

MIDDLETON SELECT BOARD
MEETING AGENDA
FULLER MEADOW ELEMENTARY SCHOOL
NATHAN MEDIA CENTER
143 SOUTH MAIN STREET, MIDDLETON, MA 01949
TUESDAY, SEPTEMBER 5, 2023
6:00 PM

This meeting is being recorded

This meeting will be a hybrid of in-person and remote via Zoom. To join the meeting remotely, go to:
<https://us02web.zoom.us/j/88446830179?pwd=WHBJbjY0Z01rYmNiREVHRDE5dXRVDz09>

- 6:00 pm 1. Business
 - a. Warrant: 2404, 2405, FP 25
 - b. Minutes: August 8, 2023 OS & ES
 - c. Town Administrator Updates and Reports
- 6:10 pm 2. Public Comment
- 6:20 pm 3. Department Head Update - Katrina O’Leary, Town Planner
 - a) Discussion of Complete Streets Grant/Boston Street Sidewalk
 - b) Comprehensive Zoning Review Project Update
 - c) General updates
- 6:25 pm 4. Update on 49 S. Main St/10-18 Boston St Project
- 6:30 pm 5. Presentation from Building Committee
 - a. Recommendation to Special Town Meeting
 - b. ARPA Funding Request
 - c. Contract Revisions for PCA360 and Context Architecture
- 7:00 pm 6. Review and vote on transfer of liquor license from Middleton House of Pizza to Sheela and Sons Corp., DBA for Summit’s Place (formerly Middleton House of Pizza), 229 S. Main Street; Change of Manager Sher Singh Saini; and Change of Corporate Name Sheela and Sons Corp
- 7:05 pm 7. Review and vote on One Day Liquor License for Essex Brewing Co./Ipswich Ale for the Middleton Food Truck Festival on Saturday, September 9 at 105 S. Main Street for Wine & Malt from 11:30 am to 5:30 pm; and waiver of liquor license fee
- 7:10 pm 8. Open and review Warrant for the October 17, 2023 Special Town Meeting
- 9. Updates and Announcements

The Board reserves the right to consider items on the agenda out of order. Not all items listed may in fact be discussed and other items not listed may also be brought up for discussion to the extent permitted by law. Votes may be taken on any or all agenda items.

- 7:30 pm 10. Executive Session pursuant to G.L. c. 30A, s. 21(a)(4) to discuss the deployment of security personnel or devices, or strategies with respect thereto
- 7:45 pm 11. Executive Session pursuant to G.L. c. 30A, s. 21(a)(2) to discuss strategy with respect to non-union personnel: Finance Director/Town Accountant
- 8:00 pm 12. Executive Session pursuant to G.L. c. 30A, s. 21(a)(3) to discuss strategy with respect to collective bargaining negotiations with all units
- Return to open session*
- 8:15 pm 13. Review and vote on collective bargaining agreements with the Middleton Clericals AFSCME Local 1098 and the Middleton Public Works AFSCME Local 1098

Upcoming Meetings

September 19
October 10 and 24
October 17

Regular Select Board Meeting
Regular Select Board Meeting
Special Town Meeting at Howe-Manning

1b

MEETING MINUTES
MIDDLETON SELECT BOARD MEETING
FULLER MEADOW SCHOOL, NATHAN MEDIA CENTER
143 SOUTH MAIN STREET, MIDDLETON, MA 01949
TUESDAY AUGUST 8, 2023 at 6:00 PM

This meeting was hybrid, in person and remote via Zoom; this meeting was recorded.

Select Board Present: Chair Jeff Garber; Rick Kassiotis, Clerk; Debbie Carbone; Brian Cresta; Kosta Prentakis
Others Attending: Justin Sultzbach, Town Administrator; Jackie Bresnahan Assistant Town Administrator (ATA) /Human Resource Director; Catherine Tinsley, Recording Secretary; and others as noted.

The Board reserves the right to consider items on the agenda out of order. Not all items listed may in fact be discussed and other items not listed may also be brought up for discussion to the extent permitted by law.

6 PM With a quorum present, Chair Garber called the meeting to order at 6:04 pm.

1. Business

a. Warrants: 2402; 2403/2403M; Facility Project (FP) 24

The Town Accountant/Finance Director Sarah Wood has reviewed the warrants and requested the Board's approval. Town Administrator Sultzbach provided a brief overview of the Warrants presented for approval.

*On a motion by Prentakis second by Cresta, the Select Board **voted unanimously** by roll call to approve **Warrant # 2402** as presented.*

*On a motion by Prentakis second by Cresta, the Select Board **voted unanimously** by roll call to approve **Warrant # 2403/ 2403M (Late bills for library)** as presented.*

*On a motion by Prentakis second by Carbone, the Select Board **voted unanimously** by roll call to approve **FP 24 Warrant**.*

b. Minutes - July 11, 2023 OS & ES; July 18, 2023 OS

*On a motion by Cresta, second by Kassiotis, the Select Board **voted unanimously** to approve the meeting minutes of **July 11, 2023 OS & ES; July 18, 2023 OS** as written.*

c. Town Administrator updates & Reports – J. Sultzbach

- The Middleton Fire Department will be hosting a 9/11 Remembrance Ceremony on Monday, September 11th, 2023. The ceremony will begin at 9:30 am and will be held at the Fire Station.
- The Development Review Group met today. We discussed two topics: 1. Howe's Market at 227 & 229 N. Main Street and 2. The Corner of Lake and N. Main Street. We anticipate these projects to come forward in the coming months.
- Our team is actively monitoring drainage issues and impacts from new developments across town. Asst. TA Bresnahan and I drove around during the storm today to witness any potential flooding issues firsthand. A lengthy discussion followed including if any flooding responsibility falls on the developer, making information available to the residents, and how to clarify the process for residents to follow up.

- The Middleton Food Truck Festival will be held on Saturday September 9th from 11:30 to 5:30 at 105 South Main Street.
- Our team has been on hand at recent Building Committee meetings to help finalize plans for the Municipal Campus. A meeting is scheduled again for next Monday, August 14th to finalize figures to move forward at the Special Town Meeting. The project will also be going before the Zoning and Planning Boards over the coming weeks.
- As a reminder, a Special Town Meeting is for Tuesday, October 17th. A schedule will be distributed shortly highlighting the timeline in approach of this meeting.

2. Public Comment – *There was none.*

3. Update on 49 S. Main Street /10-18 Boston Street Project, including review of comments for MA Housing Partnership

a. Finalize traffic Scope of Work

Developer Lars Unhjem was present with his Attorney John Smolak.

Member Prentakis noted comments from MassHousing supported the Town's concerns/comments regarding the proposed 40B project, and should be addressed.

Regarding the traffic study Scope of Work, member Kassiotis observed an "up and coming" business was inadvertently not mentioned in the Scope of Work and should be included.

Town Administrator Sultzbach summarized the expanded traffic study scope of work was to understand the impact of the proposed project on traffic and possible mitigation for future traffic issues. The intention is to take a holistic approach to address traffic issues downtown, and once completed, this study would be a part of the discussions regarding a Development Agreement.

Mr. Unhjem has participated in these discussions and agreed on exploring the possibility of adding additional lane(s) on Route 62 and/or Route 114, if the study determined these to be viable options. He noted his traffic engineer was currently determining the necessary components to comply with state regulations before data was collected; this will be done in September to include school traffic.

Mr. Unhjem anticipated the study would be completed in two months. Member Cresta suggested the town include the flow of traffic in front of the post office/ bank in a traffic study.

On a motion by Cresta, seconded by Carbone the Select Board *voted unanimously* by roll call to approve, with the addition of the town parcel in front of the post office/bank, the Scope of Work as designed by the team and Mr. Unhjem.

4. Review & vote on livery license for Kenny Transportation

This agenda item was passed over and deferred to a future meeting.

5. Review & vote on change of manager for SD Management Group, Ferncroft Country Club for 19th Hole Restaurant (annual), Members Lounge (seasonal) and Halfway House Snack Bar (seasonal)

Attorney Jill Elmstrom Mann was present for the SD Management Group and spoke on the change of manager for Ferncroft County Club to Iain Crooks. Attorney Elmstrom Mann referenced Iain Crooks years of extensive food and beverage experience.

On a motion by Cresta, seconded by Carbone, the Select Board voted unanimously to approve the change of manager for SD Management Group, Ferncroft Country Club for 19th Hole Restaurant (annual), Members Lounge (seasonal) and Halfway House Snack Bar (seasonal).

6. Review & vote on Common Victualler License for Summit's Place (formerly Middleton House of Pizza) 221 So. Main Street

The new owner, Sumit Saini, was present and spoke on the recent change in ownership and changes being planned on the interior design and to expand the menu. It was anticipated a Beer and Wine License would be before the Board for consideration in September.

On a motion by Cresta, seconded by Kassiotis, the Select Board voted unanimously to issue a Common Victualler License for Summit's Place contingent upon successful completion, and approval by the Building Commissioner, Electrical Inspector, Health, and Fire.

7. Acceptance of gifts & donations:

- a. Donation of a gently used shed, with a value of \$ 5,000, from the Middleton Men's Softball for storage of equipment at one of the parks.

On a motion by Cresta, seconded by Prentakis, the Select Board voted unanimously to accept the shed with thanks.

8. Review Select Board meeting schedule

The Board agreed on the proposed change in their meeting schedule from every other week to bi-monthly meetings on Tuesdays. The Board will meet September 5 & 19.

Member Cresta spoke in support of non-Tuesday meetings including smaller budget discussions.

