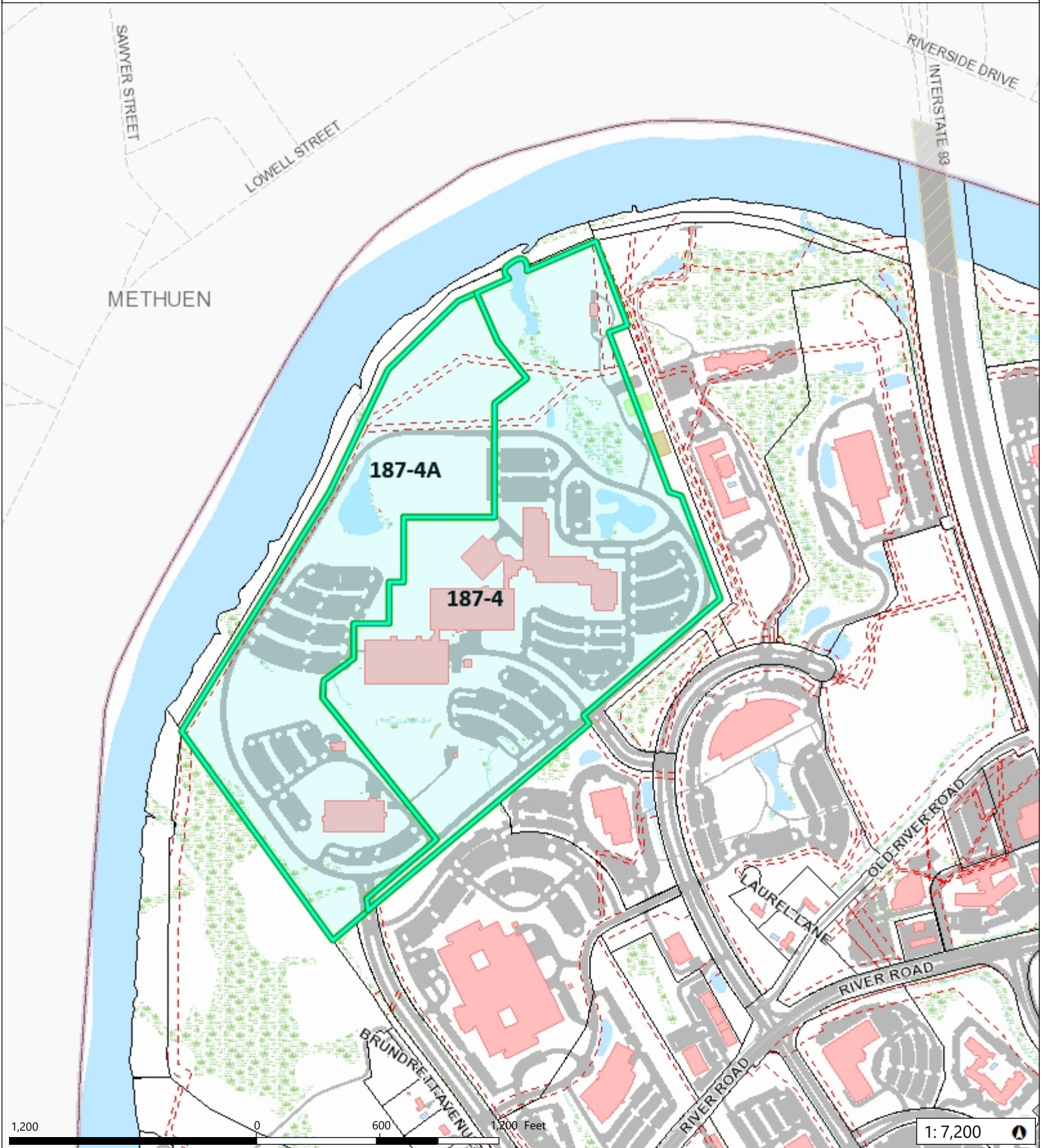
Date:

Attachment A

[See attached.]

Minuteman Park

05/11/2023



1:7,200

Data Sources: Produced by Merrimack Valley Planning Commission (MVPC) using data provided by the Town of Andover & MassIT/MassGIS.
 MVPC AND THE TOWN OF ANDOVER MAKES NO WARRANTIES, EXPRESSED OR IMPLIED, CONCERNING THE ACCURACY, COMPLETENESS, RELIABILITY, OR SUITABILITY OF THESE DATA. THE TOWN OF ANDOVER AND MVPC DOES NOT ASSUME ANY LIABILITY ASSOCIATED WITH THE USE OR MISUSE OF THIS INFORMATION



Legend	
Municipal Boundary	Parcels
Water Tank	Pool
Rail Line	Road Right of Way
Wetlands	Easement
Basketball Court	Paved
Tennis Court	Unpaved
Building: <Null>	Fuel Tank
Bridge	Roads
Hydrographic Features	Streams

Attachment B-1

[See attached.]

Investment Schedule

Project Forefront could include up to 7 Flagship Companies and is expected to take place over a 10-year period. Collectively, annual new job creation and capital investment could be equal to the following:

Andover Job Creation & Base Wages

	2023*	2024*	2025	2026	2027	2028	2029	2030	2031	2032	Total
Net-New Jobs	15	40	95	90	60	60	60	60	60	60	600
Base Wages ¹	\$100,000	\$103,000	\$106,000	\$109,000	\$112,000	\$115,000	\$119,000	\$122,000	\$126,000	\$130,000	\$114,200 (average)

* Net-new jobs created in 2023 and 2024 may be temporarily located in Andover and/or non-Andover locations during the construction period but will ultimately be located at their permanent and respective Andover sites in 2025.

1. Assumes base wages will grow by 3% year-over-year.

Andover Square Footage Occupancy & Capital Investment

	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	Total
Square Footage Occupancy	-	-	180,645	200,000	200,000	228,571	285,714	342,857	371,429	400,000	400,000
Real Property Investment ² (in millions)	\$18.5M	\$116.8M	\$71.8M	\$12.9M	\$29.7M	\$10.7M	\$21.4M	\$21.4M	\$10.7M	\$10.7M	\$325.0M
Personal Property Investment ³ (in millions)	-	-	\$36.0M	\$3.5M	-	\$5.5M	\$11.0M	\$11.0M	\$5.5M	\$5.5M	\$78.0M

2. Real property estimates include anticipated design, construction, and engineering costs.

3. Personal property investment estimates assume \$200/square foot and include furniture, fixtures, and equipment.

Attachment B-2

[See attached.]

