SELECTMEN’S MEETING
TENTATIVE AGENDA
Juliani Room, Town Hall
7:00 pm Monday, September 9, 2019

1. 7:00 Call to Order
2. 7:01 Public Comment
3. 7:04 Announcements
4. 7:05 Review Financial Outlook and Discuss Operating Guidelines FY21
5. 7:35 Discuss and Vote Revised Boston Marathon Invitational Entry Policy
6. 7:45 Discuss and Vote 2020 Boston Marathon Fundraising Minimum
7. 7:55 Discuss and Vote Change of Officers/Directors for Whole Foods, 442 Washington St.
8. 8:00 Executive Director’s Report
   • Discuss and Vote Minutes
9. 8:05 Project Updates
   • School Building Committee
10. 8:15 New Business and Other Correspondence
11. 8:20 Executive Session under M.G.L. c. 30A, §21(A), exemption #6 – to discuss negotiations for the land lease of real estate with Trinity Financial at the Tailby and Railroad Commuter Parking Lots

Please see the Board of Selectmen’s Public Comment Policy

Next Meeting Date: Monday, September 16, 7:00 pm in Juliani Room
Thursday, September 19, 7:30 pm in Great Hall (Inter-Board Meeting)
Monday, September 24, 4:00 pm in Juliani Room
<table>
<thead>
<tr>
<th>Date</th>
<th>Selectmen Meeting Items</th>
<th>Other Meeting Items</th>
</tr>
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<tbody>
<tr>
<td>9/9 Monday</td>
<td>BOS Meeting – See Agenda</td>
<td>HHU Parent MTG – Hunnewell Library September 9th at 6:30 pm</td>
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<td></td>
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<td>HHU Parent MTG – Bates Library September 10th at 6:30 pm</td>
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<td>HHU Parent MTG- Fiske Library September 12th at 6 pm</td>
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<td>9/16 Monday</td>
<td>Meeting</td>
<td>Inter-Board Meeting September 19th</td>
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<td>Read registry of deeds info at announcements please</td>
<td>HHU Parent MTG – Schofield Library September 16th at 7:30 pm</td>
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<td></td>
<td>Town Hall Annex Presentation</td>
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<td></td>
<td>Discussion of HHU and Potential STM?</td>
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<td></td>
<td>Annual Report</td>
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<tr>
<td></td>
<td>Approve - CV Transfer/New Owner – Truly Yogurt</td>
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<td></td>
<td>Review Annual Budget Manual</td>
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<td>9/23 Monday</td>
<td>Wellesley Club – No Meeting</td>
<td>HHU Parent MTG – Hardy Library September 23rd at 6:30 pm</td>
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<td>9/24 Tuesday</td>
<td>Meeting</td>
<td>HHU Parent MTG – Upham Library September 24th at 6:30 pm</td>
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<td>4:00 PM START</td>
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<td></td>
<td>Dick Campana Gift Discussion</td>
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<td></td>
<td>Set Operating Guidelines</td>
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<tr>
<td>10/7 Monday</td>
<td>Meeting</td>
<td>Babson College Meeting 10/10 at 8:am</td>
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<td>Discuss Library Roof with Trustees at 7:00 pm</td>
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<td>FMD Central Fire Station Envelope Study</td>
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<td>Discuss HHU</td>
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<td>10/14 Monday</td>
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<td>Columbus Day – Town Hall Closed</td>
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<td>10/15 Tuesday</td>
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<td>10/21 Monday</td>
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<td>Open STM Warrant</td>
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<td>10/28 Monday</td>
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<td>11/4 Monday</td>
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<td>FMD FY21 Capital Presentation</td>
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<td>11/18 Monday</td>
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<td>Open ATM Warrant (Warrant to be Closed 12/27/19)</td>
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<td>12/2 Monday</td>
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<td>Tax Classification Hearing</td>
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<td>Approve Annual Licenses</td>
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<td></td>
<td>Review BOS Budget</td>
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<td>12/9 Monday</td>
<td>Staff Presentations on Budgets</td>
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<td>Potential Quarterly Retreat this Week</td>
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<td>12/9 Monday</td>
<td>STM</td>
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<td>12/16 Monday</td>
<td>Meeting</td>
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<td></td>
<td>Approve BOS Budget</td>
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<td>New Year’s Eve Alcohol Service Extensions</td>
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**Notes**

Quarterly updates

- Traffic Committee (Deputy Chief Pilecki)
- Facilities Maintenance (Joe McDonough)
- Wellesley Club Dates: September 23, October 28, January 13, March 2
Monday, September 9, 2019

Our meeting will begin on Tuesday at **7:00 pm in the Juliani Room**

1. **Call to Order – Open Session**
MEMORANDUM

DATE: September 6, 2019

TO: Board of Selectmen

FROM: Meghan C. Jop, Executive Director

SUBJECT: Weekly Report

Please find an update on recent activities for the past week.

Financial

- Auditors will begin the FY19 closing on September 9th.

- Budget Guideline season has begun. The next few weeks will be the Town’s deliberation on establishment of budget guidelines with the goal of the Board voting the guidelines on September 24th.

Personnel

- The HR Board approved the salary for our new Assistant Executive Director Catherine Rollins, and Catherine will be starting Wednesday, October 9th. She has a family vacation planned to Italy the first week in October. We are very excited to get Catherine on board!

Projects and Departmental Updates

- The Town Hall Annex Feasibility Presentation is currently scheduled for September 16th with the Board.

- I received a communication from a neighbor on Shirley Road who informed me of the concerns on traffic being raised as part of the 900 Worcester Street Wetlands filing. As a result of this email and call, Tom and I are meeting with several neighborhood representatives on Wednesday, September 11th at 7:00 pm to review traffic and neighborhood concerns on large event management. My understanding is that with the installation of the light, the neighbors fear that people will park on Lexington, Beechwood, or Shirley Roads and walk to 900 Worcester Street.
with the improved pedestrian crossing. Brian Devellis will be present at the meeting to discuss parking and event management and to assist with answering neighborhood concerns. The next Wetlands Committee meeting is Thursday, September 12th.

- During this past week, I have sent around the proposed plans for the hardscape seating area proposal behind 14 and 16 Mica Lane to Brandon Schmitt (NRC Director), Denny Nackoney (Trails Committee), Cricket Vlass and Justin Monta (Park and Tree) for comments. I will forward comments along to the commercial property owner, which likely will result in a revised plan. Following the revised plan, I will work to set up a meeting with a Board Liaison for the project.

- The Town has selected Kim Lundgren Associates to prepare the Municipal Vulnerability Preparedness Study. Ms. Lundgren wrote the first climate action plan in the Commonwealth in 2001 and has worked with many local governments across the state and nation to design, fund, and implement climate and sustainability planning processes. The group felt KLA could position the MVP plan as the preliminary phase to a broader Climate Action Plan for the Town. This project is a joint effort between the departments, however the project is being led by Brandon Schmitt. Mary Beth Martello has also been an integral member of the selection team. Brandon is finalizing the contract and the Town will be underway shortly on the plan.

- The Town is still awaiting formal notice from CHAPA on the Municipal Engagement Study. CHAPA sent an update yesterday indicating their Applications Review Committee met earlier this week and are still in the process of doing some final due diligence before deciding about the selected communities. They plan is to notify municipalities next week on their decision.

- Lise, Catherine Johnson, Laura Harbottle (Interim Planning Director) and I met Friday afternoon with Vincent Starck who is interested in converting the existing single-family home he owns and rents at 164 Walnut Street into a 5-unit rental structure with 1 affordable unit. The Town team gave Vincent feedback on the proposal which included trying to make the project more sustainable and energy efficient. The project is a small project in an area of Town that would be well served by a multi-family unit as it is within walking distance to the Warren Building, Schofield School, Woodland T Station, and the MWRTA Route 1 bus on Cedar Street. The group asked Victor to consider the feedback received and to present the proposal to the Planning Board for comment prior to a full presentation to the Board of Selectmen. Mr. Starck would be seeking approval from the Board for a Local Imitative Partnership (Friendly 40B).

- Marjorie, Chief Pilecki and I met with Dave Cohen, Dave Hickey, and Jeff Wexler to discuss this year’s road construction. Chief Pilecki had several concerns over the status of roads throughout the summer and the ongoing sidewalk and road construction at the start of school along walking routes. We discussed the prioritization of outstanding road work including Granite Street and the Brook/Amherst intersection. We encouraged better communication and planning moving forward.

Upcoming Events
- **BOS Meeting September 9th**
- **Hunnewell Swing Space Meetings (various dates)**
- **Inter-Board Meeting September 19th**
2. Public Comments

3. Announcements
4. **Review Financial Outlook and Discuss Guidelines**

Sheryl Strother will be joining the Board to discuss the revenue assumptions that will be framing this year’s budget. Based upon the Board’s discussion on September 3rd, the revenue projections have been slightly modified. Sheryl has modeled several scenarios for the Board’s consideration to assist with discussion of guidelines for the FY21 budget. The model included in your packet depicts the following increases for your consideration.

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Sheryl and I continue to evaluate the impact of anticipated large-scale developments on the FY20 and FY21 budgets including building permit fees, 40R payments, and ongoing tax increases (property and excise).

Following the Board’s discussion on Monday, the Board will review the Budget Manual on September 16th which sets the dates of submittal for the Operating and Capital Budgets and outlines the instructions for departments on the budget submittals. September 19th will be the Inter-Board meeting to review and seek feedback on anticipated guidelines and process for this year’s budget. We are anticipating the Board will vote the FY21 Guidelines on Monday, September 24th and on Friday, September 27th the Finance Department would distribute the Budget Manual and financial templates to the Departments.

**NO MOTION**
### Projected Sources & Uses of Funds

#### Sources

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#### Uses

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<td>Growth FY2021</td>
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#### Projected Surplus/(Deficit)

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<td>$ (535,271)</td>
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## New Growth History

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<td>2014</td>
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<td>2019</td>
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19,575,718 divided by 10 = 1,957,572

11,632,524 divided by 6 = 1,938,754
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<td>Quin Bill</td>
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Town of Wellesley
Revenue Update 7-28-19

State Receipts Trend
## Town of Wellesley

### Revenue Trend

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<th>Actual FY16</th>
<th>Actual FY17</th>
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[ ] Represents an unusual variance
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</table>
5. **Discuss and Vote Revised Boston Marathon Invitational Entry Policy**

The Board had a first read of the Boston Marathon Invitational Entry Policy last week. Stephanie has not received any further comments on the draft. The application has been updated to include, as discussed in the meeting, a required funding platform for use by the runners.

**MOTION**

MOVE to approve the proposed revisions to the Boston Marathon Invitational Entry Policy.
PURPOSE:
To clarify the distribution of invitational entries allocated to the Town of Wellesley by the Boston Athletic Association (BAA) in support of the Boston Marathon.

POLICY:
The Board of Selectmen’s policy outlines the assignment of invitational entries to Wellesley Public Safety officers and to charitable organizations that directly benefit Wellesley residents or offer programs that benefit the Town and allows all qualified charities a fair chance for the award of one or more runner entries.