September 5 & 19	February 6 & 20
October 10 & 24	March 5 & 19
November 14 & 28	April 9 & 23
December 5 (if needed) & 19	May 7 & 28
January 9 & 23	June 1 & 25

October 17 - Special Town Meeting
February 3 - Operating Budget Saturday
March 2 - Capital Budget Saturday
May 14 - Annual Town Meeting

9. Review Boston Street Sidewalk Plans

This project included installing sidewalks on Boston Street from Wildwood Drive to Elm Street; currently, the sidewalk on Boston Street ends at Wildwood Drive. Town meeting already approved the funding for phase one. Town Administrator Sultzbach gave an update on the progress of the project, which is currently in the final design; there will be an invitation to bid issued once the design is ready. He noted the second phase was not funded and included additional connectivity to rail trail at the Peabody line. Phase two will need to be presented to a Town Meeting for funding. The Board asked for a timeline of the project and committed to have this on track for Spring of 2024.

Craig Jimenez, 198 Boston Street, spoke in favor of the project and noted his concerns with the project being completed in a timely manner.

Town Administrator Sultzbach will ask for an update from Planning/DPW on the status of the project.

During this discussion, the Board members noted the importance regular updates from department heads i.e. calls, permits, inspections, revenue, incidents, etc. The Town Administrator suggested a standing agenda item for updates from a Department Head at each meeting.

10. Review and update on IT incident & follow up

The Town Administrator gave an overview of the recent cyber-attack and credited the North Shore IT Collaborative for their immediate response to stop the attack and work to recover information without paying out ransom. It is estimated the cost to the town is anticipated to be about \$50,000, compared to the millions of dollars if the hackers got control.

North Shore Collaborative Director Colby Cousins and Liam Welch, Technical Support Specialist were present and spoke on the IT service provided to protect the seven towns in the collaborative.

Due to the sensitive subject of the security, this discussion was continued in executive session.

11. Updates and announcements – *There were none.*

Executive Sessions

*7:16pm – On a **motion by Cresta , seconded by**, the Select Board **voted unanimously by roll call** to enter into Executive Session pursuant to M.G.L. c. 30A, s. 21 (a) (4) to discuss the deployment of security personnel or devices or strategies with respect thereto, and*

To enter into Executive Session pursuant to G.L. c. 30A, s. 21(a)(3) to discuss strategy with respect to collective bargaining negotiations with all units and not return to open session but adjourn directly from Executive Session.

Respectfully submitted by,

Catherine E. Tinsley

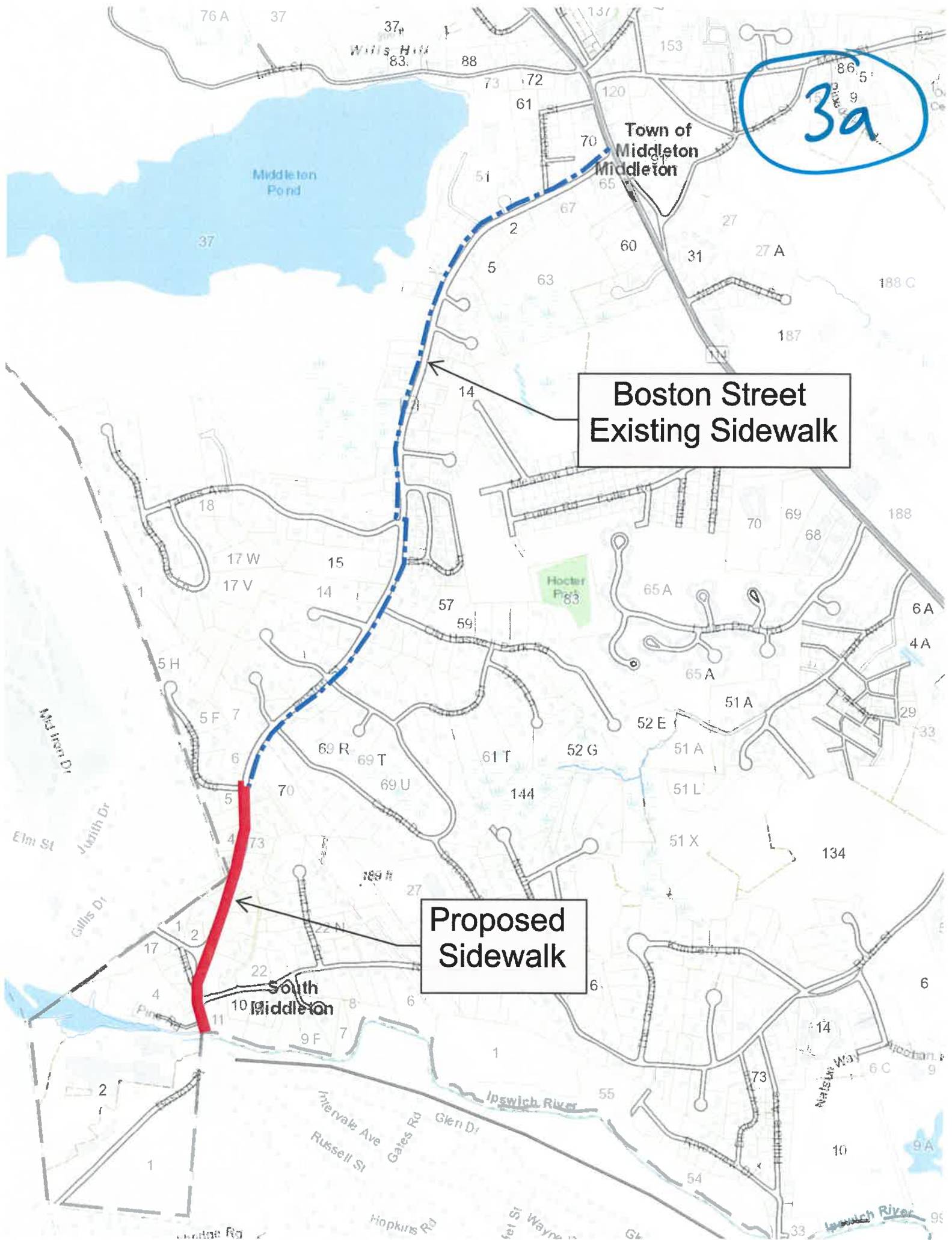
Catherine Tinsley, Recording Secretary

Rick Kassiotis, Select Board Clerk

Documents either distributed to the Select Board before the meeting in a packet or at the meeting:

1. Agenda: August 8, 2023
2. July 27, 2023 Warrant 2402: Payroll \$ 712,801; Bills Payable \$ 439,475
3. August 10, 2023 Warrant 2403/2403M: Payroll \$ 652,462; Bills Payable \$ 4,795,940; FP24 \$ 292,350
4. Minutes: July 11, 2023 OS & ES; July 18, 2023 OS

5. Draft Traffic Study Scope of Work (Traffic Study Rt 114/62) As proposed by the Town of Middleton In relation to the proposed Villebridge Middleton Development
6. Application SD Management -Change of Manager for Ferncroft Country Club
7. Application Middleton House of Pizza, So. Main St.
8. Kenny Transportation: Application for a License to Own a Livery Service/Taxi Company 7.6.2023
9. North Shore Information Technology Collaborative – Annual Report
10. Boston Street Sidewalk Design – Progress Plan set March 2023



3a

Boston Street
Existing Sidewalk

Proposed
Sidewalk



Maura Healey, Governor
Kimberley Driscoll, Lieutenant Governor
Gina Fiandaca, Secretary & CEO
Jonathan L. Gulliver, Highway Administrator



3a

August 7, 2023

Katrina O' Leary
Town Planner
195 North Main Street
Middleton, MA 01949

Via email: katrina.oleary@middletonma.gov

Dear Katrina O' Leary:

Thank you for your Tier 3 submission to the Complete Streets Funding Program during Round 1 of the Fiscal Year 2024 application solicitation. We received many applications and had a very competitive application pool from which to select. I am pleased to notify you that Middleton's application has been approved for \$393,035.48.

Awarded municipalities will enter into a contract with MassDOT for the completion of approved work. A member of the Community Grants Group will reach out shortly to gather all necessary information to begin the contracting process. It is anticipated that the Notice to Proceed (NTP) will be issued by November 1, 2023, and the deadline for construction will be December 31, 2025. MassDOT-funded work may not proceed until the NTP is issued.

Please note that as detailed in the Program Guidance, design is not an eligible grant cost. Design work for this project may begin at any time and must be completed by a MassDOT Prequalified Contractor. Construction funds awarded through this program are paid via the reimbursement of approved costs. Reimbursement requests are processed by your District State Aid Engineer in the same manner as Chapter 90 projects.

Please email CompleteStreetsProgram@dot.state.ma.us with questions related to this award. Thank you for your commitment to improving safety, access, and mobility for all roadway users in your community and for your participation in the Complete Streets Funding Program. MassDOT looks forward to working with you on this important project.

Sincerely,

Jonathan L. Gulliver
Highway Administrator

cc: Kristen Pennucci, MassDOT Community Grants Program Administrator
Paul Stedman, MassDOT District 4 Highway Director
Justin Sultzbach, Middleton Town Administrator

3b

REQUEST FOR QUALIFICATIONS (RFQ)

Planning Consultant Services:
Comprehensive Zoning Update Including Section (3A) Zoning Compliance
[Subject to Additional Appropriations]

Town of Middleton, Massachusetts
May 11, 2023

The Town of Middleton seeks a Planning Consultant to lead the town to perform a comprehensive zoning update and achieve compliance with the MBTA Communities As-Of-Right Multi-Family Zoning District requirements. This Request for Qualifications (RFQ) has been prepared and issued by the Town as a process to select the best consultant for this task.