Projected Tax Collections

FY	Estimated Taxes on Base Value	Incremental Assessed Value	Estimated New Incremental Property Tax	% Exempt	Exempted Annual RE Property Taxes	Incremental Tax Collections	Estimated Total Tax Collections Base + New
2025	\$2,097,541	\$31,092,040	\$869,599	70%	\$608,720	\$260,880	\$2,358,421
2026	\$2,122,292	\$33,034,458	\$934,828	70%	\$654,380	\$280,449	\$2,402,741
2027	\$2,147,335	\$37,500,000	\$1,073,719	70%	\$751,603	\$322,116	\$2,469,451
2028	\$2,172,674	\$39,107,143	\$1,132,948	70%	\$793,064	\$339,885	\$2,512,558
2029	\$2,198,311	\$42,321,429	\$1,240,535	70%	\$868,375	\$372,161	\$2,570,472
2030	\$2,224,251	\$45,535,714	\$1,350,503	70%	\$945,352	\$405,151	\$2,629,402
2031	\$2,250,497	\$47,142,857	\$1,414,666	70%	\$990,266	\$424,400	\$2,674,897
2032	\$2,277,053	\$48,750,000	\$1,480,156	70%	\$1,036,109	\$444,047	\$2,721,100
2033	\$2,303,922	\$48,750,000	\$1,497,621	70%	\$1,048,335	\$449,286	\$2,753,209
2034	\$2,331,109	\$48,750,000	\$1,515,293	70%	\$1,060,705	\$454,588	\$2,785,697
2035	\$2,358,616	\$48,750,000	\$1,533,174	70%	\$1,073,222	\$459,952	\$2,818,568
2036	\$2,386,448	\$48,750,000	\$1,551,265	70%	\$1,085,886	\$465,380	\$2,851,827
2037	\$2,414,608	\$48,750,000	\$1,569,570	70%	\$1,098,699	\$470,871	\$2,885,479
2038	\$2,443,100	\$48,750,000	\$1,588,091	70%	\$1,111,664	\$476,427	\$2,919,527
2039	\$2,471,929	\$48,750,000	\$1,606,831	70%	\$1,124,781	\$482,049	\$2,953,978
2040	\$2,501,097	\$48,750,000	\$1,625,791	70%	\$1,138,054	\$487,737	\$2,988,835
2041	\$2,530,610	\$48,750,000	\$1,644,976	70%	\$1,151,483	\$493,493	\$3,024,103
2042	\$2,560,471	\$48,750,000	\$1,664,386	70%	\$1,165,070	\$499,316	\$3,059,787
2043	\$2,590,685	\$48,750,000	\$1,684,026	70%	\$1,178,818	\$505,208	\$3,095,893
2044	\$2,621,255	\$48,750,000	\$1,703,898	70%	\$1,192,728	\$511,169	\$3,132,424
TOTALS	\$47,003,805		\$28,681,879		\$20,082,243	\$8,604,564	\$55,608,368

TIF Award/\$ Exempt RE Taxes

Incremental Tax Collections

Total Tax Collections (Base + New)

- Revenue collections from incremental value begin in Year 1 of agreement

Attachment B-3

[See attached.]

Performance Based Model

EXAMPLE	2025 Year 1	2026 Year 2	2027 Year 3	2028 Year 4	2029 Year 5	2030 Year 6	2031 Year 7	2032 Year 8	2033 Year 9	2034 Year 10
Company Obligations										
Projected Real Property Investment	\$207,280,266	\$220,229,721	\$250,000,000	\$260,714,286	\$282,142,857	\$303,571,429	\$314,285,714	\$325,000,000	\$325,000,000	\$325,000,000
Projected Personal Property Investment	\$36,000,000	\$39,500,000	\$39,500,000	\$45,000,000	\$56,000,000	\$67,000,000	\$72,500,000	\$78,000,000	\$78,000,000	\$78,000,000
Projected New Jobs	150	240	300	360	420	480	540	600	600	600
EXAMPLE Actual Results										
Actual Real Property Investment	\$155,460,199	\$165,172,290	\$187,500,000	\$182,500,000	\$211,607,143	\$218,571,429	\$220,000,000	\$260,000,000	\$292,500,000	\$325,000,000
EXAMPLE Projected TIF Benefit (70% of Actual Incremental RE Taxes)										
Incremental Assessed Value	\$23,319,030	\$24,775,844	\$28,125,000	\$27,375,000	\$31,741,071	\$32,785,714	\$33,000,000	\$39,000,000	\$43,875,000	\$48,750,000
Municipal Tax Rate	\$27.97	\$28.30	\$28.63	\$28.97	\$29.32	\$29.66	\$30.01	\$30.37	\$30.73	\$31.09
Anticipated Annual RE Taxes	\$652,225	\$701,163	\$805,353	\$793,142	\$930,512	\$972,497	\$990,423	\$1,184,335	\$1,348,126	\$1,515,623
TIF Exemption	70%	70%	70%	70%	70%	70%	70%	70%	70%	70%
\$ Value of TIF Earned Before Performance Based Adjustment	\$456,558	\$490,814	\$563,747	\$555,200	\$651,358	\$680,748	\$693,296	\$829,035	\$943,688	\$1,060,936
EXAMPLE % of Commitments Achieved										
% Real Property Achieved	75%	75%	75%	70%	75%	72%	70%	80%	90%	100%
\$ Value of TIF Earned After Performance Based Adjustment	\$456,558	\$490,814	\$563,747	\$451,884	\$651,358	\$578,795	\$488,710	\$829,035	\$943,688	\$1,060,936
Need for Performance Adjustment										
Performance Adjustment - Yes/No (yes = below 75% commitments achieved)	No	No	No	Yes	No	Yes	Yes	No	No	No
EXAMPLE Performance Adjustment Amount										
Performance Adjustment Percent (75% - % of commitments achieved)	0%	0%	0%	5%	0%	3%	5%	0%	0%	0%
Cumulative Total Benefit Received to Date	\$456,558	\$947,372	\$1,511,119	\$2,066,318	\$2,717,677	\$3,398,424	\$4,091,720	\$4,920,755	\$5,864,443	\$6,925,379
Performance Adjustment Amount (to be deducted from subsequent tax year)	\$0	\$0	\$0	-\$103,316	\$0	-\$101,953	-\$204,586	\$0	\$0	\$0
Cumulative Benefit After Performance Based Adjustment	\$456,558	\$947,372	\$1,511,119	\$1,963,003	\$2,614,361	\$3,193,156	\$3,681,866	\$4,510,900	\$5,454,589	\$6,515,525

To the extent that the Capital Investment exceeds the 75% threshold during the 20 year TIF Arrangement, performance adjustments may be recovered and will allow for the potential for the Company to earn the full TIF benefit



TOWN OF ANDOVER

Town Offices
Planning Division
36 Bartlet Street
Andover, MA 01810
(978) 623-8650

May 8, 2023

Re: Powder Mill Square Unit 210, Affordable Unit Right of First Refusal

Dear Select Board,

When an affordable unit becomes available for resale, in some circumstances, the Town of Andover has the Right of First Refusal. An affordable unit at Powder Mill Square, will become available this month, at a calculated price (based on 80% area median income) and listed for sale for \$226,100. It has two-bedrooms, one bathroom and is 935 square feet.

It is recommended that we try to find an eligible buyer for the unit instead of exercising the Town's Right of First Refusal. There are two reasons for this, one there are not sufficient funds in the Housing Trust Fund account and two, the Town has been successful working with Andover Community Trust (ACT) and the Department of Housing and Community Development (DHCD) to find an eligible buyer in all cases.

If the Select Board votes to not exercise it's Right of First Refusal, Andover Community Trust will begin marketing the unit to households that meet the following criteria:

Households with income less than 80% AMI

1 person - \$62,600 2 people - \$71,550 3 people - \$80,500 4 people - \$89,400

Maximum Household Liquid Asset Limit \$75,000

First time home buyer status

Down payment (at least 3%)

Pre-approval for a loan that is a fixed rate.

If you have any questions, feel free to reach out anytime.

Sincerely,

Lisa Schwarz, AICP

Mass Works Grant Application for Essex Street Corridor

The Town of Andover is preparing to submit a MassWorks application with the State (due 6/2/23) to advance the recommendations as identified in the Circulation and Street Design Study, dated April 2019 as prepared by DCI, (<https://andoverma.gov/DocumentCenter/View/7065/FINAL-Andover-Circulation-and-Street-Design-Study-April-2019>). The Town is seeking grant assistance from the MassWorks Grant Infrastructure Program to provide targeted public infrastructure improvements along the Essex Street corridor that will facilitate the immediate redevelopment of the Old Town Yard and unlock development opportunities within the 100-acre Historic Mill Overlay District.