PROCEDURES:
Allocation of Invitational Entries

a. Reflecting the significant contribution that Public Safety officers make to the success and safety of those who run the Boston Marathon, two invitational entries will be reserved in October for Wellesley Police officers and two invitational entries for Wellesley Firefighters who commit to train and run. The Police and Fire Chiefs shall advise the Executive Director by October 15th of the names of any designated runners from each department. If there are fewer than two entries from either department the reserved entries will be returned to the pool for distribution pursuant to the procedures in section d.

b. All recipients of invitational entries must agree to pay the applicable entry fee to the BAA by December 31st or forfeit the invitational entry. Recipients of invitational entries (other than Wellesley Public Safety officers) must agree to fundraise a minimum amount set by the Board of Selectmen for the sponsoring charity. A sponsoring charity may, in its discretion, set a higher fundraising minimum.

c. All recipients of invitational entries must agree to comply with all terms and conditions set by the BAA.

d. Following any award of invitational entries to Wellesley Public Safety officers under section a, above, the Board of Selectmen will utilize the following criteria to determine how the remaining invitational entries will be awarded:

i. Two entries will be reserved for Town of Wellesley residents and/or employees. Persons receiving these reserved entries must agree to raise funds for the Town’s War Memorial Scholarship Fund.
event either category (residents or employees) has more than one application, selection of the entry from that category shall be made by the Board of Selectmen. If there are no applications from one category but more than two in the other, two (2) selections shall be made from the latter category by the Board of Selectmen. If there are fewer than two (2) total entries from both categories, the remaining entry shall be returned to the pool for distribution pursuant to the procedures outlined in section ii, below.

ii. The remaining entries will be made available to charitable organizations which contribute significantly to the Town of Wellesley or to some population of Wellesley residents, as determined by the Board. The Selectmen will determine the award of entries to charities in their sole discretion and may issue no entries or more than one entry to charities. Charitable organizations should recognize that there are likely to be more requests for entries than the Town is allocated, and thus the Board may only issue one entry per charity each year.

iii. Invitational entries awarded under sections i and/or ii above are made for the express purpose of use by the named recipient or named charitable organization. The entries are not transferable. Charitable organizations are responsible for securing their runner and at least ONE alternate. If a charitable organization is unable to secure a runner, any unused entry must be returned to the Board of Selectmen by December 31st for further distribution under sections i and ii, above.

e. Schedule

i. The Boston Marathon is held each year on Patriots Day.

ii. By October 15th of the preceding year invitational entries awarded to Wellesley Public Safety officers shall be determined pursuant to a. above.

iii. Beginning in mid-September of the preceding year, the Selectmen will accept applications from charities, residents, and employees for an invitational entry. For charities, the application must include the desired number of invitational entries the charity is seeking and signed confirmation that the charity agrees to recruit at least one runner and alternate(s). The application can be found at https://wellesleyma.gov/1207/Boston-Marathon
iv. Completed applications must be received in the Selectmen’s Office by a previously determined date in October.

v. Invitational entries will be awarded by vote of the Board of Selectmen to War Memorial Scholarship Fund runners and qualified charities in early November.

vi. Awarded runners must complete and return the Town of Wellesley Boston Marathon waiver by mid-December.

vii. Awarded runners must pay the applicable BAA entry fee by December 31st or forfeit the entry to be returned to the Town for re-distribution.

viii. Awarded runners must submit their fundraising money to the sponsoring charity by May 15th of the Boston Marathon year.

ix. Charities must report each runner’s total fundraising to the Board of Selectmen no later than May 31st of the Boston Marathon year.

DEFINITION:

Invitational Entries: Invitations to run the Boston Marathon that the BAA distributes to the towns along the race course and to charitable organizations of their choosing. Organizations use these entries to recruit athletes who pledge to raise funds for their cause or the Town, in exchange for a waiver of the Boston Marathon qualifying time requirements.

REGULATORY / STATUTORY REFERENCES

Allocation of invitational entries are subject to the requirements of the Boston Athletic Association.

APPROVED BY:

Board of Selectmen, Chair  Marjorie R. Freiman  
Board of Selectmen  Thomas H. Ulfelder  
Board of Selectmen  Jack Morgan
Administrative Policy and Procedure

Board of Selectmen
Boston Marathon Invitational Entries Policy
Approved September 9, 2019

Board of Selectmen  Beth Sullivan Woods

Board of Selectmen  Lise M. Olney

Original date: 10/16/18
Revised dates: 9/9/19................
Charitable organizations must provide the information requested below to be eligible for consideration by the Board of Selectmen. **Applications must be received in the Selectmen’s Office in person or via email** ([shawkinson@wellesleyma.gov](mailto:shawkinson@wellesleyma.gov)) **by Friday, October 18, 2019**. The Board will review all applications and select the charities to receive an allocation of invitational entries. Charities will be notified on or before November 8, 2019.

Charitable organizations and their runners agree to the following terms and conditions should they be awarded an invitational entry:

1. Organizations are responsible for securing their runner and an alternate.
2. Organizations are responsible for insuring their runner(s) complete and return the entry waiver to the Selectmen’s Office by December 16, 2019.
3. Organizations/runners are required to set up and use Crowdrise as the online fundraising platform for the 2020 Boston Marathon.
4. Charity runners must pay the BAA entry fee by December 31, 2019, or the invitational entry will be forfeited and returned to the Town to be awarded to a new recipient.
5. Charity runners must pay the full minimum donation amount set by the Board of Selectmen, or by the charity if the charity minimum requirement is higher.
6. Organizations must require their runner(s) to submit all fundraising money to the charity no later than May 15, 2020.
7. Organizations must report runner(s) fundraising totals to the Town no later than May 31, 2020.

**Name of Organization:**

**Address:**

**Contact person:**

**Contact email and phone number:**

**Legal status of organization:**

**Sources of funding:**

**Size and scope of the organization:**

**What services does your organization provide to the Wellesley community and its residents?**

**Who benefits from your organization?**
What percentage of funds are committed to the organization’s mission vs. administration?

What fundraising minimum has your organization set for participating runners?

How will your organization specifically use funds received through the Boston Marathon fundraising? Please include potential programs/initiatives

Organizations receiving invitational entry(ies) must secure at least ONE RUNNER AND ONE ALTERNATE. What is the maximum number of interested runners you expect to recruit for the 2020 Boston Marathon?

Additional comments:

This organization agrees to share the Board of Selectmen marathon policy with all interested runners and insure those runners adhere to the policy.

Signature:

Date:
2020 Boston Marathon
Wellesley Resident/Employee Application for Invitational Entry

Town of Wellesley residents or employees must provide the information requested below to be considered by the Board of Selectmen for an invitational entry to fundraise for the War Memorial Scholarship Fund. https://wellesleyma.gov/1263/War-Memorial-Scholarship-Fund.

Applications must be received in the Selectmen’s Office in person or via email (shawkinson@wellesleyma.gov) by Friday, October 18th. The Board will review all applications and select the residents and/or employees to receive invitational entries. Recipients will be notified on or before November 8th.

Applicants agree to the following terms and conditions should they be awarded a Boston Marathon invitational entry:
1. Recipients must complete and return the entry waiver to the Selectmen’s Office by December 16, 2019.
2. Recipients must pay the BAA entry fee by December 31, 2019, or the entry will be forfeited and returned to the Town to be awarded to a new recipient.
3. Recipients must fundraise or pay the full minimum donation amount set by the Board of Selectmen using the Crowdrise online fundraising platform.
5. Recipients agree to adhere to all terms and conditions set forth by the BAA.

Name:

Address:

Email address and phone number:

Why would you like to run and fundraise for the Town’s War Memorial Scholarship Fund?

Please explain your interest in the military or any connection to military veterans.

Additional comments:

Signature:

Date:
6. Discuss and Vote 2020 Boston Marathon Fundraising Minimum

Since 2012 the Board has required a $4,000 fundraising minimum for the charities selected to receive invitational entries. The BAA minimum has escalated to $5,000 and Natick raised its minimum last year to $5,000. The staff recommends the Board consider incrementally raising the fundraising minimum over the next several years to $5,000. Staff recommends for the 2020 Boston Marathon raising the fundraising minimum to $4,250.

MOTION

MOVE to set the fundraising minimum for the 2020 Boston Marathon to $4,250.
7. **Change in Officers Whole Foods, 442 Washington Street.**

The ABCC requires the Local Licensing Authority to approve all changes in officers, stock or ownership interest for corporations holding a liquor license. Whole Foods currently holds a license to sell Wine and Malt Beverages for Food Stores for Off Premises Consumption at the store located at 442 Washington Street. Whole Foods is seeking to modify the officers from Albert Percival who is currently President, Vice President, Secretary and Treasurer to Keith Manbeck as President and Treasurer, and Albert Percival will continue to serve as Vice President and Secretary. Additionally, Whole Foods is no longer a publicly traded company and through licensing must identify the officers and directors of the shareholders. Staff has reviewed the application and deemed it complete. This is a standard procedure for the Board, and staff recommends approval. We do not anticipate representatives from Whole Foods attending the meeting.

**MOTION**

**MOVE to approve the change in officers and directors for the Whole Foods Market Inc. located 442 Washington Street.**
August 23, 2019
110905-39

Via Overnight Delivery

Town of Wellesley Board of Selectmen
Wellesley Town Hall
525 Washington Street
Wellesley, MA 02482

Re: Whole Foods Market—442 Washington Street

Dear Board Members:

On behalf of Whole Foods Market Group, Inc., I enclose one original and one copy of an Application for Change of Officers/Directors to the License to Expose, Keep for Sale, and to Sell Wine and Malt Beverages for Food Store For Off Premises Consumption held by Whole Foods Market Group, Inc.

As set forth in more detail in the application materials, Whole Foods is seeking to (i) change the officers of the licensee (from Albert Percival as President, Vice President, Secretary and Treasurer to Keith Manbeck as President and Treasurer and Albert Percival as Secretary), (ii) disclose the officers and directors of the sole shareholder of licensee—Whole Foods Market, Inc.—which was previously a publicly traded company but is now no longer publicly traded, and (iii) change the officers in Walnut Sub Properties LLC, one of the upstream entities.

Please do not hesitate to contact me should you have any questions regarding this application, require any further information, or if there are any filing fees due to the Town of Wellesley in connection with this application.

Very truly yours,

Brent M. McDonald

Enclosures

4578451.1
Payment Receipt
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: 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) 89228-PK-1344

ENTITY/ LICENSEE NAME Whole Foods Market Group, Inc.

ADDRESS 442 Washington Street

CITY/TOWN Wellesley STATE MA ZIP CODE 02482

For the following transactions (Check all that apply):

☐ New License
☐ Transfer of License
☐ Change of Manager
☐ Change of Officers/Directors/LLC Managers
☐ Change of Location
☐ Alteration of Licensed Premises
☐ Change Corporate Name
☐ Change of Ownership Interest (LLC Members/ LLP Partners, Trustees)
☐ Change of Class (i.e. Annual / Seasonal)
☐ Change of License Type (i.e. pub/restaurant)
☐ Change of Category (i.e. All Alcohol/Wine, Malt)
☐ Issuance/Transfer of Stock/New Stockholder
☐ Other

☐ Change Corporate Structure (i.e. Corp / LLC)
☐ Pledge of Collateral (i.e. License/Stock)
☐ Management/Operating Agreement
☐ Change of Hours
☐ Change of DRA

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
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 and via text message.

Transaction Processed Successfully.
INVOICE #: d2a80a7c-3b21-4ea-a64-c-e292169fd216

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Payment On Behalf Of
Multiple Items:
Please see above for all of the items in this transaction.