Middleton is identified as an MBTA “Adjacent Community” as there are no MBTA stations in Town or within ½ mile of its border. It is therefore necessary that the Town undertake a study examining the feasibility of creating a zoning district or districts that allows a minimum of 750 multi-family units as of right. In order to successfully sponsor a zoning amendment for Town Meeting approval, it will be necessary to undertake an iterative public process that involves all town residents and stakeholders.

The Town has appropriated local funds and plans to apply to the Community One-Stop Grant Program for Community Compact Funds that, if awarded, will be available in July 2023. The town will be selecting a consultant from the State’s PRF76 Approved Consultants List through this targeted solicitation for qualifications. The Town will select the Consultant that in the Town’s opinion outlines a clear and comprehensive approach to a public engagement process that helps build consensus, engages voices that are typically not represented, and illustrates a strong understanding of the State’s technical assessment tools developed for this initiative. The public engagement process should contain both in person and remote access possibilities. Selection details can be found down below. The Town is interested in a consultant team with strong communication and presentation skills and an ability to translate technical information into easily understood maps and graphics for various engagement opportunities. The Town would also prefer to have any proposed Section 3A zoning submitted to the state for a [“pre-adoption review.”](#)

Town Planner Katrina O’Leary will work directly with the Consultant as Project Manager and will be the primary point of contact for the Project.

Town Staff will be involved with reviewing potential multi-family zoning districts and offering feedback on provision of services and environmental constraints.

In addition to Town staff roles, regular updates regarding this initiative will be provided at meetings of the Planning Board. All meetings will be posted publicly, and all Planning Board meetings are televised on local cable and available for viewing on the Town’s website.

The Town anticipates engaging the Planning Consultant in July 2023. The Consultant would then undertake the following tasks within the general timeline indicated. Timeline includes a goal of any

zoning amendments being placed on the May 2024 Town Meeting Warrant; however, if the process requires more time, the process could be extended to a special Town Meeting. The deadline for Section 3A compliance is December 31, 2024.

Schedule and Tasks

Task 1 Project Kickoff July-August 2023

- a. Facilitate kick-off meeting with the Planning Board (Public Meeting #1) to:
 - review the project scope
 - explain the requirements under MGL c. 40A, Section 3A
 - describe the planned public engagement strategy
- b. Conduct a day time training for staff about requirements of the law and outline the scope of the initiative.
- c. Prepare information suitable for the general public for the Town's website.
- d. Set up a newsletter template and listserv where people will be able to opt into email blasts to get project information and news. Approximately five digital newsletters will be sent during this effort.
- e. Send newsletter #1.

Task 2 Gather and Analyze Information August-October 2023

- a. Determine Town's recent goals and strategies through focused staff and board member interviews and by reviewing existing 2018 Master Plan, 2019 Housing Production Plan, 2022 Zoning Audit, maps, infrastructure/capital improvement plans, etc.
- b. Analyze current Zoning Bylaw and identify barriers to achieving compliance with the Multi-Family Zoning requirements.
- c. Review existing conditions, and create a map or maps to illustrate land use and transportation patterns, "Developable Land" of a scale as defined in the MBTA Communities Guidelines, existing infrastructure in Town, and areas meeting the State's Smart Growth Principles to the greatest extent practicable.
- d. Facilitate Public Meeting #2 before the Planning Board to review information and receive feedback (a-c above). Produce materials as necessary including outreach materials, and meeting summaries, newsletter information, and for populating the website.
- e. Send newsletter #2.

Task 3 Preliminary Draft of Proposed Zoning Bylaw Changes October -December 2023

- a. Identify up to three potential Section 3A compliant districts or district combinations.
- b. Outline potential regulatory changes required for compliance (height, parking requirements, use restrictions).
- c. Create maps of potential zoning district(s) or district combinations.

- d. Present Density Visualizations, Visual Preference Surveys, or similar strategies to gauge community choices.
- e. Identify options for regulatory approaches.
- f. Utilize the MBTA Communities Compliance Model to evaluate identified District(s) for compliance with density, size, and minimum unit capacity.
 - Export parcel data and import data into the compliance model.
 - Review existing zoning and assist with completion of the model checklist.
 - Review proposed zoning and assist with completion of the model checklist.
 - Determine parcel overrides in the model if changes to constrained land are required.
 - Run the model to test for compliance with district size, unit capacity, density metrics, etc.
 - Test potential modifications and amendments to district boundaries and/or intensity requirements.
- g. Generate Findings Report with Recommendations for Zoning Amendment(s).
- h. Facilitate a Public Community Meeting #3 to review materials and receive feedback (a-e above). Produce materials as necessary for the Public Meetings including outreach materials, and meeting summaries, newsletter information, and for populating the website.
- i. Send newsletter #3.

Task 4 Draft Zoning Bylaw Amendments January-February 2024

- a. Provide Draft Zoning Bylaw Amendments that focus on addressing findings and recommendations from the 2022 Zoning Audit, the Master Plan, and Housing Production Plan as well as compliancy with the Section 3A requirements.
- b. Review existing zoning and other applicable state and local regulations for ALL potential conflicts (limitations, restrictions, defined terms).
- c. Develop all necessary amendments to existing Bylaw in a form customary to municipality. Propose grouping zoning amendments (if necessary) into the most advantageous groupings in terms of the type of vote necessary to adopt (2/3 majority vs. regular majority vote).
- d. Facilitate Public Community Meeting #4 to review materials and receive feedback (a-c above). Produce materials as necessary for Public Meeting including outreach materials, easy-to understand explanatory material (graphic and narrative), newsletter updates, and meeting summaries. Send newsletter #4 – include dates of Planning Board Public Hearing and Town Meeting.

Task 5 Pursue Zoning Bylaw Amendment per G.L. Ch 40A, S. 5. March – May 2024

- a. Incorporate feedback into revised Draft Zoning Bylaw Amendments.
- b. Send newsletter #5 two weeks before Town Meeting.
- c. Produce materials as necessary for the required Planning Board Hearing (Public Meeting #5); including outreach materials, easy-to understand explanatory material (graphic and narrative), and newsletter updates. Support the Town Planner and Planning Board in preparing for and presenting at the required MGL c.40A Public Hearing and the Town Meeting.

Selection Process

If you are interested in providing consulting services to the Town for this initiative, please submit your proposal for Town review with the following:

- Brief (no more than three pages) description of your approach to this project, including any recommended changes to the above tasks, along with a recommended budget and schedule by task.
- Sample of outreach/presentation materials for a similar project.
- Team member qualifications and experience on similar projects.

Send your response via email to Katrina.oleary@middletonma.gov. Submissions shall be received no later than 12:00 noon on Wednesday, June 21, 2023. Any questions or inquiries regarding this RFQ should be sent to the same e-mail address no later than 12:00 noon on Wednesday, June 2, 2023. Please note that Katrina O'Leary will be on vacation the week of June 12-16.

The Town's Consultant Review Team will include the Planning Board Chairperson, the Town Planner, and the Interim Town Administrator. Upon review of submission qualifications, the Town anticipates recommending two or more firms for interview, said interviews to be conducted by the Planning Board. The successful Consultant will be selected based on the following criteria:

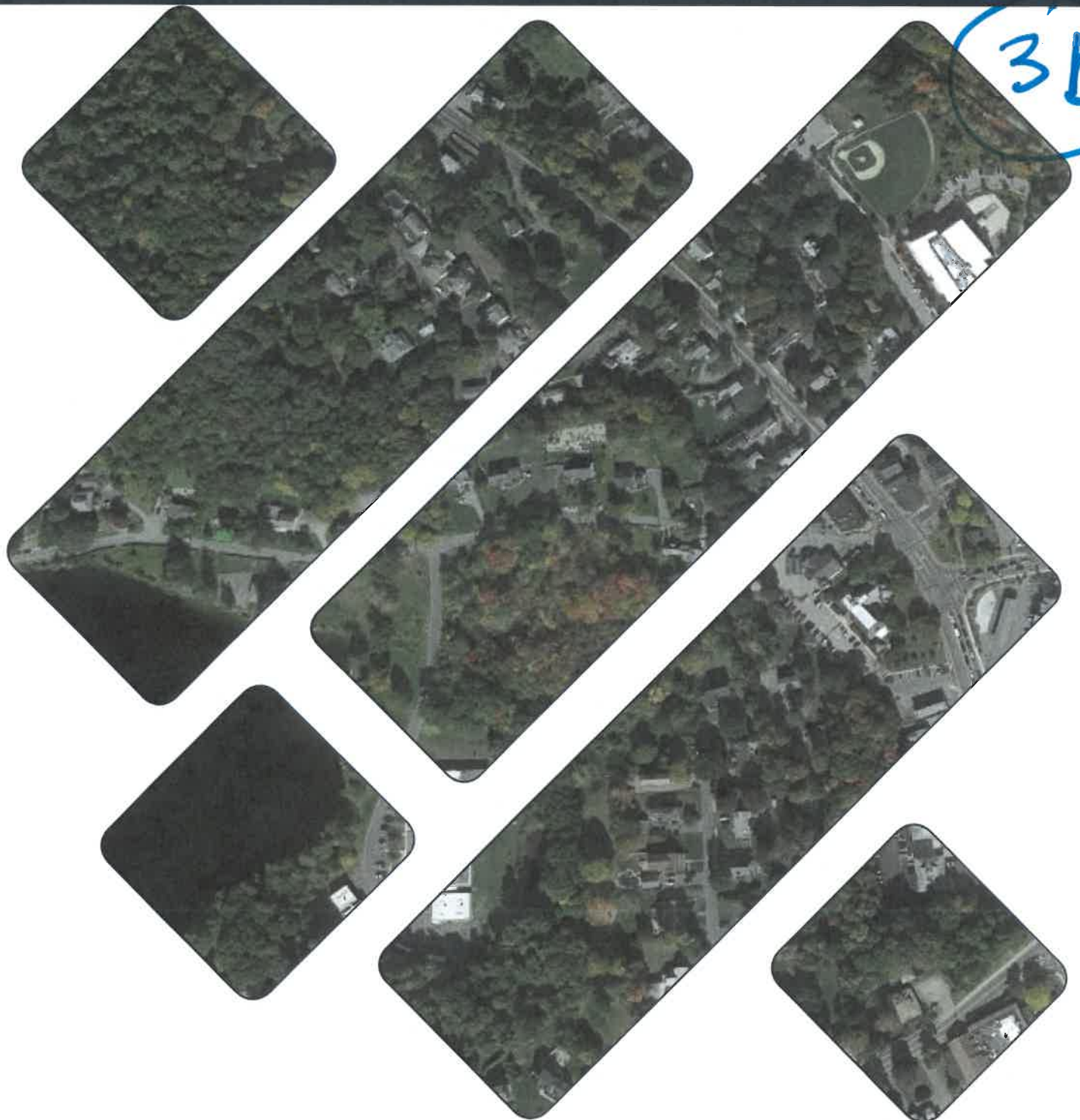
- 1) Demonstrated successful completion of projects of comparable scope.
- 2) Established competence and experience of proposed project team members.
 - a. Project approach
 - b. Effective public engagement
 - c. Technical expertise
 - d. Graphic excellence.
- 3) Proposed schedule and budget. The Team will recommend two or more Consultants (if possible) for an interview by the Planning Board. The Planning Board will make a recommendation for contract award to the Chief Procurement Officer, who will prepare a standard town contract. The anticipated date of contract award is early July 2023. Any contract is subject to receipt of grant funding.