The public infrastructure improvements are intended to rationalize vehicle movements, enhance pedestrian and bicycle accommodations, while significantly improving safety and access in proximate to the regional transit station. The infrastructure improvements will include geometric layout changes within the Town right-of-way. Anticipated outcomes for the Essex Street Corridor improvement project will foster redevelopment of the Old Town Yard and bring new multi-family housing and retail to downtown Andover, rationalize vehicle movements, while enhancing pedestrian and bicycle accommodations in proximate to the regional transit station. Targeted investment along the Essex Street corridor will support future transit-oriented development projects, consistent with the community's goals of supporting economic growth in Andover's Downtown. The Essex Street Corridor Project will activate a key gateway to the downtown by reclaiming and creating a more efficient, safer pathway for multi-modal access.

In 2022, the Town implemented the first in series of recommendations from the Circulation and Street Design Study by reconfiguring the Essex Street, Red Spring Road and Shawsheen Road intersection. The Town of Andover seeks to partner with the Commonwealth of Massachusetts in expanding infrastructure improvements along the remaining portion of the Essex Street Corridor.



Select Board Meeting

Monday, May 1, 2023 6:30 PM

Andover High School

Classroom Number 112

80 Shawsheen Road, Andover, MA 01810

I. Call to Order

Chair, Alex Vispoli, called the meeting to order at 6:32 PM.

Members Present: L. Gregory, C. Huntress, A. Gilbert, M. Danisch.

Others in Attendance: Town Manager, Andrew Flanagan, Deputy Town Manager, Mike Lindstrom, Asst. Town Manager/Town Clerk, Austin Simko, and Town Counsel, Tom Urbelis

II. Regular Business

A. Annual Town Meeting Articles

Board to consider voting to take a position on the following article(s):

Article 6B	Supplemental Budget Appropriations
------------	------------------------------------

The Town Manager said that the Snow and Ice Account is over budget by \$965,000 for Winter 2023. The budget for snow and ice has not increased in six years, but the cost for contractors, fuel, salt, and other chemicals has.

Annie Gilbert moved to recommend Town Meeting approval of Article 6B Supplemental Budget Appropriations in the amount of \$965,000. Motion seconded by Melissa Danisch and voted 5-0 to approve.

B. Extension of Land Disposition Agreement (LDA) Negotiation Period

Board to discuss and consider voting to extend the period during which the Town and Minco Development Corp. may negotiate the Land Disposition Agreement in connection with the Town's disposition of the former Town Yard.

Discussion: Austin Simko reported that he and the Town Manager met with representatives from Minco for nine hours on Friday. They made good progress and came out of the conversation resolving every issue except for four principal outstanding items requiring further negotiation. Austin answered questions from the Board and proposed that the negotiation period be extended to May 19, 2023.

Chris Huntress moved that Pursuant to Section V. of the Request for Proposals to Re-develop the Former Town Yard which was issued by the Town on March 8, 2021, the Town hereby extends to May 19, 2023 the period during which the Town and Minco Development Corp. may negotiate the Land Disposition Agreement. Motion seconded by Laura Gregory and voted 5-0 to approve.

C. Open Meeting Law Complaint

Board to review and delegate responsibility to respond to complaint of Steven Walther, 83 Morton Street, Andover, MA, of an Open Meeting Law violation, filed on April 24, 2023.

Chris Huntress moved to designate Austin Simko, Records Access Officer to respond to the Open Meeting Law complaint of Steven Walther. Motion seconded by Melissa Danisch and voted 5-0 to approve.

III. Approval of Minutes

A. Board to approve minutes from the following meetings of March 27, 2023 and April 24, 2023.

On a motion by Chris Huntress and seconded by Melissa Danisch, the Board voted 5-0 to approve the Minutes of March 27, 2023 and April 24, 2023 as submitted.

IV. Adjourn

At 6:45 PM on a motion by Chris Huntress and seconded by Laura Gregory, the Board voted 5-0 to adjourn the meeting of Monday, May 1, 2023

Respectfully submitted,
Dee DeLorenzo
Recording Secretary



TOWN OF ANDOVER *Finance & Budget*

Hayley Green, CPA, Town Accountant/Assistant Finance Director
Accounting Department

36 Barillet Street
Andover, MA 01810
(978) 623-8920

hayley.green@andoverma.us
www.andoverma.gov

Andrew P. Flanagan
Town Manager

Michael Lindstrom
Deputy Town Manager

To: Select Board
Finance Committee
Superintendent of Schools
School Committee
Revenue and Expenditure Task Force

From: Hayley Green, Town Accountant/Assistant Finance Director

CC: Andrew Flanagan, Michael Lindstrom, Patrick Lawlor, Keith Taverna,
Martha Sybert, Tara Bicknell, Town Website

Date: May 8, 2023

Re: ***FY 2023 Financials***

The attached reports summarize the Town's financial position through March 31, 2023.
Included are the following:

- Executive Summary
- Budgeted versus Actual Revenues – General Fund and Enterprise Funds
- Revenue Comparison Graphs
- Personal Services and Other Expenditures by Department
- Reserve Account and Compensation Fund Analysis
- Chapter 44 § 53 E ½ Revolving Funds
- Capital Projects status – FY17 – FY23

Feel free to contact me, should you have any questions regarding the reports.

The attached reports of the Town Accountant summarize FY 2023 revenues and expenditures for the General Fund, Enterprise Funds, Compensation Fund, Reserve Fund, Revolving Funds and Capital Projects through March 31, 2023.

General Fund

The total general fund receipts of all sources collected through March 31, 2023 are exceeding the annual projections through the first nine months of the year. FY 2023 local receipts are \$3,399,808 greater than FY 2022 collections through the same period of time. This is primarily due to the increase in investment income as interest rates have risen, the increase in building permits, as there was one very large permit in December, and the increase in hotel motel and meals tax revenue, as more people are dining out and traveling as compared to last year. Total off-set receipts collections are \$267,791 greater than FY 2022 collections, primarily due to the increase in ambulance receipts as people have become comfortable riding in ambulances again after the pandemic. General fund personal services are lower than and other expenditures are in line with FY 2023 projections through March 2023. Insurance premiums and the required appropriation for pension were paid in July and the OPEB appropriation was transferred in November. Encumbrances are adjusted throughout the year.

Water Enterprise Fund

The total water enterprise fund collections are exceeding the annual projections through March 2023. The user charges receipts are \$1,363,829 greater than FY22 through the same period of time because there were drier summer conditions, resulting in more consumption for FY23. Water personal services are lower than and other expenses are in line with FY 2023 projections through March 2023.

Sewer Enterprise Fund

The total sewer enterprise fund collections are lower than annual projections through March 2023. The user charges receipts are \$373,310 more than prior year receipts through the same period. The greater collections are correlated with the larger water

collections through this period. Sewer personal services are lower than and other expenses are in line with projections through March 2023.

Reserve Fund

Town Meeting approved a reserve fund balance of \$200,000. The Finance Committee authorized \$34,800 to be spent on the replacement of three boiler sections at the West Elementary School.

Compensation Fund

Town Meeting approved a compensation fund balance of \$848,339. This money has not been used through March 2023.

Revolving Accounts

Town Meeting voted to approve 16 revolving funds with a total spending limit of \$2,490,000.

Capital Projects

These projects are part of the Town's capital improvement plan voted at Town Meeting from taxation. There is a balance of \$3,111,219 available for the most recent seven years of approved projects.