Billing Information
Change of Officers/Directors Application
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 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
- Payment Receipt
- 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
- Payment Receipt
- 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
- Payment Receipt
- 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
- Payment Receipt
- 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
- Payment Receipt

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

1. BUSINESS ENTITY INFORMATION

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<th>Entity Name</th>
<th>Municipality</th>
<th>ABCC License Number</th>
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<tr>
<td>Whole Foods Market Group, Inc.</td>
<td>WELLESLEY</td>
<td>89,228-PK-1344</td>
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Please provide a narrative overview of the transaction(s) being applied for. Attach additional pages, if necessary.

(I) Change in officers of Licensee; (ii) Disclosure of officers and directors in sole shareholder of Licensee--Whole Foods Market, Inc. --which was previously a publicly traded company but is now a private company, and (iii) Change in officers of upstream entity--Walnut Sub Properties, LLC

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Email</th>
<th>Phone</th>
</tr>
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<tr>
<td>Brent McDonald</td>
<td>Attorney</td>
<td><a href="mailto:bmcdonald@nutter.com">bmcdonald@nutter.com</a></td>
<td>617-439-2486</td>
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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.

<table>
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<tr>
<td>Albert Percival</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director/ LLC Manager</td>
</tr>
<tr>
<td></td>
<td>Director and Secretary</td>
<td>0%</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Keith Manbeck</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director/ LLC Manager</td>
</tr>
<tr>
<td></td>
<td>President &amp; Treasurer</td>
<td>0%</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Patricia D. Yost</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director/ LLC Manager</td>
</tr>
<tr>
<td></td>
<td>Assistant Secretary</td>
<td>0%</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Whole Foods Market, Inc.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director/ LLC Manager</td>
</tr>
<tr>
<td></td>
<td>Shareholder In Whole Foods Market Group, I r</td>
<td>100%</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Additional pages attached?  Yes  No

CRIMINAL HISTORY
Has any individual listed in question 2, 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.

MANAGEMENT AGREEMENT
Are you requesting approval to utilize a management company through a management agreement?
Please provide a copy of the management agreement.
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.

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Title/Position</th>
<th>Percentage of Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anthony C. Gallo</td>
<td>Director; Other</td>
<td>0%</td>
</tr>
<tr>
<td>Albert Percival</td>
<td>President, VP, Treas, Sec, Dir; Other</td>
<td>0%</td>
</tr>
<tr>
<td>Patricia D. Yost</td>
<td>Asst Sec; Other</td>
<td>0%</td>
</tr>
<tr>
<td>Michael Deal</td>
<td>Other</td>
<td>0%</td>
</tr>
<tr>
<td>Jeff Van Hove</td>
<td>Other</td>
<td>0%</td>
</tr>
<tr>
<td>Whole Foods Market, Inc.</td>
<td>Shareholder</td>
<td>100%</td>
</tr>
</tbody>
</table>

4. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 2, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes [X] No [ ] If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

<table>
<thead>
<tr>
<th>Name</th>
<th>License Type</th>
<th>License Name</th>
<th>Municipality</th>
</tr>
</thead>
<tbody>
<tr>
<td>See attached</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified identified in question 2, 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 [X] No [ ] If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

<table>
<thead>
<tr>
<th>Name</th>
<th>License Type</th>
<th>License Name</th>
<th>Municipality</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gallo; Percival; Yost; Whole Foods Market, Inc.</td>
<td>Section 15</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Wayland</td>
</tr>
</tbody>
</table>

6. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 4 or 5 ever been suspended, revoked or cancelled? Yes [X] No [ ] If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

<table>
<thead>
<tr>
<th>Date of Action</th>
<th>Name of License</th>
<th>City</th>
<th>Reason for suspension, revocation or cancellation</th>
</tr>
</thead>
<tbody>
<tr>
<td>5/12/2000</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Hadley</td>
<td>3-day suspension for sale to a minor</td>
</tr>
<tr>
<td>06/05/2006</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Wayland</td>
<td>1-day suspension and 1 year probation for sale to minor</td>
</tr>
</tbody>
</table>
7. FINANCIAL DISCLOSE

Associated Cost(s): (E.g. Costs associated with License Transaction including but not limited to: Property price, Business Assets, Renovations costs, Construction costs, Initial Start-up costs, Inventory costs, or specify other costs):

$0.00

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

<table>
<thead>
<tr>
<th>Name of Contributor</th>
<th>Amount of Contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
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<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
</tr>
</tbody>
</table>

SOURCE OF FINANCING
Please provide signed financing documentation.

<table>
<thead>
<tr>
<th>Name of Lender</th>
<th>Amount</th>
<th>Type of Financing</th>
<th>Is the lender a licensee pursuant to M.G.L. Ch. 138.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>□ Yes  □ No</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>□ Yes  □ No</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>□ Yes  □ No</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>□ Yes  □ No</td>
</tr>
</tbody>
</table>

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

Amendment is for a change in officers and directors. There are no costs associated with this licensing transaction.
3. Current Officers, Stock, or Ownership Interests (continued)

<table>
<thead>
<tr>
<th>Company</th>
<th>Role</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Walnut Sub Properties LLC</td>
<td>Sole shareholder in Whole Foods Market, Inc.</td>
<td>0%</td>
</tr>
<tr>
<td>Walnut Sub Enterprises LLC</td>
<td>Sole member of Walnut Sub Properties LLC</td>
<td>0%</td>
</tr>
<tr>
<td>Amazon Fulfillment Services, Inc.</td>
<td>Sole member of Walnut Sub Enterprises LLC</td>
<td>0%</td>
</tr>
<tr>
<td>Amazon.com, Inc. (publicly traded on NASDAQ)</td>
<td>Sole shareholder in Amazon Fulfillment Services, Inc.</td>
<td>0%</td>
</tr>
</tbody>
</table>

4. Interest in an Alcoholic Beverages License

The individuals and entities listed in Section 2 and applicable attachments have interests in liquor licenses nationwide and have interests in the following liquor licenses in Massachusetts:

<table>
<thead>
<tr>
<th>License Number</th>
<th>Company</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>02054-PK-0116</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Boston</td>
</tr>
<tr>
<td>00237-PK-0166</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Cambridge</td>
</tr>
<tr>
<td>00049-PK-0274</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Dedham</td>
</tr>
<tr>
<td>00022-PK-0482</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Hadley</td>
</tr>
<tr>
<td>00029-PK-0640</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Lynnfield</td>
</tr>
<tr>
<td>88899-PK-1116</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Shrewsbury</td>
</tr>
<tr>
<td>03707-RS-1116</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Shrewsbury</td>
</tr>
<tr>
<td>89228-PK-1344</td>
<td>Whole Foods Market Group, Inc.</td>
<td>Wellesley</td>
</tr>
</tbody>
</table>
2. PROPOSED 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.).

<table>
<thead>
<tr>
<th>Entity Name</th>
<th>Percentage of Ownership in Entity being Licensed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Whole Foods Market, Inc.</td>
<td>100%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>Percentage of Ownership</th>
<th>Director</th>
<th>Yes</th>
<th>No</th>
<th>US Citizen</th>
<th>Yes</th>
<th>No</th>
<th>MA Resident</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael Deal</td>
<td></td>
<td></td>
<td></td>
<td>0%</td>
<td>Director</td>
<td></td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Anthony C. Gallo</td>
<td></td>
<td></td>
<td></td>
<td>0%</td>
<td>President</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Heather Stern</td>
<td></td>
<td></td>
<td></td>
<td>0%</td>
<td>VP and Secretary</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Albert Percival</td>
<td></td>
<td></td>
<td></td>
<td>0%</td>
<td>Assistant Secretary</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Walnut Sub Properties LLC</td>
<td>Sole Shareholder of Whole Foods Market, Inc</td>
<td>100%</td>
<td></td>
<td>Director</td>
<td>US Citizen</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>MA Resident</td>
<td>Yes</td>
<td>No</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime? Yes  No

If yes, attach an affidavit providing the details of any and all convictions.
2. PROPOSED 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.).

<table>
<thead>
<tr>
<th>Entity Name</th>
<th>Percentage of Ownership in Entity being Licensed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Walnut Sub Properties LLC</td>
<td>0%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>Percentage of Ownership</th>
<th>Director</th>
<th>US Citizen</th>
<th>MA Resident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Albert Percival</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td>US Citizen</td>
<td>MA Resident</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Manager &amp; Secretary</td>
<td>0%</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>Percentage of Ownership</th>
<th>Director</th>
<th>US Citizen</th>
<th>MA Resident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Keith Manbeck</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td>US Citizen</td>
<td>MA Resident</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Manager &amp; Treasurer</td>
<td>0%</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>Percentage of Ownership</th>
<th>Director</th>
<th>US Citizen</th>
<th>MA Resident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anthony C. Gallo</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td>US Citizen</td>
<td>MA Resident</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>President</td>
<td>0%</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>Percentage of Ownership</th>
<th>Director</th>
<th>US Citizen</th>
<th>MA Resident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patricia D. Yost</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td>US Citizen</td>
<td>MA Resident</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Assistant Secretary</td>
<td>0%</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>Percentage of Ownership</th>
<th>Director</th>
<th>US Citizen</th>
<th>MA Resident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Walnut Sub Enterprises LLC</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td>US Citizen</td>
<td>MA Resident</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Member of Walnut Sub Properties LLC</td>
<td>100%</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

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]
2. PROPOSED 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.).

<table>
<thead>
<tr>
<th>Entity Name</th>
<th>Percentage of Ownership in Entity being Licensed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Walnut Sub Enterprises</td>
<td>0%</td>
</tr>
</tbody>
</table>

Michael Deal

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeffrey Van Hove</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Amazon Fulfillment Services

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
</tr>
</thead>
</table>
2. PROPOSED 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.).