The Town of Middleton reserves the right to reject any proposal, in whole or in part, and to negotiate the terms and conditions with any proposer and to accept any proposal, in whole or in part, which the Town deems, in its sole opinion, to be in the best interest of the Town of Middleton.

PLANNING CONSULTANT SERVICES: COMPREHENSIVE ZONING UPDATE INCLUDING SECTION 3A ZONING COMPLIANCE

TOWN OF MIDDLETON

*Prepared by Innes Associates
and RKG Associates*





June 21, 2023

Katrina O'Leary
Town Planner
Middleton Town Hall
48 S Main Street
Middleton, MA 01949

katrina.oleary@middletonma.gov

Re: Planning Consultant Services: Comprehensive Zoning Update Including Section (3A) Zoning Compliance

Dear Mrs. O'Leary and members of the Selection Committee:

Innes Associates is delighted to submit our response to your request for quotes under the PRF76 Contract. **Innes Associates** and our team member, **RKG Associates**, are both on the list for two categories: 5 (Downtown/Town Center/Commercial area Revitalization Consulting Services) and 6 (Planning, Zoning and Development Consulting Services).

We understand that you are seeking a planning consultant to assist the Town with two major tasks: (1) developing zoning to address previous planning efforts, including zoning that will be compliant with the MBTA Communities Act, and (2) building support for the zoning changes with an informative community engagement process.

To complete Task 1, the Town needs a consultant with a “strong understanding of the State’s technical assessment tools.” **We not only have a strong understanding of the tools – we helped develop them!** Innes Associates and RKG Associates were part of the team (including Massachusetts Housing Partnership (MHP) and the Executive Office of Housing and Livable Communities (EOHLC, formerly DHCD) that **helped develop the Compliance Model**, to be used by all 177 cities and towns to demonstrate their compliance. In addition, **Innes Associates worked directly with EOHLC and MHP to develop the Sample Zoning** that is one of the resources to assist communities with compliance. **RKG Associates worked directly with EOHLC and MHP to develop the economic feasibility analysis guide** for affordable housing.

In addition, Innes Associates is working with the City of Brockton on a Form-Based Code for its downtown, the Town of North Andover on zoning changes for its downtown, and has worked with other communities, including Pittsfield and New Bedford, to develop zoning that address community need, frequently in response to previous planning efforts by the municipality.

Innes Associates Ltd.
36R Moody Street
Byfield, MA 01922

To complete Task 2, the Town needs a consultant team who can provide a “clear and comprehensive public engagement process that helps build consensus and engages voices that are typically not represented.” We have a significant history of working with communities, specifically for zoning changes. For efforts related to Section 3A, we are currently working with the Town of Littleton, the Town of Randolph, the Town of Reading, the City of Methuen, and eight other towns and cities o.

One of those cities is the City of Brockton, where RKG Associates and Innes Associates are working together and separately on three different areas of the city, all of which will be linked by a Section 3A analysis and proposed zoning. Innes Associates is working with the City on a Form-based code for the Downtown/Trout Brook area; this efforts includes translating zoning materials into four separate languages.

I will be the project manager and your direct point of contact. My specialty is in working with communities to develop zoning and design guidelines to achieve their goals, and I have over twelve years of experience as a planner and urban designer. I look forward to introducing you to my colleagues at RKG in the remainder of this document, which includes our notes on the approach, resumes of all team members, our relevant experience, and samples of engagement materials.

We would be happy to answer any further questions about the attached information. Our quote is on page 9 of this document.

On behalf of Innes Associates and my colleagues at RKG Associates , we are excited by this opportunity to work with you and the Middleton community on this project.

I look forward to hearing from you.

Best regards,

A handwritten signature in black ink, appearing to read "Emily Innes". The signature is fluid and cursive, with a large initial "E" and "I".

Emily Keys Innes, AICP, LEED AP ND
President
emily@innes-design.com

Approach

Middleton is an Adjacent community, and has until December 31, 2024, to submit its compliance application to EOHLC. The town's requirements include a minimum land area of 50 acres, and a minimum multifamily unit capacity of 750 units.

The Town is focused on developing a zoning bylaw amendment that brings the town into compliance with Section 3A. Amending the zoning bylaw requires a vote of Town Meeting; no zoning bylaw will pass without sufficient support from the community. Middleton has an open Town Meeting, which means that communication prior to Town Meeting is critical to build understanding and support.

The proposed schedule in the RFQ includes a series of tasks that lead to the May 2024 Town Meeting. Approval at that meeting would allow the Town to comfortably meet its deadline of December 31, 2024. We believe the suggested timeline is appropriate for the Town's needs.

We have reviewed the proposal with respect to the two major tasks identified in the cover letter: 1) develop zoning that addresses recommendations from previous planning efforts (including the 2022 Zoning Audit, the Master Plan, and the Housing Production Plan) and that complies with Section 3A; and 2) build support for the zoning changes with an informative community process. The suggested task structure is appropriate for developing the zoning and moving the drafts through the approval process to Town Meeting.

We recognize the Town's desire to incorporate previously identified local needs identified in existing planning documents and address the State's Smart Growth Principles. At the beginning of the planning process, we would pull all recommendations for zoning changes from the recent plans identified above and develop a strategy to address those that are not affected by Section 3A.

For the rest of the identified zoning changes, the requirements of Section 3A should be viewed as an opportunity to address local needs for housing, and we would expect to expand the discussion to include those needs as part of the development of the draft zoning.

Some of the towns we have assisted to date are evaluating a multi-area strategy for compliance and we have developed additional tools to assist with those conversations. We are working with the Town of Randolph to evaluate proposed district locations with respect to good planning practices by creating a map-based scorecard. In the Town of Littleton, we are creating three-dimensional studies to show the public and the Planning Board the impact of various zoning options; these scenarios are contributing to the refinement of the zoning strategy for their station area.