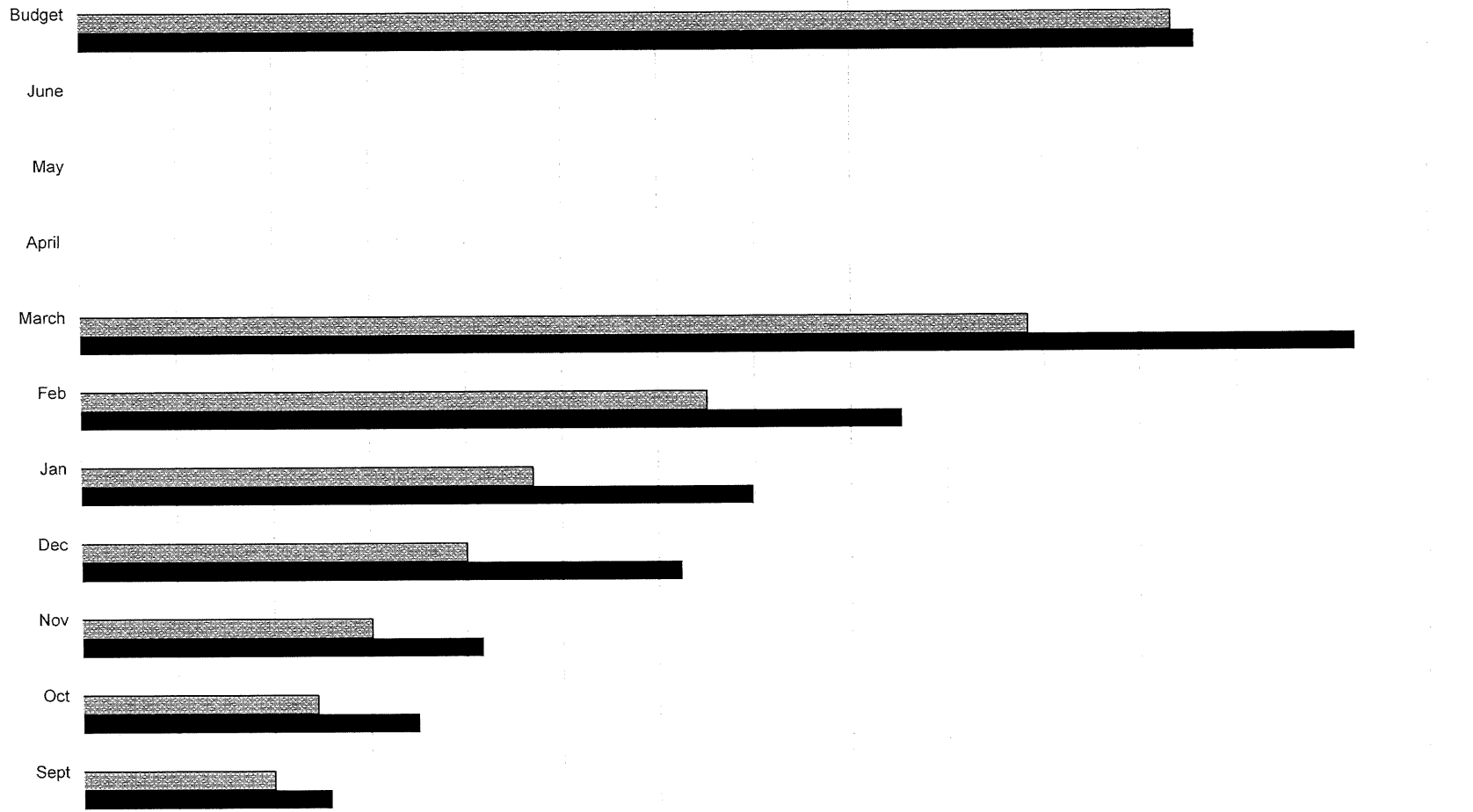
Town of Andover
FY 2023 General Fund Year-To-Date Revenue Report
Budgeted vs. Actuals 3/31/2023 and 3/31/2022

	FY 23 Budgeted	FY 23 YTD	%	FY 22 Budgeted	FY 22 YTD	%	Change in	Change in
Local Receipts	Receipts	Revenues	Collected	Receipts	Revenues	Collected	Budgets	YTD Receipts
Motor Vehicle Excise	5,651,834	4,665,196	82.5%	5,595,875	4,828,766	86.3%	55,959	(163,571)
Hotel/Motel/Meals	1,799,000	2,222,429	123.5%	1,475,000	1,701,618	115.4%	324,000	520,811
Penalties and Interest on Taxes and Excises	480,000	266,566	55.5%	480,000	413,554	86.2%	-	(146,988)
Fees	61,000	34,048	55.8%	61,000	132,590	217.4%	-	(98,542)
Payments in Lieu of Taxes	451,731	2,016	0.4%	440,713	2,016	0.5%	11,018	-
Other Departmental Revenues	213,000	291,837	137.0%	294,200	147,160	50.0%	(81,200)	144,677
Other Departmental Revenues - School Medicare	200,000	310,878	155.4%	200,000	418,036	209.0%	-	(107,158)
Non-Recurring Revenues	5,000	61,100	1222.0%	5,800	9,492	163.7%	(800)	51,608
Licenses and Permits	2,377,540	2,647,578	111.4%	2,354,000	1,960,110	83.3%	23,540	687,467
Fines & Forfeits	132,500	114,410	86.3%	227,000	101,076	44.5%	(94,500)	13,334
Investment Income	204,000	2,619,542	1284.1%	200,000	121,325	60.7%	4,000	2,498,217
Special Assessments	-	43	N/A	-	90	N/A	-	(46)
Total Estimated Receipts	11,575,605	13,235,643	114.3%	11,333,588	9,835,835	86.8%	242,017	3,399,808
Off-Set Receipts	FY 23 Budgeted	FY 23 YTD	%	FY 22 Budgeted	FY 22 YTD	%	Change in	Change in
	Receipts	Revenues	Collected	Receipts	Revenues	Collected	Budgets	YTD Receipts
Recreation	531,531	446,903	84.1%	393,510	457,838	116.3%	138,021	(10,935)
Elder Services	106,000	89,241	84.2%	106,000	94,823	89.5%	-	(5,581)
Public Facilities - Rental Receipts	40,000	71,040	177.6%	20,000	73,945	369.7%	20,000	(2,904)
Cemetery - Interment Fees	60,000	52,375	87.3%	60,000	43,235	72.1%	-	9,140
Public Safety - Police Detail Fees	60,000	58,762	97.9%	60,000	70,171	117.0%	-	(11,410)
Public Safety / Fire - Ambulance Receipts	1,300,000	1,305,623	100.4%	1,250,000	1,016,142	81.3%	50,000	289,481
Total Off-Set Receipts	2,097,531	2,023,944	96.5%	1,889,510	1,756,153	92.9%	208,021	267,791
Other Revenues	FY 23 Budgeted	FY 23 YTD	%	FY 22 Budgeted	FY 22 YTD	%	Change in	Change in
	Receipts	Revenues	Collected	Receipts	Revenues	Collected	Budgets	YTD Receipts
Property Taxes (inc. Tax Titles)	174,778,254	129,482,547	74.1%	165,459,877	123,262,182	74.5%	9,318,377	6,220,366
State Aid	14,794,019	11,006,709	74.4%	14,178,409	10,743,172	75.8%	615,610	263,537
Total Other Revenues	189,572,273	140,489,256	74.1%	179,638,286	134,005,354	74.6%	9,933,987	6,483,903
Total Revenues	203,245,409	155,748,842	76.6%	192,861,384	145,597,341.04	75.5%	10,384,025	10,151,501

Town of Andover
FY 2023 Enterprise Funds Year-To-Date Revenue Report
Budgeted vs. Actuals 3/31/2023 and 3/31/2022