<table>
<thead>
<tr>
<th>Entity Name</th>
<th>Percentage of Ownership in Entity being Licensed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amazon Fulfillment Service</td>
<td>0%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Principal</th>
<th>Residential Address</th>
<th>SSN</th>
<th>DOB</th>
<th>US Citizen</th>
<th>MA Resident</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael Deal</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>President &amp; Secretary</td>
<td>0%</td>
<td>Yes</td>
<td>No</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name of Principal</td>
<td>Residential Address</td>
<td>SSN</td>
<td>DOB</td>
<td>US Citizen</td>
<td>MA Resident</td>
</tr>
<tr>
<td>Jeffrey Van Hove</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vice President &amp; Treasurer</td>
<td>0%</td>
<td>Yes</td>
<td>No</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name of Principal</td>
<td>Residential Address</td>
<td>SSN</td>
<td>DOB</td>
<td>US Citizen</td>
<td>MA Resident</td>
</tr>
<tr>
<td>Amazon.com, Inc.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Title and or Position</td>
<td>Percentage of Ownership</td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>President</td>
<td>100%</td>
<td>Yes</td>
<td>No</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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
MASSACHUSETTS

EXHIBIT A
Corporate Organizational Chart

Existing Approved

LICENSEE

Whole Foods Market Group, Inc.
550 Bowie Street, Austin, TX 78703
President, VP, Treasurer & Secretary: Albert Percival
Assistant Secretary: Patricia D. Yost
Director: Anthony C. Gallo

→

Whole Foods Market, Inc.
550 Bowie Street, Austin, TX 78703
Currently Publicly-Traded Entity: NASDAQ (WFM)

→

Walnut Sub Properties LLC
410 Terry Street, Seattle, WA 98109
President, VP, Treasurer & Secretary: Michael Deal
Vice President: Jeff Van Hove

→

Walnut Sub Enterprises LLC
410 Terry Street, Seattle, WA 98109
President, VP, Treasurer & Secretary: Michael Deal
Vice President: Jeff Van Hove

→

Amazon Fulfillment Services, Inc.
410 Terry Street, Seattle, WA 98109
President & Secretary: Michael Deal
Vice President & Treasurer: Jeff Van Hove

→

ULTIMATE BENEFICIAL INTEREST HOLDER

Amazon.com, Inc.
410 Terry Street, Seattle, WA 98109
Publicly-Traded Entity: NASDAQ (AMZN)

Proposed

LICENSEE

Whole Foods Market Group, Inc.
550 Bowie Street, Austin, TX 78703
President & Treasurer: Keith Manbeck
Secretary: Albert Percival
Assistant Secretary: Patricia D. Yost
Director: Anthony C. Gallo

→

Whole Foods Market, Inc.
550 Bowie Street, Austin, TX 78703
VP & Secretary: Heather Stern
Assistant Secretary: Albert Percival
Director: Michael Deal

→

Walnut Sub Properties LLC
550 Bowie Street, Austin, TX 78703
Manager & Secretary: Albert Percival
Manager & Treasurer: Keith Manbeck
President: Anthony C. Gallo
Assistant Secretary: Patricia D. Yost

→

Walnut Sub Enterprises LLC
410 Terry Street, Seattle, WA 98109
President, VP, Treasurer & Secretary: Michael Deal
Vice President: Jeff Van Hove

→

Amazon Fulfillment Services, Inc.
410 Terry Street, Seattle, WA 98109
President & Secretary: Michael Deal
Vice President & Treasurer: Jeff Van Hove

→

ULTIMATE BENEFICIAL INTEREST HOLDER

Amazon.com, Inc.
410 Terry Street, Seattle, WA 98109
Publicly-Traded Entity: NASDAQ (AMZN)
APPICANT’S STATEMENT

[Signature]

the: ☑ sole proprietor; ☐ partner; ☑ corporate principal; ☐ LLC/LLP manager

Authorized Signatory of

Whole Foods Market Group, 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: [Signature]

Date: August 9, 2019

Title: Secretary
CORI Authorizations for New Officers and Directors

- Keith Manbeck
- Heather Stern
Commonwealth of Massachusetts  
Alcoholic Beverages Control Commission  
239 Causeway Street, First Floor  
Boston, MA 02114

DEBORAH B. GOLDBERG  
TREASURER AND RECEIVER GENERAL

JEAN M. LORIZIO, ESQ.  
CHAIRMAN

CORI REQUEST FORM

The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). 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**

<table>
<thead>
<tr>
<th>ABCC NUMBER:</th>
<th>Y9228-PK-1344</th>
</tr>
</thead>
<tbody>
<tr>
<td>LICENSEE NAME:</td>
<td>Whole Foods Market Groc., Inc.</td>
</tr>
<tr>
<td>CITY/TOWN:</td>
<td>Wellesley</td>
</tr>
</tbody>
</table>

**APPLICANT INFORMATION**

| LAST NAME: | Manbeck |
| FIRST NAME: | Keith |
| MAIDEN NAME OR ALIAS (IF APPLICABLE): | N/A |
| PLACE OF BIRTH: | |
| SEX: | Male |
| HEIGHT: | |
| WEIGHT: | |
| EYE COLOR: | |
| ADDRESS: | |
| CITY/TOWN: | |
| STATE: | |
| ZIP: | |
| DRIVER'S LICENSE #: | |
| STATE LIC. ISSUED: | |
| MOTHER'S MAIDEN NAME: | |
| DRIVER'S LICENSE #: | |
| STATE LIC. ISSUED: | |
| ID THEFT INDEX PIN (IF APPLICABLE): | |
| SSN: | |
| DRIVER'S LICENSE #: | |
| STATE LIC. ISSUED: | |
| MOTHER'S MAIDEN NAME: | |
| DRIVER'S LICENSE #: | |
| STATE LIC. ISSUED: | |
| ID THEFT INDEX PIN (IF APPLICABLE): | |

**PRINT AND SIGN**

PRINTED NAME: Keith Manbeck  
APPLICANT/EMPLOYEE SIGNATURE: [Signature]

**NOTARY INFORMATION**

On this 2/20/19 before me, the undersigned notary public, personally appeared Keith Manbeck (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 documents and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

[Notary seal]

JACOB CRESWELL  
MY COMMISSION EXPIRES July 21, 2019

[Notary signature]

DIVISION USE ONLY

REQUESTED BY: [Redacted]

SIGNATURE OF CORI AUTHORIZED EMPLOYEE

The DCJ Identity Theft Index (IDTI) number is to be completed by those applicants and/or licensees that have been issued an identity theft number by the DCJ. Defined agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI report process. All CORI request forms that include this field are required to be submitted to the DCJ via mail or by fax to (617) 560-6514.
The Alcoholic Beverages Control Commission ("ABCC") has been certified by the Criminal History Systems Board to access conviction and pending Criminal Offender Record Information ("CORI"). 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

<table>
<thead>
<tr>
<th>ABCC NUMBER:</th>
<th>81228-PK-</th>
<th>LICENSSEE NAME:</th>
<th>Whole Foods Market Group, Inc.</th>
<th>CITY/TOWN:</th>
<th>Wellesley</th>
</tr>
</thead>
</table>

### APPLICANT INFORMATION

<table>
<thead>
<tr>
<th>LAST NAME:</th>
<th>Stern</th>
<th>FIRST NAME:</th>
<th>Heather</th>
<th>MIDDLE NAME:</th>
</tr>
</thead>
<tbody>
<tr>
<td>MAIDEN NAME OR ALIAS (IF APPLICABLE):</td>
<td>[redacted]</td>
<td>PLACE OF BIRTH:</td>
<td>[redacted]</td>
<td></td>
</tr>
<tr>
<td>DATE OF BIRTH:</td>
<td>[redacted]</td>
<td>SSN:</td>
<td>[redacted]</td>
<td>ID THEFT INDEX PIN (IF APPLICABLE):</td>
</tr>
<tr>
<td>MOTHER'S MAIDEN NAME:</td>
<td>[redacted]</td>
<td>DRIVER'S LICENSE #:</td>
<td>[redacted]</td>
<td>STATE LIC. ISSUED:</td>
</tr>
<tr>
<td>GENDER:</td>
<td>FEMALE</td>
<td>HEIGHT:</td>
<td>[redacted]</td>
<td>WEIGHT:</td>
</tr>
</tbody>
</table>

### CURRENT ADDRESS:

| CITY/TOWN: | | STATE: | | ZIP: |
|------------|----------------|-------|---------|

### FORMER ADDRESS:

| CITY/TOWN: | | STATE: | | ZIP: |
|------------|----------------|-------|---------|

### PRINT AND SIGN

<table>
<thead>
<tr>
<th>PRINTED NAME:</th>
<th>Heather Stern</th>
<th>APPLICANT/EMPLOYEE SIGNATURE:</th>
<th>[signature]</th>
</tr>
</thead>
</table>

### NOTARY INFORMATION

On this 2/20/19 before me, the undersigned notary public, personally appeared [signature] Heather Stern (name of document signer), proved to me through satisfactory evidence of identification, which were [Drivers License] 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.

\[signature\] Jacob Creswell

MY COMMISSION EXPIRES
July 21, 2019

### DIVISION USE ONLY

This CORI Identity Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN number by the CORI. Certified agencies are required to provide all applicants the opportunity to include this information to prevent the misuse of the CORI request process. All CORI request forms that include this field are required to be submitted to the DCR via mail or by fax to (617) 332-6016.
Vote of the Entity

- Whole Foods Market Group, Inc.
CORPORATE VOTE

The Board of Directors or LLC Managers of [Whole Foods Market Group] Entity Name
duly voted to apply to the Licensing Authority of [Wellesley] City/Town and the
Commonwealth of Massachusetts Alcoholic Beverages Control Commission on [August 9, 2019] 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 [Albert Percival] 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]
(Print Name)

For Corporations ONLY

A true copy attest,

[Corporation Clerk's Signature]
Albert Percival
(Print Name)
DOR Certificate of Good Standing
CERTIFICATE OF COMPLIANCE IN ACCORDANCE WITH CHAPTER 62C SECTION 49A(c)

The Commissioner of Revenue certifies as of the above date, that the above named individual or entity is in compliance with its tax obligations payable under M.G.L. c. 62C, Section 49A(c) including corporation excise, sales and use taxes, sales tax on meals, withholding taxes, room occupancy excise and personal income taxes, with the following exceptions.

This Certificate certifies that individual taxpayers are in compliance with income tax obligations and any sales and use taxes, sales tax on meals, withholding taxes, and/or room occupancy taxes related to a sole proprietorship. Persons deemed responsible for the payment of these taxes on behalf of a corporation, partnership or other business entity may not use our automated process to obtain a certificate.

This certificate does not certify that the entity's standing as to taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law. Taxpayers required to collect or remit the following taxes must submit a separate request to certify compliance: Alcoholic Beverage Excise, Cigarette Excise, Sales Tax on Boats, International Fuels Tax Agreement, Smokeless Tobacco or Ferry Embarkation.

THIS IS NOT A WAIVER OF LIEN ISSUED UNDER GENERAL LAWS, CHAPTER 62C, SECTION 52.

Very truly yours,
Charlene Hannaford
Deputy Commissioner
DUA Certificate of Compliance
Certificate Id: 30120

The Department of Unemployment Assistance certifies that as of 8/12/2019, WHOLE FOODS MARKET GROUP INC 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.

Richard A. Jeffers, Director
Department of Unemployment Assistance
Secretary Certificates

- Whole Foods Market, Inc.
- Walnut Sub Properties LLC
ASSISTANT SECRETARY’S CERTIFICATE

WHOLE FOODS MARKET, INC.

I certify that I am the Assistant Secretary of WHOLE FOODS MARKET, INC., a Texas corporation (the “Corporation”), and have knowledge of the matters contained in this Certificate.

I further certify that:

1. The Corporation is in full force and effect as of the date hereof.

2. That as of the date hereof, the following individuals are the officers and directors of the Corporation and currently hold the positions listed next to each individual’s name:

   Anthony C. Gallo                  President
   Heather Stern                    Vice President and Secretary
   Albert Percival                  Assistant Secretary
   Michael Deal                     Director

3. That Walnut Sub Properties LLC, a Delaware limited liability company, is the sole shareholder in the Corporation.

A true copy attest,

[Signature]
Albert Percival, Assistant Secretary

Date: August 15, 2019
SECRETARY'S CERTIFICATE

WALNUT SUB PROPERTIES LLC

I certify that I am the Secretary of WALNUT SUB PROPERTIES LLC, a Delaware limited liability company (the “Company”), and have knowledge of the matters contained in this Certificate.