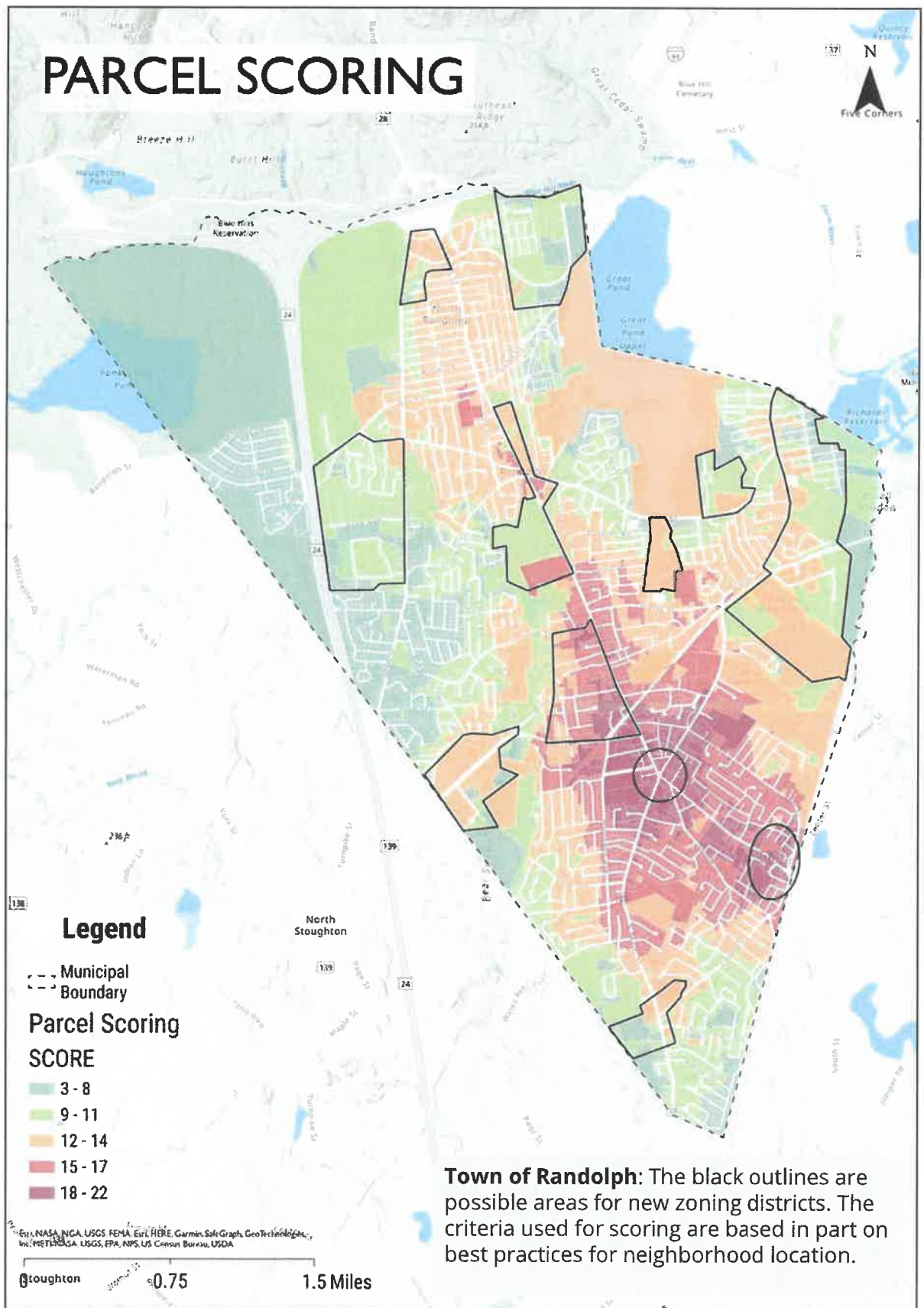
The public engagement strategy outlined in the five proposed tasks in the RFQ is solid base of the type of outreach required. The newsletter strategy is particularly inspired, and we have tools that can track how people interact with the newsletters. The proposed public meetings, sponsored by the Planning Board, are similar to what we have done in the Town of Littleton. Asking Andrew Sheehan to record an update in his weekly Town Administrator videos would also be helpful.

We strongly recommend some additional options for engagement. For zoning, we find that workshops with land use staff and elected officials can be very helpful. We have had success with online workshops – both live (such as a Zoom webinar) and asynchronous – in other words, allowing people to engage with the material on their schedule, rather than ours. Other options include attending existing community events, leveraging the local cable access programs, and holding an open house or office hours. A StoryMap of the proposed zoning changes could also be an effective tool.

We have provided some examples of materials from other projects below and on the following pages.

Various Communities: Examples of recent social media posts.





THE MATH OF SECTION 3A

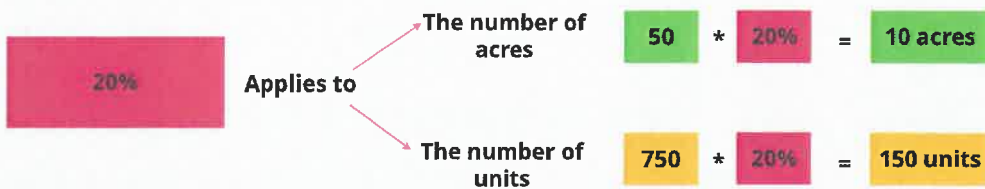
2035 Housing Units	Developable Station Area	Minimum Land Area	Minimum Multifamily Unit Capacity	Percentage of District within the Station Area
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Key data points:

3,889 (RI-9A, 2010 Census)	244 acres (DHCD)	50 acres (DHCD)
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Key calculations:

750 dwelling units	20%
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Town of Littleton: Explaining the requirements for the Littleton Station area (above) and testing scenarios for missing middle housing (below). Both slides are from the third public meeting with the Planning Board.

OPTIONS FOR COMPLIANCE


For illustrative purposes only.

Option A
~400 units




Vehicular access to café/retail and related parking in Options A and B are accessible from the MBTA lot only, not Foster Street.

Option B
~350 units



Buffers from Foster St. are consistent with existing buildings. No parking is allowed in front of the café in Options A and B.

Option C
~300 units



Shorter buildings/buildings with fewer units in Options B and C mean less open space and a smaller buffer with the neighborhood.

In all options, vehicular access to the MBTA parking lot could be closed off with bollards that allow emergency access only. Sidewalks are important for neighborhood connectivity.



GROVELAND
MASSACHUSETTS

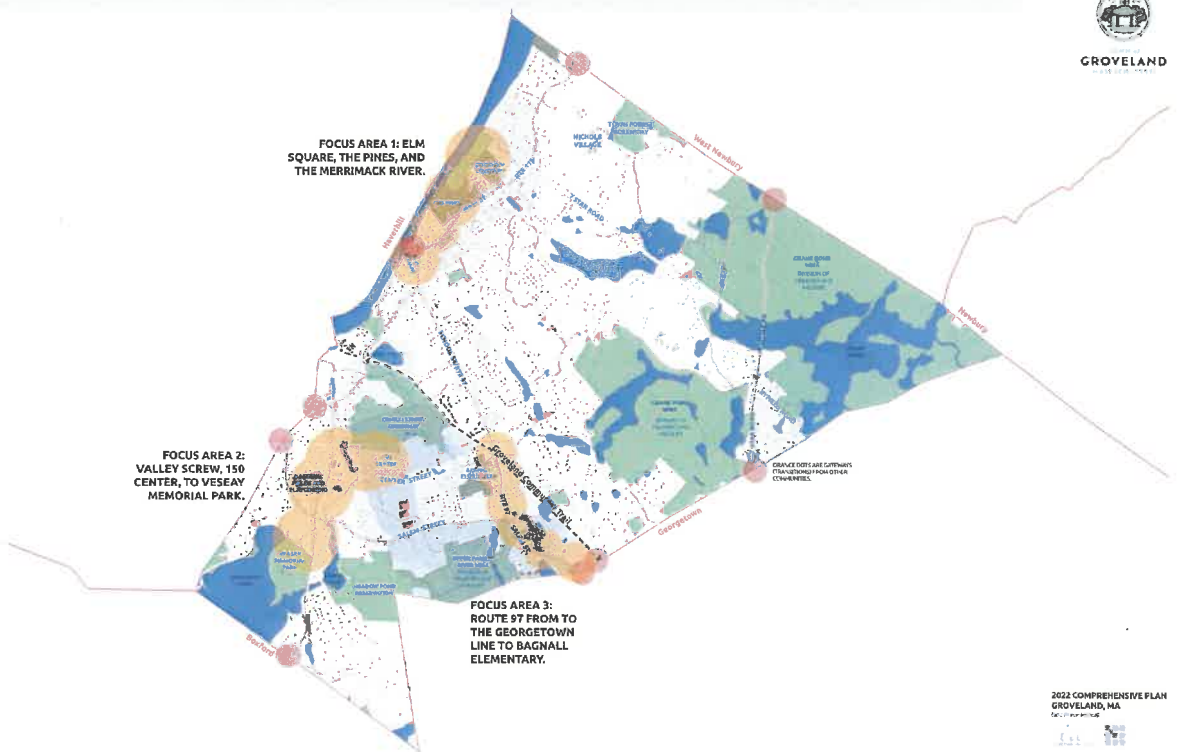


2022 COMPREHENSIVE PLAN
GROVELAND, MA
Groveland MA, LE
GROVELAND
MASSACHUSETTS

Town of Groveland: Existing conditions (above) and focus areas for the comprehensive plan update (below). Two of the focus areas may contribute to Groveland's overall Section 3A strategy.



GROVELAND
MASSACHUSETTS



2022 COMPREHENSIVE PLAN
GROVELAND, MA
Groveland MA, LE
GROVELAND
MASSACHUSETTS

JUNE 28 PUBLIC WORKSHOP: URBAN DESIGN

Design: Impact of Public and Private Design (Urban Design Principles).

PUBLIC REALM: City Responsibilities

City: Street lights

City: Banner

City: Clock

City: Street Tree

City: Benches

City: Trash/recycling barrel

City: Sidewalk materials

City: Accessible ramp

City: Crosswalk



CAMPELLO NEIGHBORHOOD PLAN / CITY OF BROCKTON / MHP / INNES ASSOCIATES / RKG ASSOCIATES / STUDIO LUZ

STEERING COMMITTEE JUNE 7, 2023

City of Brockton: Innes Associates, RKG Associates, and Studio Luz are working Brockton on the Campello Complete Neighborhood Plan on behalf of the city of Brockton and MHP (above and below). The project will include recommended zoning changes that address housing, economic development, and urban design.

JUNE 28 PUBLIC WORKSHOP: URBAN DESIGN

Design: Impact of Public and Private Design (Urban Design Principles).