Water Fund	FY 23 Budgeted Receipts	FY 23 YTD Revenues	% Collected	FY 22 Budgeted Receipts	FY 22 YTD Revenues	% Collected	Change in Budgets	Change in YTD Receipts
User Charges	10,445,844	8,732,864	83.6%	9,996,766	7,369,035	73.7%	449,078	1,363,829
Water Connection	7,500	4,403	58.7%	41,000	4,403	10.7%	(33,500)	-
Water Testing Fees	12,000	5,075	42.3%	18,000	12,490	69.4%	(6,000)	(7,415)
Meter Installations	10,000	5,975	59.8%	9,000	4,725	52.5%	1,000	1,250
Fire Flow Test	5,000	7,000	140.0%	9,000	4,982	55.4%	(4,000)	2,018
Special/Final Reads	25,000	12,236	48.9%	25,000	16,271	65.1%	-	(4,035)
Backflow/Cross Connection Fees	87,500	37,635	43.0%	75,000	64,038	85.4%	12,500	(26,403)
Water Tap	-	1,425	N/A	1,000	600	60.0%	(1,000)	825
Liens	85,000	37,521	44.1%	80,000	51,952	64.9%	5,000	(14,431)
Fire Suppression	280,000	173,836	62.1%	220,000	205,773	93.5%	60,000	(31,936)
Interest /Misc Revenue	2,500	3,560	142.4%	-	1,213	N/A	2,500	2,347
Non-Revenue Interest	7,500	33,671	448.9%	19,000	3,475	18.3%	(11,500)	30,196
Total Water Receipts	10,967,844	9,055,200	82.6%	10,493,766	7,738,956	73.7%	474,078	1,316,245
Sewer Fund	FY 23 Budgeted Receipts	FY 23 YTD Revenues	% Collected	FY 22 Budgeted Receipts	FY 22 YTD Revenues	% Collected	Change in Budgets	Change in YTD Receipts
User Charges	5,173,301	3,567,833	69.0%	5,086,120	3,194,523	62.8%	87,181	373,310
Committed Interest/Income	110,000	71,246	64.8%	165,000	89,045	54.0%	(55,000)	(17,799)
Liens	55,000	17,950	32.6%	55,000	32,944	59.9%	-	(14,994)
Apport Assmnts	340,000	256,064	75.3%	410,000	289,464	70.6%	(70,000)	(33,400)
Deferred Property Tax	-	10,800	N/A	-	-	N/A	-	10,800
State Reimb/Grants	-	-	N/A	-	7,218	N/A	-	(7,218)
Interest /Misc Revenue	3,500	717	20.5%	-	2,076	N/A	3,500	(1,360)
Non-Revenue Interest	6,500	36,468	561.0%	15,000	2,437	16.2%	(8,500)	34,031
Total Sewer Receipts	5,688,301	3,961,077	69.6%	5,731,120	3,617,707	63.1%	(42,819)	343,370
Total Enterprise Revenues	16,656,145	13,016,278	78.1%	16,224,886	11,356,663	70.00%	431,259	1,659,615

Town of Andover Local Receipts FY 2023 and FY 2022

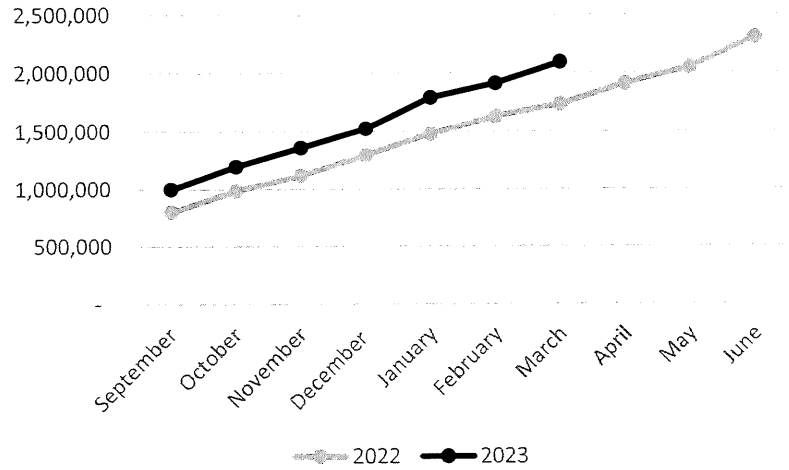


	Sept	Oct	Nov	Dec	Jan	Feb	March	April	May	June	Budget
■ FY 2022 % of Budget	17.6%	21.6%	26.6%	35.3%	41.4%	57.4%	86.8%	0.0%	0.0%	0.0%	100.0%
■ FY 2023 % of Budget	22.3%	30.2%	36.0%	53.9%	60.3%	73.6%	114.3%	0.0%	0.0%	0.0%	100.0%
■ FY 2022 Receipts	\$1,989,405	\$2,444,067	\$3,015,542	\$4,004,836	\$4,695,288	\$6,508,233	\$9,835,835				\$11,333,588
■ FY 2023 Receipts	\$2,577,784	\$3,494,520	\$4,161,602	\$6,236,788	\$6,982,570	\$8,525,336	\$13,235,773				\$11,575,605

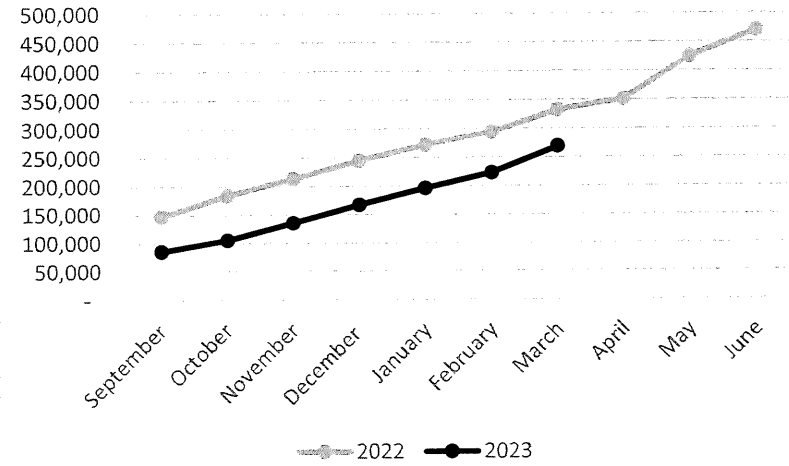
Town of Andover
FY 2023 Year-To-Date Budget Report
Personal Services and Other Expenditures thru 3/31/2023