I further certify that:

1. The Company is in full force and effect as of the date hereof.

2. That as of the date hereof, the following individuals are the officers and directors of the Company and currently hold the positions listed next to each individual’s name:

   Keith Manbeck          Manager and Treasurer
   Albert Percival        Manager and Secretary
   Anthony C. Gallo       President
   Patricia D. Yost       Assistant Secretary

3. That Walnut Sub Enterprises LLC, a Delaware limited liability company, is the sole member of the Company.

   A true copy attest,

   ____________________________
   Albert Percival, Secretary

   Date: ____________ 2019
Business Structure Documents

- Whole Foods Market Group, Inc.
  - Whole Foods Market, Inc.
  - Walnut Sub Properties LLC
Business Entity Summary

ID Number: 521711175

Summary for: WHOLE FOODS MARKET GROUP, INC.

The exact name of the Foreign Corporation: WHOLE FOODS MARKET GROUP, INC.
The name was changed from: WHOLE FOODS MARKET MID-ATLANTIC, INC. on 12-20-1996
Merged with BREAD & CIRCUS, INC. on 03-17-1997
Entity type: Foreign Corporation
Identification Number: 521711175
Old ID Number: 00000000
Date of Registration in Massachusetts: 11-19-1996

Last date certain:
Current Fiscal Month/Day: 12/31
Previous Fiscal Month/Day: 09/30

The location of the Principal Office:
Address: 550 BOWIE ST.
City or town, State, Zip code, Country: AUSTIN, TX 78703 USA

The location of the Massachusetts office, if any:
Address: 250 FOREST ST.
City or town, State, Zip code, Country: MARLBOROUGH, MA 01752 USA

The name and address of the Registered Agent:
Name: C T CORPORATION SYSTEM
Address: 155 FEDERAL STREET STE 700
City or town, State, Zip code, Country: BOSTON, MA 02110 USA

The Officers and Directors of the Corporation:

<table>
<thead>
<tr>
<th>Title</th>
<th>Individual Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>KEITH MANBECK</td>
<td></td>
</tr>
<tr>
<td>TREASURER</td>
<td>KEITH MANBECK</td>
<td></td>
</tr>
<tr>
<td>SECRETARY</td>
<td>ALBERT PERCIVAL</td>
<td></td>
</tr>
<tr>
<td>ASSISTANT SECRETARY</td>
<td>PATRICIA D. YOST</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>ANTHONY C. GALLO</td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>ALBERT PERCIVAL</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>Par value per share</th>
<th>Total Authorized</th>
<th>Total Issued</th>
<th>Total par value</th>
<th>Total outstanding</th>
</tr>
</thead>
<tbody>
<tr>
<td>CWP</td>
<td>$ 0.01</td>
<td>10,000</td>
<td></td>
<td>$100.00</td>
<td>1,000</td>
</tr>
</tbody>
</table>

Consent Confidential Data Merger Allowed Manufacturing

http://corp.sec.state.ma.us/CorpWeb/CorpSearchCorpSummary.aspx?FEIN=521711175&SEARCH_TYPE=1
Certificate of Amendment

(General Laws Chapter 156D, Section 15.04; 950 CMR 113.49)

(1) Exact name of corporation: Whole Foods Market Group, Inc.

(as contained in the Division's records)

(2) Registered office address: 155 Federal St., Ste 700, Boston, MA 02110

(number, street, city or town, state, zip code)

(3) This amendment shall change:

(check appropriate box(es))

☐ the corporation's name to ":

☐ the period of the corporation's duration to:

☐ the state or country of its incorporation to:

☐ the street address of its principal office to:

☐ the fiscal year end to: 12/31

☐ the activities conducted by the foreign corporation in the commonwealth:

☒ its officers and directors:

Director: Anthony C. Gallo
Director: Albert Percival
President: Keith Marbeck
Treasurer: Keith Marbeck
Secretary: Albert Percival
Assistant Secretary: Patricia

☐ other

The name must satisfy the requirements of G.L. Chapter 156D, Section 15.06.

* If the amendment includes a change of its corporate name, or the state or country of its incorporation, attach a certificate evidencing the changes duly authenticated by the secretary of state or other official having custody of the corporate records in the state or country under whose law it is incorporated. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.
This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: ____________________________

Signed by: ____________________________

(signature of authorized individual)

☐ Chairman of the board of directors,
☐ President,
☑ Other officer,
☐ Court-appointed fiduciary.

on this 31st ____________________________ day of January ____________________________, 2019 ____________________________. 
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:

January 31, 2019 02:38 PM

[Signature]

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES
OF
WHOLE FOODS MARKET, INC.
44435900

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 03/24/2006

Effective: 03/24/2006

Roger Williams
Secretary of State
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(With Amendments)
OF
WHOLE FOODS MARKET, INC.
A Texas Corporation

Pursuant to the provisions of the Texas Business Corporation Act, Whole Foods Market, Inc., a Texas corporation (the "Corporation"), hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately reflect the original Articles of Incorporation and all amendments thereto that are in effect to date (collectively, the "Original Articles") and as further amended by such Restated Articles as hereinafter set forth and which contain no other change in any provision thereof.

1. The name of the Corporation is Whole Foods Market, Inc.

2. The Original Articles of the Corporation are amended by these Restated Articles as follows:

   ARTICLE VI is amended and restated in its entirety to read as set forth in ARTICLE VI of the Restated Articles by adding a paragraph to provide for majority shareholder voting on all matters for which the Texas Business Corporation Act would otherwise specify a higher required percentage.

3. These Restated Articles have been effected in conformity with the provisions of the Texas Business Corporation Act and the Corporation’s constituent documents, and these Restated Articles and each such amendment made by these Restated Articles were duly adopted and approved by the shareholders of the Corporation as of March 6, 2006.

4. The Original Articles are hereby superseded by the following Restated Articles, which accurately copy the entire text thereof as amended as set forth above:

[Reminder of page intentionally left blank]
Office of the Secretary of State

CERTIFICATE OF FILING
OF
WHOLE FOODS MARKET, INC.
44435900

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 03/09/2012

Effective: 03/09/2012

Hope Andrade
Secretary of State

Come visit us on the internet at http://www.sos.state.tx.us/
Phone: (512) 463-5555
Fax: (512) 463-5709
Prepared by: Lynda Boots
TID: 10303
Dial: 7-1-1 for Relay Services
Document: 412150920002
CERTIFICATE OF AMENDMENT
OF
WHOLE FOODS MARKET, INC.
A Texas Corporation

Whole Foods Market, Inc., a Texas for-profit corporation (the "Corporation"), hereby adopts this Certificate of Amendment (the "Amendment").

1. The name of the Corporation is Whole Foods Market, Inc.

2. The file number issued to the Corporation by the secretary of state is 44435900.

3. The date of formation of the Corporation is August 15, 1978.

4. The following identified provision is amended as follows:

The second sentence of ARTICLE IV, Section A is replaced with the following sentence:

"The aggregate number of shares of Common Stock authorized to be issued is 600,000,000 shares with no par value."

5. This Amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the Corporation.

6. This document becomes effective when the document is filed by the secretary of state.

[Reminder of page intentionally left blank]
The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: March 9, 2012

WHOLE FOODS MARKET, INC.,
a Texas corporation

By: ____________________________
    Olenida Flanagan
    Executive Vice President and
    Chief Financial Officer
    (Authorized Person)
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WHOLE FOODS MARKET, INC.
A Texas Corporation

ARTICLE I

The name of the Corporation is Whole Foods Market, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are to transact any and all lawful business for which businesses may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

A. The Corporation is authorized to issue two classes of shares of capital stock, designated "Common Stock" and "Preferred Stock," respectively. The aggregate number of shares of Common Stock authorized to be issued is 300,000,000 shares with no par value. The aggregate number of shares of Preferred Stock authorized to be issued is 5,000,000 shares with a par value of $.01 per share. Shares of the Preferred Stock may be issued from time to time in one or more series, each such series to have such distinctive designation or title as may be fixed by the Board of Directors prior to the issuance of any shares thereof. Each such series shall have such designations, preferences, limitations and relative rights, including voting rights, as shall be stated in the resolution or resolutions providing for the issuance of such series of Preferred Stock, as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof, in accordance with the laws of the State of Texas. The Board of Directors, in such resolution or resolutions, may increase or decrease the number of shares within each such series; provided, however, the Board of Directors may not decrease the number of shares within a series to less than the number of shares within such series that are then issued.

B. No shareholder of the Corporation will, by reason of his holding shares of stock of the Corporation, have any preemptive or preferential rights to purchase or subscribe to any shares of any class of stock of the Corporation, or any notes, debentures, bonds, warrants, options or other securities of the Corporation, whether now or hereafter authorized.
ARTICLE V

Cumulative voting in the election of directors is prohibited.

ARTICLE VI

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

If, with respect to any action taken by the shareholders of the corporation, any provision of the Texas Business Corporation Act would, but for this Article VI, require the vote or concurrence of the holders of shares having more than a majority of the votes entitled to be cast thereon, or of any class or series thereof, the vote or concurrence of the holders of shares having only a majority of the votes entitled to be cast thereon, or of any class or series thereof, shall be required with respect to any such action.

ARTICLE VII

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars ($1,000), consisting of money, labor done, or property actually received.

ARTICLE VIII

The address of the Corporation’s registered office is 1021 Main Street, Suite 1150, Houston, TX 77002, and the name of its registered agent at such address is CT Corporation System.

ARTICLE IX

No director of the Corporation shall be liable to the Corporation or its shareholders for an act or omission in such capacity as a director except liability resulting from:

1. A breach of the director’s duty of loyalty to the Corporation or its shareholders;

2. An act or omission not in good faith that involves intentional misconduct or a knowing violation of the law;

3. A transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director’s office;
4. An act or omission for which the liability of the director is expressly provided for by a statute; or

5. An act related to an unlawful stock repurchase or payment of a dividend.

ARTICLE X

The number of directors constituting the Board of Directors shall be provided for in the bylaws of the Corporation. The names and addresses of the persons who are now serving as directors of the Corporation are:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>John P. Mackey</td>
<td></td>
</tr>
<tr>
<td>David W. Dupree</td>
<td></td>
</tr>
<tr>
<td>Dr. John B. Elstrott</td>
<td></td>
</tr>
<tr>
<td>Linda A. Mason</td>
<td></td>
</tr>
<tr>
<td>Gabrielle E. Greene</td>
<td></td>
</tr>
<tr>
<td>Morris J. Siegel</td>
<td></td>
</tr>
<tr>
<td>Dr. Ralph Z. Sorenson</td>
<td></td>
</tr>
<tr>
<td>Hass Hassan</td>
<td>Austin, TX 78705</td>
</tr>
</tbody>
</table>

ARTICLE XI

The Corporation shall, to the full extent permitted by applicable law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding by reason of the fact that such person is or was an officer or director of the Corporation.

[Signature Page Follows]
EXECUTED this 24th day of March, 2006.

WHOLE FOODS MARKET, INC.,
a Texas corporation

By: Glenda Chamberlain
Glenda Chamberlain
Executive Vice President
CERTIFICATE OF FORMATION

OF

WALNUT SUB PROPERTIES LLC

This Certificate of Formation of Walnut Sub Properties LLC (the "LLC"), dated as of June 13, 2017, is being duly executed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST: The name of the limited liability company is Walnut Sub Properties LLC.

SECOND: The purpose of the LLC is to engage in any lawful act or activity for which limited liability companies may be formed under the Act and to engage in any and all activities necessary or incidental to the foregoing.

THIRD: The address of the registered office of the LLC in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808.