PUBLIC REALM: Private Responsibilities

Building height (City-regulated)

Building setback (City-regulated)

Appearance of the façade

Safety access (City-regulated)

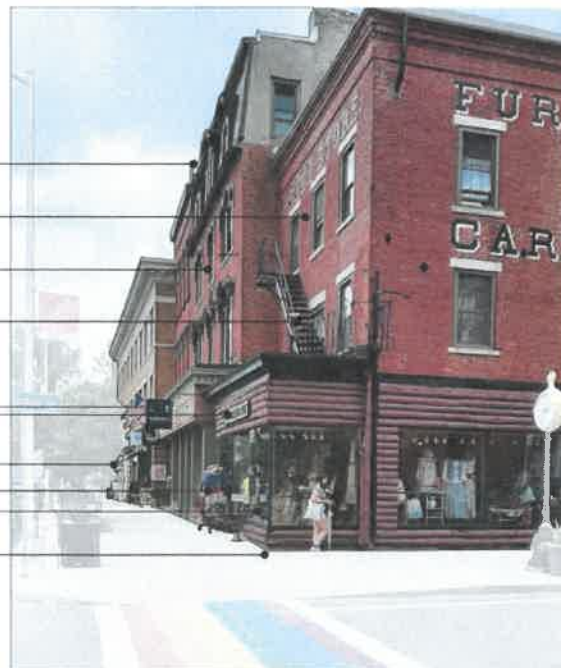
Signage (City-regulated)

Building lighting (City-regulated)

Outdoor retail display (City-regulated?)

Storefront display

Building distance from lot line (City-regulated)






CAMPELLO NEIGHBORHOOD PLAN / CITY OF BROCKTON / MHP / INNES ASSOCIATES / RKG ASSOCIATES / STUDIO LUZ

STEERING COMMITTEE JUNE 7, 2023

Proposed Schedule

The proposed schedule draws from the RFQ and includes options for additional public engagement in the critical Task 3 (developing the initial draft) and Task 4 (building support for the vote of Town Meeting). Options for additional engagement are included under Approach, above.

#	Task Description	JUL- AUG	AUG- OCT	OCT- DEC	JAN- FEB	MAR- MAY
1	Project Kickoff					
	<i>Public Meeting #1</i>					
	<i>Staff training</i>					
	<i>Materials for website</i>					
	<i>Newsletter #1</i>					
2	Gather and Analyze Information					
	<i>Meeting materials including analysis of existing reports and identified zoning changes, current bylaw, and areas of Developable Land and existing infrastructure</i>					
	<i>Public Meeting #2</i>					
	<i>Newsletter #2</i>					
3	Preliminary Draft of Proposed Zoning Bylaw Changes					
	<i>Findings Report with results of model and draft of all zoning recommendations, including the Section 3A changes</i>					
	<i>Meeting materials including visualizations</i>					
	<i>Public Meeting #3</i>					
	<i>Additional public engagement</i>					
	<i>Newsletter #3</i>					
4	Draft Zoning Bylaw Amendments					
	<i>Draft Zoning Bylaw Amendments</i>					
	<i>Meeting materials</i>					
	<i>Public Meeting #4</i>					
	<i>Additional public engagement</i>					
5	Pursue Zoning Bylaw Amendment per G.L. Ch 40A, S. 5.					
	<i>Newsletter #4</i>					
	<i>Meeting materials</i>					
	<i>Public Meeting #5</i>					
	<i>Town Meeting</i>					

Proposed Budget

We are happy to shift effort among the tasks and can discuss the level of effort, if chosen as the preferred team. We called out the estimated fee for the public engagement component of each task so that we can discuss other options for engagement based on our discussion in the approach. We have estimated the total proposed sum of \$70,000 on recent awards for planning processes.

#	Task Description	Public Engagement	Total
	Project Kick-off		\$5,000
1	<i>Public Meeting #1, Website, Newsletter Template, and Newsletter #1</i>	<i>\$3,000</i>	
2	Gather and Analyze Information		\$8,000
	<i>Public Meeting #2, Public Engagement, and Newsletter #2</i>	<i>\$4,000</i>	
3	Preliminary Draft of Proposed Zoning Bylaw Changes		\$30,000
	<i>Public Meeting #3, Public Engagement, and Newsletter #3</i>	<i>\$15,000</i>	
4	Draft Zoning Bylaw Amendments		\$22,000
	<i>Public Meeting #4, Public Engagement, and Newsletter #4</i>	<i>\$10,000</i>	
5	Pursue Zoning Bylaw Amendment per G.L. Ch 40A, S. 5.		\$5,000
	<i>Public Engagement, Newsletter #5, and Town Meeting</i>	<i>\$3,000</i>	
	Total		\$70,000
	<i>Total Public Engagement</i>	<i>\$35,000</i>	

Key Team Members

INNES ASSOCIATES

(Lead Consultant, Community Engagement, Zoning Specialist)

Emily Keys Innes, AICP, LEED AP ND founded Innes Associates in 2020 to continue working with communities of all types and sizes in New England. As an award-winning urban planner and designer, her focus is on how regulations, including zoning, have an impact on the physical, economic, and social experiences of a community.

She has over twelve years of experience in land use planning, much of it within Massachusetts. Emily is also a member of the Adjunct Faculty for the City Planning and Urban Affairs Program at Boston University and co-teaches the Capstone course, required of all master's students in the program.

RKG ASSOCIATES

(Community Engagement, GIS Analysis)

RKG Associates is an award-winning economic, planning, and real estate consultancy. Since its founding in 1981, RKG has built a track record of sound planning advice rooted in data, creativity, and realistic, implementable strategies.

Eric Halvorsen, AICP, Vice President of RKG Associates

Eric has over 15 years of progressive planning and project management experience and manages RKG's England Operations. He worked extensively on the MBTA Compliance Model and technical assistance with over a dozen communities on compliance and modeling.

Chris Herlich, AICP, Senior Analyst of RKG Associates

Chris will serve as the primary analyst on the project and conduct the GIS and spatial analysis, all 2-D and 3-D modeling, and assist with all aspects of public engagement. Chris has over 10 years of progressive planning and urban design experience and is working closely with Eric on several MBTA Communities projects.

Project Experience

The following pages provide a description of our firms, resumes for the professionals listed above, and a sample of our work, particularly with respect to zoning and housing.



tools for success

Emily Keys Innes, AICP, LEED AP ND founded Innes Associates to continue her work with New England communities of all sizes, assisting with planning at all scales: from lots to neighborhoods to entire towns or cities. Our focus is on **providing municipalities with the tools they need to support their communities** through changes in their economy, society, and environment (built and unbuilt).

places for people

We understand how zoning and other regulations control the physical environment, and how that control can **increase the quality of life for people and improve the economic context for businesses, while still providing flexibility for development.**

As part of our commitment to better housing for all, we collaborated with the MHP, DHCD, and our colleagues at RKG Associates on the MBTA Communities Compliance Model. We also worked with MHP and DHCD to create the Sampel Zoning, and associated commentary, to assist communities with compliance.

Innes Associates is certified as a Woman-Owned Business Enterprise (WBE) with the Massachusetts Supplier Diversity Office

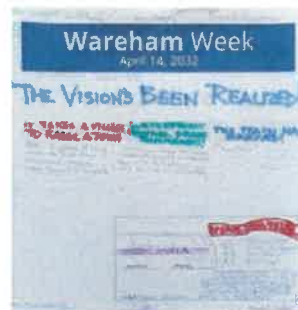
places for communities

We work with people to make their places better – more activities, more housing choices, more jobs, and a higher quality of life. We are proud that in Massachusetts, we work with two critical programs: MassDevelopment's technical services program and the Massachusetts Downtown Initiative, part of the Department of Housing and Community Development. As an on-call consultant for MHP, we assist communities with planning for complete neighborhoods. We have deep experience with the regulatory structures and other tools and actions required to make revitalization happen in our communities.

Those tools include land use plans, zoning changes, design guidelines, and, in Massachusetts, state-enabled programs such as urban renewal/redevelopment plans, 40R, HDIP, and UCH-TIF, and the disposition of municipal properties for community-specific goals.

places for resiliency

Resiliency is a term that can be both overused and misunderstood. However, understanding how our communities can address chronic stressors and acute shocks is critical to their long-term social, economic, and environmental health. We have worked with communities to develop tools to address the impacts of climate change in both cities and more rural communities, including one of the first municipal studies on how climate change might impact our agricultural communities. Our work in downtowns of all scales helps build economic and social strength, and **we understand the strong relationships among affordable housing, well-paying jobs, and engaging places to live, work, play, and learn.**





Emily Keys Innes, AICP, LEED AP ND

Emily Innes, AICP, LEED AP ND is an award-winning planner with over twelve years of experience in planning and urban design. In 2020, she founded Innes Associates to work with communities throughout New England. Her clients are communities of all sizes, state agencies, and private developers, and her primary focus is understanding and guiding the physical use of land, including helping communities use zoning and other land use regulations to achieve their goals. Emily was the former Director of Planning for Harriman and began her planning career at The Cecil Group, which merged with Harriman in 2015.

Selected Awards

APA-MA Comprehensive Plan: 2021
Situate2040 Master Plan Update

APA-MA Planning Project: 2020
Easthampton Downtown Strategic Plan.

APA-MA Neighborhood Plan: 2019
CSX Area Master Plan

APA-MA President's Award: 2017
LawrenceTBD Urban Renewal Plan

Salem Historic Inc: 2011
Salem Downtown Renewal Plan

Certifications

American Planning Association:
Certified Planner (AICP)

USGBC:
LEED AP Neighborhood Development

Commonwealth of Massachusetts:
MVP-Technical Services Provider

A former member of the Milton Planning Board and the town's finance committee, Emily also served as the chair of Milton's Master Plan Committee. She co-teaches the capstone course for Boston University's City Planning and Urban Affairs Program, and has partnered with Marshfield, Lowell, and Malden as part of the course. She holds a Professional Certificate in Real Estate Finance and Development from MIT's Center for Real Estate.