	Original Appropriation	Transfers/ Adjustments	Revised Budget	YTD Expended	Encumbrances	Available Balance	% Expended & Encumbered	% Expended
Personal Services								
General Government	7,511,444	27,661	7,539,105	5,239,696	-	2,299,409	69.5%	69.5%
Community Services	1,879,000	-	1,879,000	1,308,601	-	570,399	69.6%	69.6%
Public Facilities	2,592,091	-	2,592,091	1,865,791	-	726,300	72.0%	72.0%
Public Safety - Fire	8,611,698	14,621	8,626,319	6,484,342	14,621	2,127,356	75.3%	75.2%
Public Safety - Police	8,116,962	-	8,116,962	5,909,852	-	2,207,110	72.8%	72.8%
Public Works	3,834,283	-	3,834,283	2,929,242	-	905,041	76.4%	76.4%
Library	2,307,538	-	2,307,538	1,635,277	-	672,261	70.9%	70.9%
School	77,899,943	-	77,899,943	47,619,972	27,123,826	3,156,145	95.9%	61.1%
Compensation Fund	848,339	-	848,339	-	-	848,339	0.0%	0.0%
Total Personal Services - General Fund	113,601,298	42,282	113,643,580	72,992,772	27,138,447	13,512,361	88.1%	64.2%
Water Enterprise	2,343,272	-	2,343,272	1,696,572	-	646,700	72.4%	72.4%
Sewer Enterprise	357,873	1,794	359,667	179,230	-	180,437	49.8%	49.8%
Total Personal Services - Enterprise Funds	2,701,145	1,794	2,702,939	1,875,802	-	827,137	69.4%	69.4%
	Original Appropriation	Transfers/ Adjustments	Revised Budget	YTD Expended	Encumbrances	Available Balance	% Expended & Encumbered	% Expended
Other Expenses								
General Government	2,721,202	222,087	2,943,289	2,090,453	315,837	536,999	81.8%	71.0%
Community Services	610,024	65,776	675,800	268,808	147,263	259,729	61.6%	39.8%
Public Facilities	1,354,850	193,418	1,548,268	928,810	395,862	223,596	85.6%	60.0%
Public Safety - Fire	612,050	62,985	675,035	526,661	66,185	82,189	87.8%	78.0%
Public Safety - Police	1,018,318	79,609	1,097,927	700,902	209,026	188,000	82.9%	63.8%
Public Works	5,888,050	353,729	6,241,779	4,943,435	1,602,458	(304,115)	104.9%	79.2%
Library	666,437	37,072	703,509	473,180	104,317	126,012	82.1%	67.3%
School	17,226,948	1,576,330	18,803,278	14,221,289	5,974,299	(1,392,310)	107.4%	75.6%
Technical Schools	1,274,000	-	1,274,000	931,186	267,899	74,915	94.1%	73.1%
Debt Service	23,333,890	-	23,333,890	18,591,644	-	4,742,246	79.7%	79.7%
Insurance	1,164,000	6,313	1,170,313	1,146,509	12,848	10,956	99.1%	98.0%
Health Insurance	23,034,797	-	23,034,797	11,755,980	-	11,278,817	51.0%	51.0%
Unemployment	164,000	-	164,000	88,508	-	75,492	54.0%	54.0%
Retirement	6,253,955	-	6,253,955	6,253,956	-	(1)	100.0%	100.0%
Reserve Fund	200,000	(34,800)	165,200	-	-	165,200	0.0%	0.0%
OPEB Appropriation	1,753,413	-	1,753,413	1,753,413	-	-	100.0%	100.0%
Total Other Expenses - General Fund	87,275,934	2,562,519	89,838,453	64,674,734	9,095,994	16,067,725	82.1%	72.0%
Water Enterprise	7,727,574	1,097,243	8,824,817	6,884,933	1,539,051	400,834	95.5%	78.0%
Sewer Enterprise	4,580,540	621,368	5,201,908	3,671,013	937,982	592,913	88.6%	70.6%
Total Other Expenses - Enterprise Funds	12,308,114	1,718,612	14,026,726	10,555,946	2,477,033	993,747	92.9%	75.3%
Total - General Fund	200,877,232	2,604,801	203,482,033	137,667,506	36,234,441	29,580,085	85.5%	67.7%
Total - Enterprise Funds	15,009,259	1,720,406	16,729,665	12,431,748	2,477,033	1,820,884	89.1%	74.3%

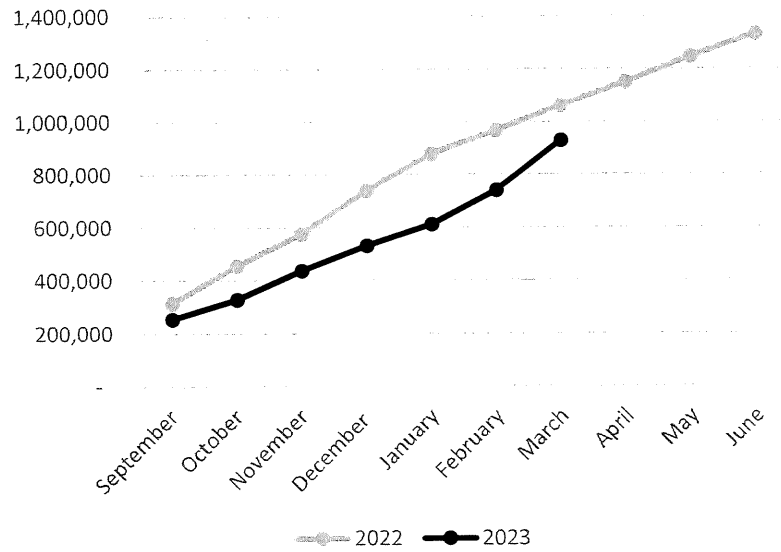
General Government Expenses



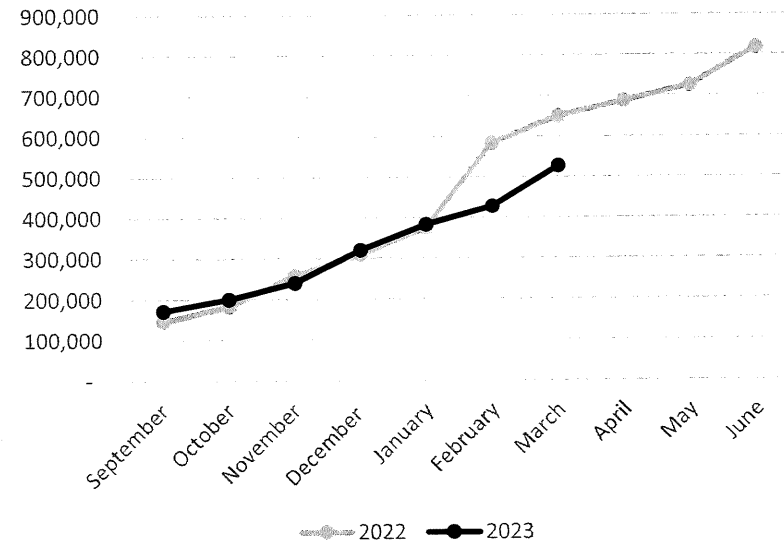
Community Services Expenses



Public Facilities Expenses

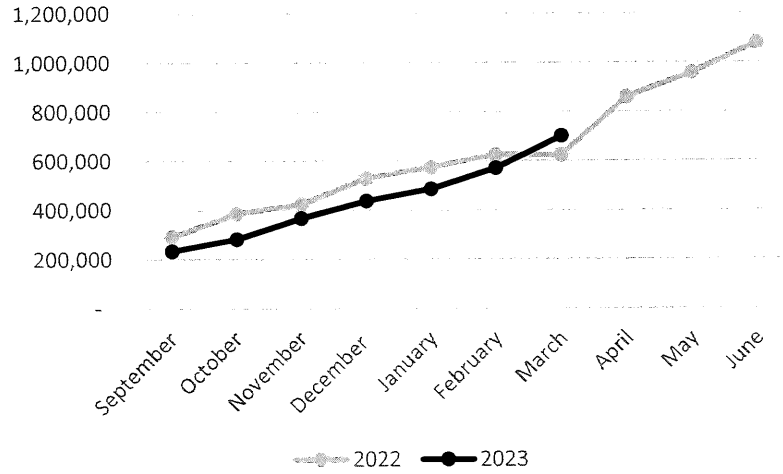


Fire Expenses

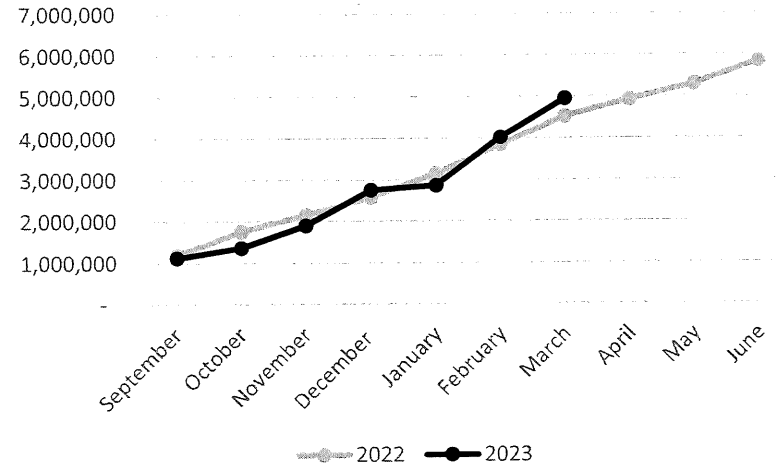


*Expenses vary from year to year due to timing and departmental needs, but can still be on budget.