FOURTH: The address of the registered agent for service of process on the LLC in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

[Signature]

Name: Michael D. Deal
Title: Manager
Local Documents

- Worker’s Compensation Affidavit
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

Business/Organization Name: WHOLE FOODS MARKET, INC.
Address: 250 FOREST STREET

City/State/Zip: MARLBOROUGH, MA 01752

Phone #: (617) 492-5500

Are you an employer? Check the appropriate box:

1. [ ] I am an employer with approx. 8,500 employees (full and/or part-time).* In the North Atlantic Region (MA, NH, ME, RI, CT) and parts of CT. [No workers' comp. insurance required]

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: AMERICAN ZURICH INSURANCE COMPANY

Insurer's Address: 1299 ZURICH WAY

City/State/Zip: SCHAUMBURG, IL 60196-1056

Policy # or Self-ins. Lic. #: WC467851006 Expiration Date: 01/01/2020

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: WHOLE FOODS MARKET, INC.
Date: August 9, 2019
Phone #: (512) 542-3743

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

City or Town:

Permit/License #

Issuing Authority (circle one):

Contact Person:

Phone #: www.mass.gov/dia
# Memorandum of Insurance

## MEMORANDUM OF INSURANCE

This Memorandum is issued as a matter of information only to authorized viewers for their internal use only and conveys no rights upon any viewer of this Memorandum. This Memorandum does not amend, extend or alter the coverage described below. This Memorandum may only be copied, printed and distributed within an authorized viewer and may only be used and viewed by an authorized viewer for its internal use. Any other use, duplication or distribution of this Memorandum without the consent of Marsh is prohibited. “Authorized viewer” shall mean an entity or person which is authorized by the Insured named herein to access this Memorandum via [https://online.marsh.com/marshconnectpublic/marsh2/public/doi/client=336324](https://online.marsh.com/marshconnectpublic/marsh2/public/doi/client=336324). The information contained herein is as of the date referred to above. Marsh shall be under no obligation to update such information.

**PRODUCER**
Marsh USA Inc.
("Marsh")

**COMPANIES AFFORDING COVERAGE**

<table>
<thead>
<tr>
<th>Co.</th>
<th>Company Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>Zurich American Insurance Company</td>
</tr>
<tr>
<td>B</td>
<td>American Zurich Insurance Company</td>
</tr>
<tr>
<td>C</td>
<td>XL Insurance America Inc.</td>
</tr>
<tr>
<td>D</td>
<td>Liberty Insurance Underwriters Inc.</td>
</tr>
<tr>
<td>E</td>
<td></td>
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<tr>
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</tbody>
</table>

**CovERAGES**

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 MEMORANDUM 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.

<table>
<thead>
<tr>
<th>COLTR</th>
<th>TYPE OF INSURANCE</th>
<th>POLICY NUMBER</th>
<th>POLICY EFFECTIVE DATE</th>
<th>POLICY EXPIRATION DATE</th>
<th>LIMITS</th>
</tr>
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<tbody>
<tr>
<td>A A A</td>
<td>GENERAL LIABILITY</td>
<td>GLO7367714000</td>
<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>LIMITS IN USD UNLESS OTHERWISE INDICATED</td>
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<td></td>
<td>Commercial</td>
<td></td>
<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>GENERAL AGGREGATE USD 16,000,000</td>
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<td>General Liability</td>
<td></td>
<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>PRODUCTS - COMP AGG USD 16,000,000</td>
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<tr>
<td></td>
<td>Occurrence</td>
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<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>PERSONAL AND ADV INJURY USD 8,000,000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>EACH OCCURRENCE USD 8,000,000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>FIRE DAMAGE (ANY ONE FIRE) USD 8,000,000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>01-Jan-2019</td>
<td>01-Jan-2020</td>
<td>MED EXP (ANY ONE PERSON) 0</td>
</tr>
</tbody>
</table>

| B A   | AUTOMOBILE LIABILITY | BAP467851206 | 01-Jan-2019          | 01-Jan-2020            | LIMITS IN USD UNLESS OTHERWISE INDICATED |
|       | Any Auto            |               | 01-Jan-2019          | 01-Jan-2020            | COMBINED SINGLE LIMIT USD 10,000,000 |
|       | See below for Whole Foods Auto Coverage         |               | 01-Jan-2019          | 01-Jan-2020            | BODILY INJURY (PER PERSON) |
|       |                                                   |               | 01-Jan-2019          | 01-Jan-2020            | BODILY INJURY (PER ACCIDENT) |
|       |                                                   |               | 01-Jan-2019          | 01-Jan-2020            | PROPERTY DAMAGE |

| D     | EXCESS LIABILITY | TH76210953003019 | 01-Jan-2019          | 01-Jan-2020            | LIMITS IN USD UNLESS OTHERWISE INDICATED |
|       | Umbrella Form    |               | 01-Jan-2019          | 01-Jan-2020            | EACH OCCURRENCE USD 5,000,000 |
|       |                   |               | 01-Jan-2019          | 01-Jan-2020            | AGGREGATE USD 5,000,000 |

| B     | WORKERS COMPENSATION / EMPLOYERS LIABILITY | WC467850906 | 01-Jan-2019          | 01-Jan-2020            | LIMITS IN USD UNLESS OTHERWISE INDICATED |
|       | AOS                                                   |               | 01-Jan-2019          | 01-Jan-2020            | WORKERS COMP LIMITS |
|       | WC467851006                                           |               | 01-Jan-2019          | 01-Jan-2020            | B.L. EACH ACCIDENT USD 1,000,000 |
|       | MA, WI                                                |               | 01-Jan-2019          | 01-Jan-2020            | B.L. DISEASE - POLICY |
|       | WCD02843003 MN                                         |               | 01-Jan-2019          | 01-Jan-2020            | B.L. DISEASE - B.L. DISEASE - EACH |
|       |                                                       |               | 01-Jan-2019          | 01-Jan-2020            | EMPLOYEE USD 1,000,000 |

| C     | All Risk Property                                     | SEE ADDITIONAL INFORMATION BELOW | 15-May-2018          | 15-Jun-2019            | LIMITS IN USD UNLESS OTHERWISE INDICATED |
|       |                                                       |                                  | 15-May-2018          | 15-Jun-2019            | B.L. EACH ACCIDENT USD 1,000,000 |

The Memorandum of Insurance serves solely to list insurance policies, limits and dates of coverage. Any modifications hereto are not authorized.

https://online.marsh.com/marshconnectpublic/marsh2/public/doi/client=336324... 12/21/2018
ADDITIONAL INFORMATION

*****
As respects PROPERTY policy:

Building Limits - USD 20,000,000
Personal Property - USD 20,000,000
*Course of Construction included

USD 20M Policy Limit:
XL Insurance America Inc. - Policy #US00057841PR18A

Policy covers All Risks of Direct Physical Loss or Damage to Real and Personal Property on a Replacement Cost basis, and Business Interruption, subject to policy terms, condition and exclusions. Coverage includes, but is not limited to Fire, Extended Perils such as Vandalism, Malicious Mischief, Flood, Earthquake and Boiler & Machinery.

Waiver of Transfer or Rights of Recovery Against Others to Us (Waiver of Subrogation) is provided automatically, if allowed by law, and when required by written contract and as respects your interest in the operations of the named insured.

*****
As respects LIABILITY policies:

Additional Insured and/or a Waiver of Transfer or Rights of Recovery Against Others to Us (Waiver of Subrogation) is provided automatically when required by written contract and as respects your interest in the operations of the named insured. Primary and Non-Contributory is also available to an additional insured if required by a written contract.

*****
Automobile Liability - Whole Foods Market, Inc.
Any Auto
Policy No. BAP719936900
Insurer: Zurich American Insurance Company
Policy Period: 1/1/2019 to 1/1/2020
Limit: USD 10,000,000

*****
Excess Workers' Compensation (Whole Foods Market, Inc.) OH & WA
Policy No. EWS716973500
Insurer: Zurich American Insurance Company
Policy Period: 1/1/2019 to 1/1/2020
Limits: WC - Statutory/Employers Liability - $1,000,000 each accident/$1,000,000 disease, each employee/$1,000,000 disease, policy limit

*****
Liquor Liability - Whole Foods Market, Inc.
Insurer: Zurich American Insurance Company
Policy Period: 1/1/2019 to 1/1/2020

State: Michigan
Policy No. GLO719957000
Limits: $50,000 each common cause / $50,000 aggregate

State: South Carolina
Policy No. GLO71957100
Limits: $1,000,000 each common cause / $2,000,000 aggregate

State: Utah
Policy No. GLO71957300
Limits: $1,000,000 each common cause / $2,000,000 aggregate

*****
Foreign Liability
Insurer: Zurich American Insurance Company
Policy Number: ZB348610306 - General Liability & Voluntary Compensation and Employer Liability
BAP022997803 - Auto
Policy Period: 1/1/2019 to 1/1/2020

Foreign General Liability
USD 5,000,000 General Aggregate
USD 5,000,000 Products-Completed Operations Aggregate
USD 5,000,000 Each Occurrence
USD 5,000,000 Personal & Advertising Injury Limit
USD 1,000,000 Damage to Premises Rented to You
USD 100,000 Medical Expense

Foreign Voluntary Compensation and Employers' Liability
Voluntary Compensation - employee injury benefits varies by classification of employee
USD 1,000,000 Employers Liability-Bodily Injury by Accident, Each Accident
USD 1,000,000 Employers Liability-Bodily Injury by Disease-Policy Limit
USD 1,000,000 Employers Liability-Bodily Injury by Disease-Each Employee

Foreign Business Auto Liability
USD 5,000,000 Liability Limit, per accident

*****
Fidelity Bond

Insurer: National Union Fire Insurance Co. of Pittsburgh, PA
Policy Number: 01-839-92-91
Policy Period: August 31, 2018 to August 1, 2019
Amount: USD 1,000,000 Per Loss

Coverage applies to Amazon.com, Inc. and all of its subsidiaries, including:
Amazon.com Services, Inc.
A100 US LLC
A2Z Development Center, Inc.
A9.com, Inc.
A9 Innovations LLC
Acorn Development LLC
AF Operations LLC
AF Retail Services LLC
Amazon Canada Fulfillment Services, ULC
Amazon Commercial Services Pty Ltd
Amazon Corporate LLC
Amazon Corporate Services Pty Ltd
Amazon France Logistique SAS
Amazon France Transport SAS
Amazon Fulfillment Services, Inc.
Amazon Logistics, Inc.
Amazon Pickup Points LLC
Amazon Retail, LLC
Amazon Robotics LLC
Amazon Services LLC
Amazon Studios LLC
Amazon Trust Services LLC
Amazon Web Services, Inc.
Amazon.com, Inc.
Amazon.com.azde LLC
Amazon.com.dedc, LLC
Amazon.com.indc, LLC
Amazon.com.kzdc, LLC
Amazon.com.kydc, LLC
Amazon.com.nvdc, LLC
AmazonFresh LLC
Audible, Inc.
AZ Live LLC
BOP LLC
Brilliance Audio Holdings, Inc.
Elemental Technologies LLC
Fabric.com, Inc.
Fulfillco.ILDC LLC
Fulfillco.trds LLC
Golden State FC LLC
Illini Newco, Inc.
IMDB.com, Inc.
PillPack, LLC
Quidsi, Inc.
Ring LLC, a Delaware limited liability company
Ring Protect Inc., a Delaware corporation
Ring of Security Asia Co., Ltd. (Taiwan)
Ring of Security Limited, a Private Limited Company (UK)
Rooftop Media LLC
TenMarks Education LLC
Twitch Interactive, Inc.
Twitch Services, LLC
VADATA, Inc.
Whole Foods Market, Inc.
Wireless Environment, LLC, an Ohio limited liability company
Wireless Environment Lighting Shenzhen Co., LLC, a Hong Kong limited liability company (China)
Woot, Inc.
Woot Services, LLC
Zappos Merchandising, Inc.
Zappos.com, Inc.