Education

MIT Professional Certificate in Real Estate Finance and Development
University of North Carolina at Chapel Hill: Bachelor of Arts, Linguistics

Professional Affiliations

American Planning Association
Urban Land Institute

Academic Positions

CPUA, Metropolitan College, Boston University: Adjunct Faculty

SELECTED RELEVANT PROJECTS IN MASSACHUSETTS

URBAN DESIGN AND REGULATORY

Massachusetts Housing Partnership/Massachusetts DHCD

Sample Zoning for MBTA Communities

Massachusetts Housing Partnership/RKG Associates

MBTA Communities Compliance Model

Massachusetts Housing Partnership/RKG Associates

Technical Assistance for MBTA Communities

Town of Arlington, Massachusetts**

Industrial Area Zoning Recommendations

Town of Arlington, Massachusetts*

Residential Design Guidelines

City of Brockton, Massachusetts

Downtown/Trout Brook Form-Based Code

Town of Littleton, Massachusetts

MBTA Communities Zoning Evaluation

*Experience with The Cecil Group/Harriman Associates.

**As Harriman Associates and Innes Associates.





RECENT PRESENTATIONS

**Gateway Cities Housing Institute,
Day 2: Create Opportunity with
Local Assets**, November 4, 2021

Downtown After COVID, April 7, 2021

#BUcity Keynote Lecture, October
28, 2020

SNEAPA 2018: The Malden River:
Connections and Collaborations

MassDevelopment/NBEDC/City of New Bedford, Massachusetts**
Zoning for Advanced Manufacturing Campus

Massachusetts Housing Partnership/RKG Associates
MBTA Communities Compliance Model

Massachusetts Housing Partnership/RKG Associates
Technical Assistance for MBTA Communities

Town of Methuen, Massachusetts
MBTA Communities Zoning Evaluation

Town of North Andover, Massachusetts
Downtown Zoning Study

City of Pittsfield, Massachusetts
Zoning Evaluation and Arts District Design Guidelines

City of Pittsfield, Massachusetts*
Downtown Hybrid Form-based Code

Town of Randolph Massachusetts
MBTA Communities Zoning Evaluation

HOUSING DEVELOPMENT

City of Easthampton, Massachusetts
RFP For Disposition of City Schools

Lupoli Development/City of Lawrence, Massachusetts*
Downtown and Mills HDIP

City of Lowell, Massachusetts*
UCH-TIF Plan

MassDevelopment/Town of Foxborough
RFP for Disposition of Land for Affordable Housing

MassDevelopment/Town of Rowley
RFP for Disposition of Land for Affordable Housing

REDEVELOPMENT: URBAN, TOWN CENTERS, AND CORRIDORS

City of Easthampton, Massachusetts*
Easthampton Downtown Strategic Plan

MassHousing/City of Brockton, Massachusetts
Campello Land Use Plan

**MassDevelopment/Brockton Redevelopment Authority/City of Brockton,
Massachusetts**
Lovett Brook Land Use Plan

**MassDevelopment/Brockton Redevelopment Authority/City of Brockton,
Massachusetts***
Downtown/Trout Brook Redevelopment Plan

MassDevelopment/City of Brockton, Massachusetts*
CSX Area Plan Study

*Experience with The Cecil Group/Harriman Associates.

** As Harriman Associates and Innes Associates.



ia
Innes Associates Ltd.



PROJECT PURPOSE

The Commonwealth's new Multi-Family Zoning Requirements for MBTA Communities law will be one of the most impactful housing policy changes in decades.

Innes Associates and RKG Associates worked collaboratively with MHP (Massachusetts Housing Partnership) and DHCD to create the Section 3A Compliance Model and accompanying User Guide. The Compliance Model uses parcel data and zoning information to calculate a build-out for any MBTA District a community may want to test. The design of the model allows users to quickly evaluate different zoning and district scenarios and understand the different impacts proposed zoning requirements may have on residential development. Users can change individual zoning metrics like parking, building height, open space requirements, and lot size to gauge the effect of making zoning more or less restrictive.

Innes Associates continued working with MHP and DHCD to develop Sample Zoning that would help MBTA Communities draft compliance zoning. DHCD released the Sample Zoning in March 2023.

SPECIAL FEATURES

The Compliance Model will be used by the 175 cities and towns that are designated MBTA Communities as part of the compliance application process.

The Sample Zoning provides a valuable resource to communities that need assistance in integrating compliant zoning into their existing ordinance or bylaw.

CLIENT CONTACT

Katy Lacy, AICP
Senior Planner

Massachusetts Housing Partnership
(617) 330-9955
klacy@mhp.net

Chris Kluchman, FAICP
Deputy Director, Community Services Division
DHCD
chris.kluchman@mass.gov



PROJECT PURPOSE

The Town of Littleton hired Innes Associates and RKG Associates to assist with the Town's efforts to comply with the MBTA Communities act. The Town has made significant changes to the zoning for their downtown area, but the Compliance Guidelines require that a certain amount of both land and zoned housing units be located within a half-mile of the Littleton commuter rail station.

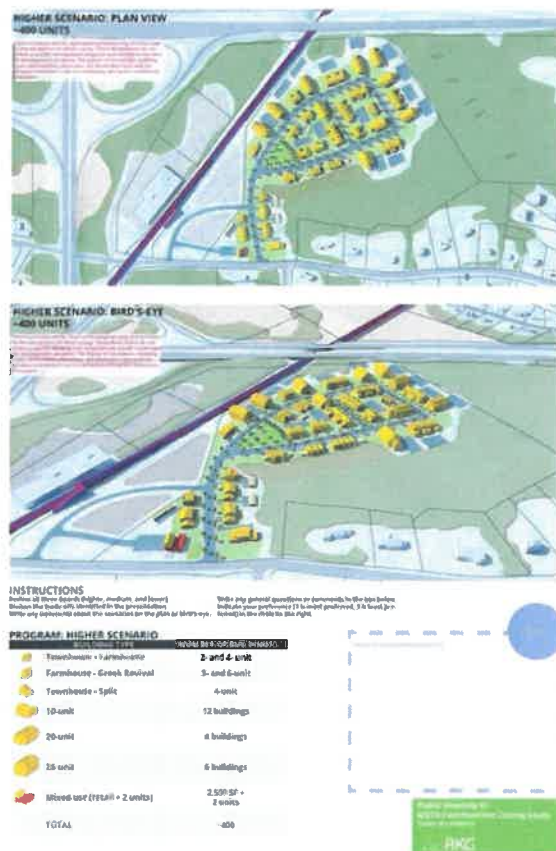
Innes Associates and RKG have tested options for different housing types and scenarios for different levels of development intensity. The process is expected to be complete in summer 2023.

SPECIAL FEATURES

Scenario planning helps community members understand the different impacts of potential zoning strategies.

CLIENT CONTACT

Maren A. Toohill, AICP
Town Planner
Town of Littleton
(978) 540-2425
MToohill@littletonma.org



PROJECT PURPOSE

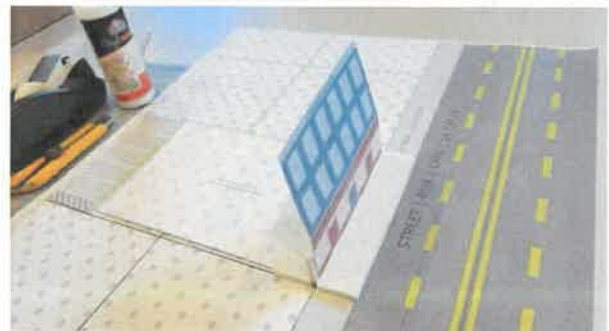
The Downtown area includes two parallel streets with different characteristics. Main Street is mostly built out, with taller building stock. Cross streets offer opportunities for redevelopment to match the existing density. Montello Street, which is parallel to Main Street, has large gaps where buildings have been torn down. Given the street's adjacency to the commuter rail station, many of the parcels are significantly underutilized. New zoning will help encourage redevelopment appropriate to the existing downtown in terms of form, density, and use.

Finally the downtown is adjacent to the Trout Brook area, which includes a large, undeveloped parcel owned by CSX that abut neighborhoods that are not well-integrated into the street and pedestrian network. This area was the subject of a land use and accompanying urban renewal plan. New zoning will help support options for uses that can take advantage of the larger parcel while opening up opportunities to support better pedestrian connections to the train and the downtown for current residents.

The City is considering a form-based code to address the different needs identified above while also responding to the requirements of the MBTA Communities Act.

SPECIAL FEATURES

This planning area includes people who speak for different languages: English, Cape Verdean, Haitian Creole, and Spanish. Translating zoning and design concepts into other languages is a challenge, but helps demystify some of the jargon that can creep into zoning and builds community understanding and support for the proposed changes.



Preparation for community workshop
Image source: Innes Associates



Steering Committee meeting
Image source: City of Brockton

CLIENT CONTACT

Rob May, CECD
Director of Planning and
Economic Development

City of Brockton
45 School Street
Brockton, MA 02301

(508) 580-7113
rmay@cobma.us

PROJECT PURPOSE

Innes Associates is assisting the Town of North Andover with a review of the Town's zoning bylaws for its downtown. The Downtown Overlay district has not been a successful driver of redevelopment, although its Historic Mills subdistrict has been effective, it has required changes.