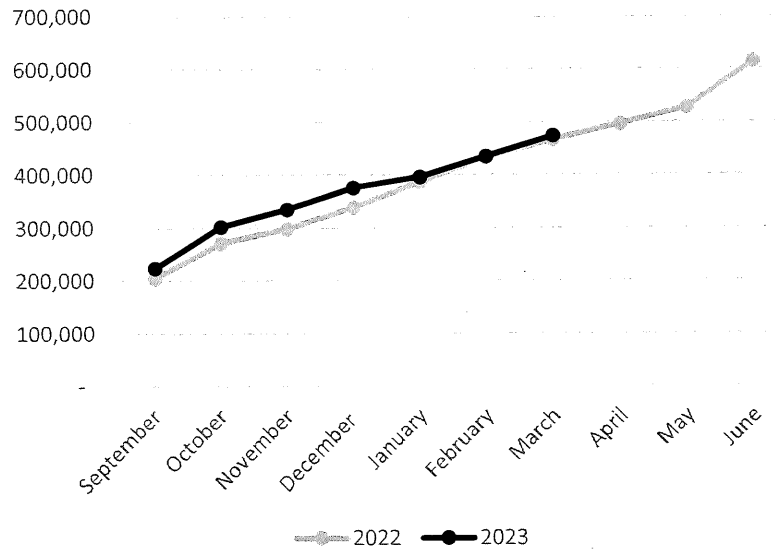
Police Expenses



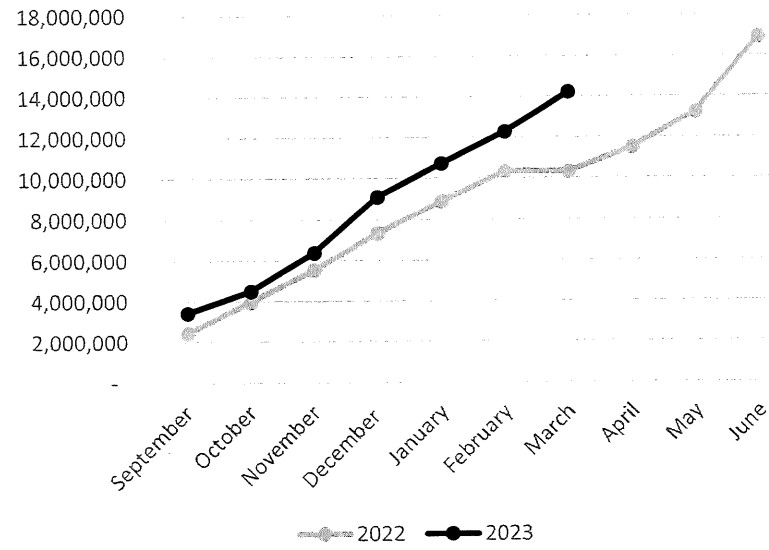
Public Works Expenses



Library Expenses

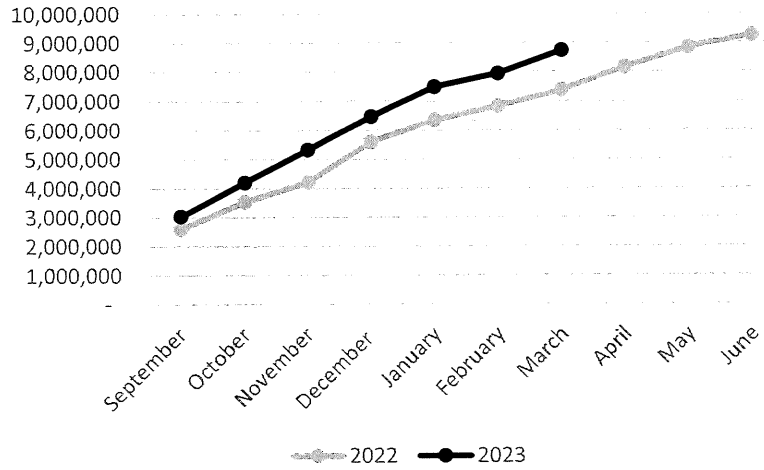


School Expenses

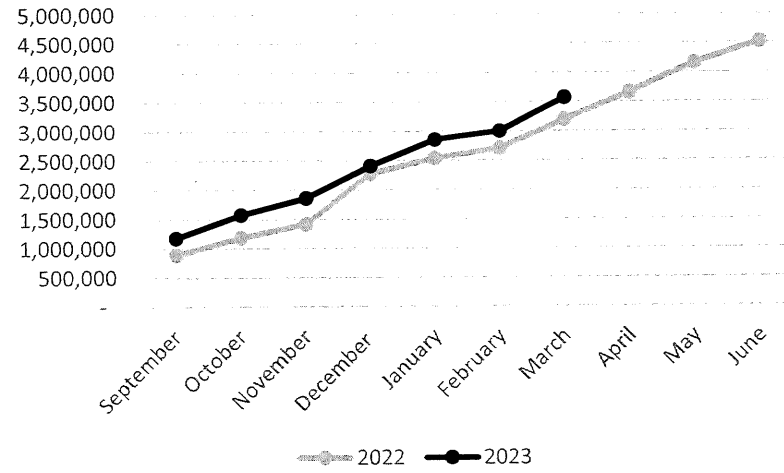


*Expenses vary from year to year due to timing and departmental needs, but can still be on budget.

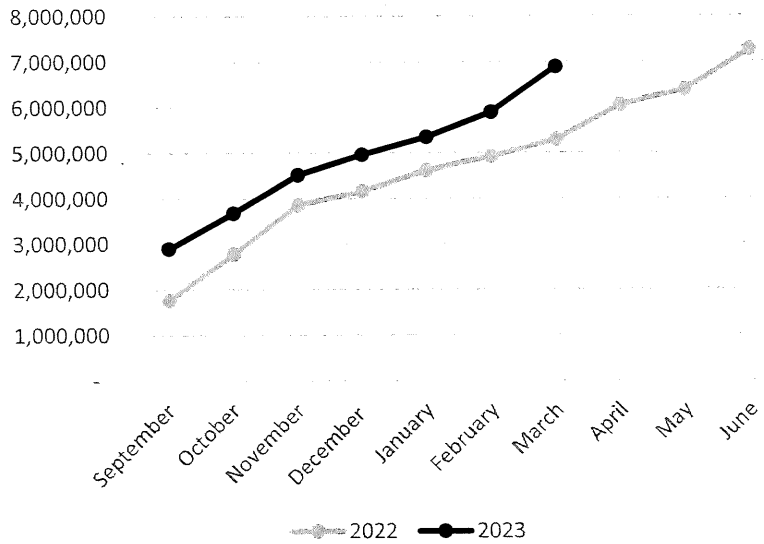
Water User Charges



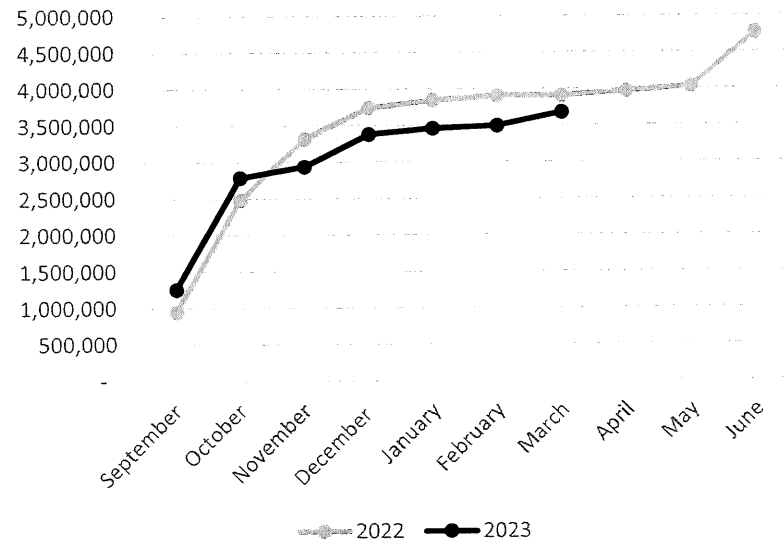
Sewer User Charges



Water Other Expenses



Sewer Other Expenses



*Expenses vary from year to year due to timing and departmental needs, but can still be on budget.