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Click here for a printer-friendly version of this document.
8. **Executive Director’s Report**

**Minutes**
Minutes for review: September 3, 2019 (Retreat)

**MOVE to approve the minutes of the Board of Selectmen Retreat from September 3, 2019.**
Approved:

Board of Selectmen Meeting: September 3, 2019
Present: Freiman, Sullivan Woods, Ulfelder, Olney, Morgan
Also Present: Jop

Warrants approved: None
Minutes approved: None

Meeting Documents:
1. Agenda
2. BOS Office Hours Doodle Poll Results
3. Financial Guideline Information
4. Board Chairs List from Town Clerk’s Office
5. FY20 Liaison Assignments
6. Revised Workplan - FY20
7. Simons Fund Will and Judgement

1. Call to Order
Ms. Freiman, Chair, called the meeting to order at 10:04 am in the DPW Training Room.

2. Public Comment
None

3. Announcements
None.

4. Discuss Board of Selectmen Office Hours
The Board discussed the establishment of office hours. The Board discussed establishing predictable times twice a month for the public to attend and discuss concerns with board representatives. The Board settled on trying hours on the second Tuesday of the month at 9:00 am and on the fourth Thursday of the month at 10:00 am.

5. Discuss Financial Guidelines and FY21 Reserves
Ms. Sheryl Strother, Finance Director, joined the Board. Ms. Strother reviewed the financial trends and revenue assumptions for the FY 21 Fiscal Year. Ms. Strother noted the Town’s Reserve Policy requires reserves to be maintained in a range of 8 to 12% of the current fiscal year’s budgeted operating revenues. The Town currently has 13.5% in reserves. Ms. Strother suggested some uses of the overage including using said funds against new borrowing, increasing operating guidelines, or bring additional capital projects inside the levy.
The Board discussed the revenue assumptions. Mr. Morgan noted he thought it likely the Town will have a strong financial year again this year and recommended an increase in the new growth assumption and the building permit assumptions.

Ms. Strother reviewed the revenue trends including higher returns on investments, higher than anticipated increases in licenses and permit fees, and a reduction in health care expenses. Ms. Strother noted the Town received a onetime payment of $1 million for the Wellesley College Science Center building permit and has seen a positive migration to the high deductible insurance plans. Ms. Strother reviewed this year’s turnback and reviewed her FY21 assumptions on turnback and anticipated local receipts.

The Board discussed what types of information they would need to consider guidelines this year. With regards to the School Department, the Board asked to see the cost break down of General Education and SPED, a report on the employee turnover, and any proposed FY21 positions. The Board raised concerns over the retention of School Department turnback for Circuit Breaker and the Board noted the Circuit Breaker funds should be expended prior to any spending within the SPED stabilization fund. The Board asked for a true accounting of the funds currently in Circuit Breaker.

The Board discussed the impact of the numerous development projects on the budget and the timing of building permits, 40R payments, and potential staffing needs. Ms. Jop and Ms. Strother noted they would review the timing of the projects and try to anticipate whether the financial payments will occur this fiscal year (FY20) or next fiscal year (FY21).

The Board discussed potential uses of free cash. Several projects were discussed including Internal Swing Space if the Hunnewell School project moves forward.

The Board discussed the impact of a debt exclusion vote on the Hunnewell School Schematic Design Funds and whether there could be a potential impact to setting the tax rate mid-December. The Board discussed bringing the $5 million project inside the levy.

The Board discussed the operating budget ratios between the Town and School and suggested several financial models for review at the September 9, 2019 meeting to assist the Board’s discussion on setting the FY 21 Budget Guidelines.

6. **Discuss Inter-Board Meeting**

The Board briefly discussed the format and presentations they would like for the September 19, 2019 Inter-Board meeting.

7. **Discuss Work Plan and Liaison Updates**

The Board reviewed and updated liaison assignments on the FY20 Work Plan.

8. **Discuss Indigenous People’s Day Process**
The Board discussed next steps on the Indigenous People’s Day process. The Board discussed whether a non-binding referendum question on the Annual Town Election Ballot was appropriate. The Board after a brief discussion determined that a majority of the Board did not want to proceed with a ballot question. Ms. Olney asked whether the Board would want to proceed with making the decision for the Town. The majority of the Board indicated they would like the Town’s legislative body to make the decision for the Town. Ms. Freiman suggested the Board work to facilitate a neutral panel discussion to support education of the public on the various positions for and against the change. The Board suggested working with the League of Women Voters. The Board discussed asking World of Wellesley to return to Annual Town Meeting with a Citizen’s Petition.

9. **Discuss Almira Simons Fund**

Ms. Sullivan Woods described the Almira Simons Fund, which is a trust fund created to assist elderly in financial need. Bank of America is the current Trustee for the funds and currently works with the Council on Aging on the distribution of funds. Over the past several years, the distribution of the funds has become co-mingled with the Friends of the Wellesley COA efforts. The Board discussed different strategies to insure the funds are used as intended. The Board asked Ms. Sullivan Woods to discuss how to improve the distribution of funds with Bank of America and the COA. It was recommended that a secondary signatory be used, and the Elder Affairs Officer was a consideration.

The meeting was adjourned at 1:09 pm.
9. **Project Updates**

**School Building Committee**
Tom Ulfelder will give a status update on the Hunnewell Feasibility Study and the Hardy/Upham MSBA project.
10. **New Business and Correspondence**

- Advisory Committee liaison assignments
- Advisory Committee bios
- Correspondence from Diane Campbell
Cay,

May I please ask you to include Todd’s email and the bios attachment in FNM?

Thank you,
Marjorie

Marjorie R. Freiman, Chair
Wellesley Board of Selectmen
Wellesley, MA

From: Todd Cook <tcook@wellesleyma.gov>
Sent: Thursday, September 5, 2019 7:47 AM
To: Marjorie Freiman
Subject: Fw: Advisory Committee bios 2019-2020

Marjorie,

Please see the attached bios and the liaison assignments are as follows:

Todd Cook -> General Government
Betsy Roberti -> Libraries
Mary Gard -> SBC
Paul Merry -> NRC
Lina Musayev -> Schools
Bill Maynard -> Planning
Hi Todd,

Here are the bios for 2019-20 Advisory Committee members. Thanks for the liaison assignments. Julie wasn’t able to capture all of them in the minutes from the last meeting so I want to make sure we reflect them correctly. I will send the updated contact sheet later.

Thanks.

Alissa Keene
Assistant
Advisory Committee
Town of Wellesley
Advisory Committee Biographies
2019-20

**Julie Bryan** is an attorney at the law firm of Casner & Edwards in Boston, specializing in business litigation, intellectual property litigation, employment law counseling, and mediation. Julie's practice also includes internal investigations and probate litigation. Prior to working at Casner & Edwards, she was an associate at Choate Hall & Stewart in Boston, and at Schiff Hardin in Chicago. Julie grew up in Michigan, and has a B.A. in English and Theatre from the University of Wisconsin-Madison, and a J.D. from the University of Chicago Law School.

Julie and her husband Shawn have lived in Wellesley for 6 years, and this year have become a Hunnewell family with their oldest daughter entering kindergarten this fall. Shawn is the owner and manager of Boston Roofing, a local Wellesley business specializing in commercial roofing.

**Todd Cook** serves as co-Managing Partner of Bain Capital Double Impact, a fund that invests in companies providing financial returns alongside social and environmental impacts. Prior to taking on this role, Todd spent 20 years as a member of Bain Capital’s North American private equity team, where he was most recently a Managing Director focused on investments in industrial and energy companies. Todd has been a member of the board of directors of numerous private and public companies. Todd has his M.B.A from Stanford University and a B.E. and B.A. from Dartmouth College.

Todd has lived in Wellesley with his wife Beth for 18 years and they have two daughters, Alice and Louisa, currently in the Wellesley Public Schools. Todd is in his third year on Advisory and is a Town Meeting member for Precinct G. He has been a parent coach with Wellesley United Soccer for many years.

**Jennifer Fallon** worked as a Project Manager for a Fortune 50 company (CVS). She moved from Rhode Island to Wellesley in 2013, and became a dedicated volunteer in a variety of community organizations: PAWS Co-PTO President 2014-15; Programs Director at Wellesley Mothers Forum 2015-17; Sprague PTO President 2017-18; Town Meeting Member 2016-present. Jennifer has a son, Quinn in 6th grade and a daughter, Kate in 3rd grade. Jennifer’s husband is an electrical engineer at Intel. In addition to Advisory, Jennifer will be the WMS PTO Secretary and a WEF Board Member, heading up this year’s Spelling Bee.

**Mary Gard** has lived in Wellesley with her husband, Paul Cramer, for 28 years. She graduated from Oberlin College, obtained a Paralegal Certificate from Boston University, and worked as a paralegal for Lourie & Cutler, PC before becoming a full time mother of four children. Mary currently serves on the Leadership Team of Sustainable Wellesley. She also volunteered with Wellesley Service League, serving as a board chair there for
four years. Prior to that, she was active in the PTOs at Fiske Elementary and Wellesley Middle School, helped to start Wellesley Green Schools, and worked with the town to make the current Wellesley High School a certified high performance (green) building.

**Neal Rodney Goins** is a retired executive whose career included positions as a research scientist, line business manager, President of an overseas affiliate, and ultimately Vice President of global International Government Relations. Raised in Latin America where his father worked for USAID, he received his undergraduate degree in physics from Princeton University and a Ph.D. in geophysics from MIT. During the course of his career, he worked in the U.S., Nigeria, and Mexico; was a member of the seismology team for the Viking mission to Mars; and served on a number of Boards including the U.S. Department of State Advisory Committee on Economic Policy and as President of American Chamber of Commerce in Mexico. He has also been on both school and hospital boards and is a member of the Council on Foreign Relations.

Neal and his family have lived in Wellesley for ten years. Prior to joining Advisory, he was on the Wellesley Historical Commission, and is currently serving on the Board of the Wellesley Historical Society and as a hearing officer for the Massachusetts Board Bar of Overseers. He and his wife Helen are the proud parents of two grown daughters.

**Morris “Rusty” Kellogg** is retired from a career in accounting and finance, first as a certified public accountant and then as a chief financial officer or treasurer of public and private real estate and investment entities. He serves on the boards of several experiential education and environmental protection non-profit organizations, and as a trustee of a philanthropic foundation.

He is a graduate of Wesleyan University (B.A.) and the University of Pennsylvania’s Wharton School of Finance (MBA). He served in the Army National Guard as a helicopter crew chief and is a certified public account (CPA).

Rusty and Betsy have lived in Wellesley for 44 years and raised two sons here. Betsy was a special education teacher in the Brookline Public Schools. Rusty has been a Town Meeting Member for 29 years representing Precincts C and D. He was chairman of the Advisory Committee (2009) and the Audit Committee (2013), and a member of the High School Building Committee, Wellesley Housing & Development Corporation, Town Wide Financial Plan Committee, and the Capital Budgeting and Investment Committee. He was a trustee of the Library’s Centennial Fund (endowment) for 21 years. Rusty is a lifelong sailor, including two trans-Atlantic voyages in his 45’ sailboat.