Town of Andover
FY 2023 Reserve Account and Compensation Fund
As of 3/31/23

RESERVE FUND

Appropriation by Vote of Town Meeting June 2022	\$ 200,000.00
Transfers by Vote of Town Meeting	0.00
Transfers by Authority of the Finance Committee	
Replacement of three boiler sections at West Elementary	(34,800.00)
Available Balance	<u>\$ 165,200.00</u>

COMPENSATION FUND

Appropriation by Vote of Town Meeting June 2022	\$ 848,339.00
Transfers by Vote of Town Meeting	0.00
Transfer by Authority of the Select Board	0.00
Available Balance	<u>\$ 848,339.00</u>

Town of Andover
FY 2023 Revolving Accounts
(M.G.L. CH. 44, § 53 E1/2)
As of 3/31/23

	CD & P Legal Notices	Library Lost/Damaged Materials	CD & P Health Services Clinics	Recreation Special Services	Youth Services	Facilities Field Maintenance	Elder Services	Police Antenna Uses	School Photocopy Fees	Facilities Compost Program	DPW Solid Waste Fees	CD & P Stormwater Managemen	Fire Emergency Billing	Health Services Inspections	School Professional Development	Student Technology Rental
	Acct 5550	Acct 5631	Acct 5557	Acct 5552	Acct 5553	Acct 5622	Acct 5554	Acct 5653	Acct 4510	Acct 5666	Acct 5667	Acct 5668	Acct 5669	Acct 5670	Acct 4500	Acct 4260
Balance thru 6/30/2021	21,250	14,507	-688	397,353	329,733	108,905	133,721	46,715	29,218	14,497	76,288	0	681	119,994	3,279	13,176
Receipts thru 6/30/2022	29,730	4,119	44,490	1,866,865	156,582	77,050	83,795	6,930	12,638	26,010	29,665	0	0	57,435	0	53,950
Expenditures thru 6/30/2022	26,692	541	29,882	1,223,055	144,976	30,352	75,530	0	0	4,174	16,550	0	0	27,363	0	20,624
Balance thru 6/30/2022	24,288	18,086	13,920	1,041,162	341,339	155,602	141,987	53,645	41,855	36,333	89,403	0	681	150,066	3,279	46,503
Receipts thru 3/31/2023	22,915	3,175	43,869	1,580,120	240,712	46,851	81,481	5,247	5,821	11,023	11,250	0	0	57,335	0	1,695
Expenditures thru 3/31/2023	16,532	0	33,114	1,122,010	136,792	10,304	61,811	0	0	29,568	22,308	0	0	14,525	95	29,624
Balance thru 3/31/2023	30,671	21,261	24,674	1,499,273	445,259	192,149	161,656	58,892	47,677	17,788	78,345	0	681	192,876	3,184	18,574

Spending Authorization	\$20,000	\$20,000	\$60,000	\$1,000,000	\$400,000	\$150,000	\$225,000	\$50,000	\$10,000	\$60,000	\$40,000	\$5,000	\$100,000	\$100,000	\$50,000	\$200,000
Y-T-D % Spent	82.66%	0.00%	55.19%	112.20%	34.20%	6.87%	27.47%	0.00%	0.00%	49.28%	55.77%	0.00%	0.00%	14.53%	0.19%	14.81%

**Town of Andover
Capital Projects
3/31/2023**

	<u>FY17</u>	<u>FY18</u>	<u>FY19</u>	<u>FY20</u>	<u>FY21</u>	<u>FY22</u>	<u>FY23</u>	<u>Total Available</u>
Budget	1,120,000	1,495,643	1,040,000	1,011,600	1,150,000	1,185,000	1,271,500	
Expended	1,120,000	1,495,643	1,040,000	993,163	1,036,149	1,046,410	642,350	
Encumbered	-	-	-	8,688	36,743	50,218	103,363	
Total School CIP	Available	-	-	9,748	77,108	88,372	525,786	701,015
Budget	222,000	579,018	487,000	1,044,098	902,108	137,000	150,000	
Expended	192,000	555,672	406,836	808,078	802,108	76,161	5,656	
Encumbered	-	9,300	34,609	23,623	-	27,300	5,810	
Total General Government CIP	Available	30,000	14,046	45,555	212,397	100,000	138,534	574,071
Budget	-	32,214	-	-	-	-	-	
Expended	-	32,214	-	-	-	-	-	
Encumbered	-	-	-	-	-	-	-	
Total Youth Services CIP	Available	-	-	-	-	-	-	-
Budget	50,000	-	-	-	-	-	-	
Expended	50,000	-	-	-	-	-	-	
Encumbered	-	-	-	-	-	-	-	
Total Recreation CIP	Available	-	-	-	-	-	-	-
Budget	25,000	-	-	10,000	50,000	-	-	
Expended	25,000	-	-	-	15,000	-	-	
Encumbered	-	-	-	10,000	-	-	-	
Total Library CIP	Available	-	-	-	35,000	-	-	35,000
Budget	623,000	800,000	946,000	1,303,000	468,000	1,180,000	1,165,000	
Expended	623,000	781,647	942,264	1,298,765	367,280	631,733	91,550	
Encumbered	-	18,348	259	460	15,325	188,884	26,567	
Total Facilities CIP	Available	-	5	3,477	3,775	85,395	359,383	1,046,883
Budget	195,000	293,500	250,077	195,000.00	195,000.00	255,000	-	
Expended	195,000	293,500	249,159	195,000.00	179,055.49	77,807	-	
Encumbered	-	-	-	-	15,945	164,057	-	
Total Police CIP	Available	-	918	-	-	13,135	-	14,054
Budget	20,000	63,500	214,000	-	96,000	88,000	-	
Expended	20,000	61,352	201,715	-	96,000	77,383	-	
Encumbered	-	-	-	-	-	-	-	
Total Fire CIP	Available	-	2,148	12,285	-	10,617	-	25,050
Budget	285,000	415,000	328,000	400,000	-	165,000	170,000	
Expended	275,370	366,154	323,147	399,026	-	20,277	-	
Encumbered	431	2,713	4,853	973	-	106,944	-	
Total DPW CIP	Available	9,200	46,132	0	0	37,779	170,000	263,112
Budget	1,420,000	2,183,232	2,225,077	2,952,098	1,711,108	1,825,000	1,485,000	
Expended	1,380,370	2,090,539	2,123,121	2,700,869	1,459,443	883,361	97,206	
Encumbered	431	30,362	39,721	35,056	31,270	487,186	32,377	
Total Town CIP	Available	39,200	62,331	62,236	216,173	220,395	1,355,417	2,410,204
Budget	2,540,000	3,678,875	3,265,077	3,963,698	2,861,108	3,010,000	2,756,500	
Expended	2,500,370	3,586,182	3,163,121	3,694,032	2,495,593	1,929,772	739,556	
Encumbered	431	30,362	39,721	43,744	68,013	537,403	135,740	
Grand Total	Available	39,200	62,331	62,236	225,922	297,502	1,881,203	3,111,219