**John Lanza** is a partner with the national law firm of Foley & Lardner LLP, where he helps companies identify and maximize the corporate value of their intellectual property
assets by providing strategic advice regarding the acquisition, transfer and enforcement of intellectual property rights. He is the firm’s National Operations Partner, is co-chair of the firm’s Manufacturing Industry Team, and is also a member of the firm’s Private Equity & Venture Capital Practice and Technology Industry Team.

He holds a Master of Science degree in Electrical Engineering and a Bachelor degree in Electrical Engineering from the Georgia Institute of Technology in Atlanta, Georgia and a J.D. from the Northeastern University School of Law in Boston.

John also serves on the External Advisory Board for the Georgia Tech School of Electrical and Computer Engineering which advises the school regarding the alignment and relevancy of its educational programs to industry, the Northeastern University School of Law Alumni/ae Board of Directors which promotes the public image and well-being of the School of Law at Northeastern University, and the Board of Trustees for the Radius Ensemble, a local chamber music ensemble named by the Improper Bostonian in 2016 as Boston’s Best Classical Ensemble.

John and his wife, Ann-Mara, have lived in Wellesley for more than 25 years. Ann-Mara currently serves the town as a Library Trustee. They are both Town Meeting members and have two teenage children.

**Bill Maynard** recently retired from Bank of America after twenty-five years in various roles in the bank’s investment banking and wealth management divisions. Most recently Bill served as Strategic Marketing Executive supporting both the bank’s Merrill Lynch and U.S. Trust wealth management businesses. He has also led integration teams for the acquisitions of both these businesses and served as Chief Operating Officer of Fleet Bank’s (a predecessor to Bank of America) Corporate Finance Division. Bill also served as a Market Executive for U.S. Trust in Boston.

Prior to Bank of America, Bill was Managing Partner of New England Property Development, based in Newport, RI. Prior to NEPD he was Director of the Business Diversification Group of The Travelers Insurance Companies in Harford, CT. Bill started his career as a Corporate Banker for Manufacturers Hanover Trust in New York City.

Bill and his wife Janet have lived in Wellesley for more than 25 years. They have two children Will and Katheryn. Both attended Schofield and Will also attended WMS and Wellesley High School.

**Deed McCollum** and her husband Dale Broholm have lived in Wellesley for the past 30 years; their two daughters graduated from Wellesley High School. She is an active citizen participant and presently a Board of Trustee member for the World of Wellesley, a member of the community group, Friends of Morses Pond.
Deed has been a healthcare Administrator, for over 30 years. She is accustomed to navigating change for success and balancing short term goals with long-term objectives. She enjoys solving problems by listening to varied constituencies and leveraging data to achieve results. She has a B.A., a Master of Science in Management from Simmons College and has attended workshops required for Citizen Planners Training Collaborative (CPTC) certification.

For the past twenty-five years, Paul Merry has been practicing law from his own offices in Boston. He practices civil rights and employment law on behalf of workers, executives, and other employees who have been terminated or otherwise unfairly treated on account of race, sex, disability, age, sexual orientation or other protected class status. He also has taught law for ten years as an adjunct professor at Suffolk University Law School, focusing on administrative law. Paul is a member of the College of Labor and Employment Lawyers; a past member of the Executive Board of the National Employment Lawyers Association; and a past chair and current member of the Massachusetts Employment Lawyers Association. He is also a board member of the Massachusetts Law Reform Institute.

Paul’s prior legal career included serving as a law clerk to the Massachusetts Superior Court and ten years as an assistant attorney general in public charities and consumer protection.

Paul began his career, after four years' service as a German linguist for the U.S. Army, as a journalist, covering the cities of Newton and Waltham, Massachusetts, for the daily Waltham News-Tribune and the Boston Herald. He also spent a year working for the Rochester NY Times-Union, covering local governments in that area; and a couple of years as chief of the Lowell Sun’s State House Bureau on Beacon Hill in Boston. He also served as a court reporter and an editor for the Sun.

Paul’s experience as a reporter gave him a strong interest in local government as well as some familiarity with local government operations. As others may agree, the local level is the best place to see democracy in action. It is also where some of the most difficult challenges to democracy can arise. Covering Newton, he witnessed that city's struggle with the difficulty of developing moderate and low-income housing, along with a variety of other issues. He also covered their housing authority and police department.

Paul has lived in Wellesley since 1977, when his wife Sally became a professor at Wellesley College (where she, her sister, his mother and his sister and niece also studied). He is a vestryperson (and choir member) for St. Andrew's Episcopal Church and a member of the Wellesley Choral Society and the board of the World of Wellesley, a diversity group. For about ten years Paul has been a town meeting member for Precinct G. He is also an enthusiastic sailor and member of the New Bedford Yacht Club. In addition to his law degree from Suffolk Law School, he is a graduate of Harvard
College. Of his two children, Josh and Sarah, one, Josh, is a graduate of the Wellesley Public Schools, where Sarah also was a student for many years.

Patti Quigley has been involved in civic issues locally and internationally for the past 14 years. Internationally, she is the Executive Director of Razia’s Ray of Hope Foundation, a small nonprofit organization providing K-12 education for girls in Deh' Subz, Afghanistan. Locally, Patti was a member of the School Committee from 2013-2016 and chaired the committee in 2015. She has been a key member of several Town committees, notably: 900 Worcester St, Playing Field Task Force, the Track and Field Project, North 40, and the Sustainable Energy Committee. She took a lead role in the 2011 Superintendent Search and was Co-President of the Wellesley Education Foundation, including positions as Fundraising Chair and Audit Committee Chair (2007-2012 term). In 2016 she joined the board of Project LEARN to help raise funds for inner city students in the Lowell Public School system. As a professional, Patti has over 30 years of diverse financial operation and strategic planning experience in the banking industry throughout the country and as a PricewaterhouseCoopers consultant.

Patti’s philanthropic efforts include being a fifteen-time Pan Mass Challenge rider, a four-time Beyond the Bike three-day NYC to Boston rider and in 2015 ran the Boston Marathon for the first time to raise money for Razia’s Ray of Hope Foundation.

In recognition of Patti’s work, she has received numerous awards and media attention. The Lowell Police Academy recognized her work against terrorism in 2002. In 2008, she received a Special Recognition Award for Activism from MOVA (Massachusetts Office of Victim Assistance) in 2008, and an award from Search for Common Ground. Patti was interviewed on the Oprah Winfrey Show in 2007 and is a subject in Beth Murphy’s documentary film Beyond Belief. In 2011 Patti received the Lowell High School Distinguished Alumni award. In May 2013 was the recipient of the Bridgewater State University’s Political Science Department Public Service Award and the Paul Harris Fellow from the Rotary Club of Wellesley.

Patti resides in Wellesley and is the mother of Rachel (23) and Leah (18)

Lina Musayev currently serves as the Managing Director of the Capacity Building Network at the Massachusetts Charter Public School Association (MCPSA). In her role, she supports MA charter public school Executive Directors and Boards of Directors, as well as works to build charter public school capacity to support students with disabilities and English learners. Prior to joining MCPSA, she served as an Associate Director of Strategy & Growth at Blackstone Valley Prep Mayoral Academy in Rhode Island where she managed the opening of a new High School and a replication of an Elementary School. Before moving into the world of education, Lina worked as a Strategy & Operations Federal Practice Manager at Deloitte Consulting in Washington, DC. She has a Bachelor’s Degree in Political Communication and a Master in Public Administration
from The George Washington University, as well as a Master in Education Leadership from the Broad Center for the Management of School Systems.

Lina moved to Wellesley with her husband, Robert Alfred, 4 years ago. Their oldest daughter, Zoe, is in second grade at Schofield Elementary School and their youngest daughter, Ayla, just celebrated her third birthday. This is Lina’s third year serving on the Advisory Committee. She also serves as the Founding Board Member of TiLO Learning. Lina has been an active volunteer on the Syrian Refugee Resettlement Team through Temple Beth Elohim.

**Betsy Roberti** is an attorney who specializes in legal research, writing and editing. She has held positions in legal education which include directing an academic concentrations program; teaching first year legal writing and advocacy; and coaching moot court teams. Prior to this time, she worked on civil litigation matters in private practice with the firm now known as Day Pitney in Hartford and Boston. Betsy has a B.A. in English from Wesleyan University, and a J.D. from Suffolk University Law School.

Betsy and her husband Jim have lived in Wellesley for 23 years, and were active at the Hardy School while their daughter Alyssa was growing up. Alyssa now lives in New York City and works as a fashion designer. Jim is also an attorney who specializes in real estate and real estate litigation. He is a current member of the Planning Board, and a member of the School Committee.

**Mary Scanlon**, and her husband Victor Calcaterra, have lived in Wellesley for the past 22 years. The mother of five adult children, her youngest son graduated from Wellesley High School. She is a member of the Board of Directors of Friends of Wellesley METCO, and is active in the Saint Andrew’s Episcopal Church community. Other community involvement includes a term on School Committee in the Town of Wayland.

Mary holds a BA degree in psychology from Regis College, a Masters Degree in Health Policy and Management from Harvard School of Public Health, a Masters Degree in Nursing from Massachusetts General Institute of Health Professions, and a Clinical Specialty in Psychiatry and Mental Health from Boston College. She works as a clinical nurse specialist at a residential facility for adolescents in Framingham.

**Ralph Tortorella III** has been a practicing attorney for nearly 30 years and is member of the Board of Directors and Senior Vice President of Berkshire Hathaway Specialty Insurance Company, where he currently serves as the Chief Legal & Compliance Officer, Corporate Secretary, Chairman of the Audit Committee, member of the Risk Committee and serves as an appointed officer of various other Berkshire Hathaway insurance operations. Ralph, previously served as the General Counsel of Liberty Mutual Group’s Global Specialty, Commercial Insurance and International operations. Ralph began his career as an associate and then partner in the Silicon Valley based law firm Ropers, Majeski, Kohn & Bentley, where he later founded that firm’s New York City office. Ralph
holds a bachelor’s degree from Union College and juris doctorate from Santa Clara University School of Law. Ralph has lived in Wellesley with his spouse Sandy and three daughters for 14 years. All of Ralph and Sandy’s daughters graduated from Wellesley High School. Ralph has been a town coach for various sports, including an age group coordinator for several years for the Wellesley United Soccer Club.
August 30, 2019

To: Board of Selectmen  
   Kathleen Vogel, Chair COA Board  
   K.C. Kato, Town Clerk

Through this letter I am submitting my resignation to the Board of the Council on Aging effective September 3, 2019.

I am unable to be part of a group that condones unprofessional, insensitive treatment of a long-time employee. Also, the COA Board did not function as a Board. Board leadership ignored requests to check progress on a strategic plan and to set priorities and a work plan.

I request an opportunity to meet with the Chair of the COA, the BOS liaison, and either the Chair or Vice-chair of the BOS to share some of my thoughts and concerns. I hope you will agree to this request. Throughout last year I met with BOS at various times when asked. I request the same courtesy from you.

I look forward to continuing to volunteer at TPC and hope to see a redefined relationship between the BOS and the COA Board.

Sincerely,

Diane Campbell