Innes Associates undertook a detailed analysis of uses and dimensional standards, showing where certain requirements are working against each other, reducing the ability of a property owner to develop at a desired level.

The Town is now planning an extended process of community education around zoning to address concerns about density and change. Innes Associates will support this effort.

SPECIAL FEATURES

Community feedback on zoning changes was initially negative; with revisions to the plan area, proposed uses, and proposed dimensional standards, the Town hopes to address some of the comments received during the public process. This project has used a variety of techniques to help people understand the current challenges, the proposed changes, and the implications of those changes.

CLIENT CONTACT

Andrew Shapiro, AICP
Assistant Town Manager / Director of
Community & Economic Development

Town of North Andover
ashapiro@northandoverma.gov
(978) 688-9533

North Andover
Downtown Zoning Study

**Proposed Sutton Street Subdistrict
Dimensional Standards**

PUBLIC MEETING #3
APRIL 12, 2023

	Current SS	Sutton Street
USE MIX	50,000	25,000
USE COVERAGE	20%	40%
HEIGHT	4 stories/25 feet	4 stories/25 feet
MINIMUM REAR YARD SETBACK	10 feet	10 feet
MINIMUM FRONT YARD SETBACK	10 feet	10 feet
MINIMUM SIDE YARD SETBACK	10 feet	10 feet
MINIMUM FRONT YARD SETBACK	10 feet	10 feet
MINIMUM SIDE YARD SETBACK	10 feet	10 feet
MINIMUM REAR YARD SETBACK	10 feet	10 feet

Existing Conditions

Possible Future Condition
For illustrative purposes only; not a proposed project.

Questions for You
Are these the right dimensional standards for this district?

Comments/Questions

Image source: Town of North Andover/Innes Associates

PROJECT PURPOSE

The City of Pittsfield wanted to revitalize their downtown with a more streamlined permitting process. With Emily Innes as Project Manager, Harriman Associates and Union Studio analyzed the existing physical and regulatory conditions to develop a hybrid form-based code that addressed the needs of the City's historic Downtown Arts District. Developers who followed the guidelines and standards would have a faster permitting process.

City Council approved the zoning in early 2021.

The City of Pittsfield then hired Innes Associates to create a companion set of design guidelines to facilitate staff review of projects and establish thresholds for review by the Community Development Board. Innes Associates completed these guidelines in 2023.

SPECIAL FEATURES

The North and South Streets, the center of the downtown, is over a mile long. Stringing retail along this corridor would reduce the effectiveness of a retail district. The recommendations on which the zoning is based included a core of active ground floor uses, centered around the historic intersection of the two streets.

Buildings along both streets further from the walkable central portion could have ground floor residential uses that met certain standards. Other development standards were identified by street type first, and then by use.

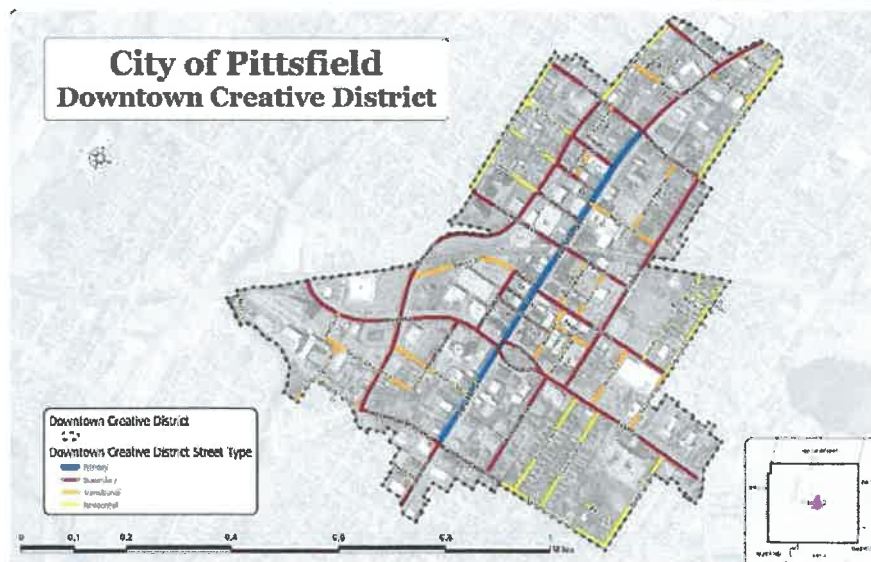


Image source: City of Pittsfield/Innes Associates/ Union Studio

CLIENT CONTACT

CJ Hoss
formerly City of Pittsfield
Berkshire Regional Planning
Agency
(413) 442-1521

Jacinta Williams
City Planner, City of Pittsfield
jwilliams@cityofpittsfield.org

Nate Joyner
Housing Program Manager
njoyner@cityofpittsfield.org

Community Development
City of Pittsfield
70 Allen Street
Pittsfield, MA 01201
(413) 499-9358

PROJECT PURPOSE

The Town of Groveland contracted with Innes Associates and Form + Place to create a new comprehensive plan for the community. This plan is now in its final stages of review.

Groveland is a town of just under 7,000 people along the Merrimack River in Essex County. The Town of Groveland wanted a streamlined plan that focused on three key areas of the Town:

- Elm Square, the historic commercial center
- Route 97, the main commercial corridor that links to the newly created Community Trail (a multi-use path that will connect to the Borders to Boston trail system)
- 150 Center, an undeveloped 60+ acre parcel owned by the Town within the aquifer protection zone and adjacent to conservation land.

The consultant team was able to integrate the planning elements from Section 81D into the evaluation of all three focus areas. The process included three workshops (one for each area), attendance at Groveland Day, and community-wide surveys.

SPECIAL FEATURES

Even before the comprehensive plan was complete, the Town applied for, and received a grant from MassDevelopment for a land use and feasibility study for 150 Center.

Innes Associates is part of the team investigating options for the site, which may include some combination of the following:

- Commercial recreation
- Housing,
- Community facilities
- Connections to the trail network, including the Community Trail
- Continued protection for the aquifer under the land

GROVELAND COMPREHENSIVE PLAN WHAT DO YOU THINK? BOARD #1: INTRODUCTION

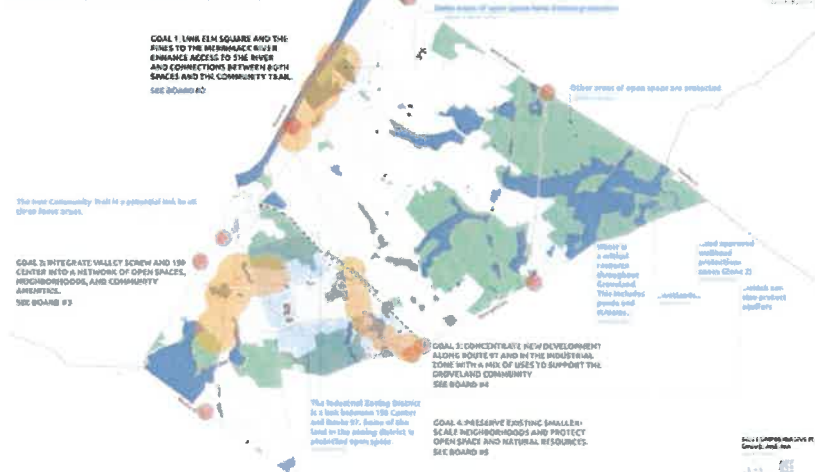


Image source: Town of Groveland/Innes Associates

CLIENT CONTACT

Rebecca Oldham
Town Administrator

Annie Schindler
Town Planner & Environmental
Program Coordinator

Town of Groveland
183 Main Street
Groveland, MA 01834

(978) 556.7214
roldham@grovelandma.com
aschindler@grovelandma.com



FIRM PROFILE

RKG Associates, Inc. is a full service economic, planning, and real estate consulting firm with offices located in Boston, MA, Alexandria, VA, Atlanta, GA, and Dallas, TX. Since our founding in 1981, the firm has successfully completed more than two thousand consulting projects regionally, nationally, and internationally, providing a comprehensive range of economic, planning, marketing and management services to governmental, business and institutional clients. The firm currently employs 9 full-time professionals, having grown to become one of the most respected economic and real estate advisory consulting firms in United States.

RKG Associates specializes in the application of economic analysis to economic development, real estate development, and financing issues toward the goal of attracting private sector investment and job creation. We have completed numerous economic development strategic plans and economic diversification strategies. Our approach is to synthesize the market, real estate, and fiscal analysis into an achievable, yet progressive, implementation strategy. Simply put, an economic development effort is only effective if it is accompanied by a detailed “road map” for the client to transition from vision to action. Our expertise transcends the location, size and scale of a community, having advised rural towns all the way to major metropolitan areas.

RKG Associates has assembled a group of highly qualified professionals who bring their own unique perspective to each assignment, and the firm’s strength lies in the diversity of backgrounds and disciplines represented within the organization. The talents of staff economists, planners, financial analysts, appraisers and real estate developers are brought together in a team effort to solve client problems. RKG Associates also has access to, and works with, a wide array of affiliates and consultants who provide technical expertise in such areas as architecture, urban design, engineering, environmental science, and associated disciplines.

RKG Associates Core Service Areas

Economic Consulting Services

RKG’s economic consulting services center on evaluating demographic, economic, real estate and industry-wide trends within a city, region, and/or state. This research allows us to evaluate the economic and fiscal impacts of a proposed facility or new development, create a target industry analysis, or formulate an economic development plan for an area. Economic Consulting services include:

- » Fiscal and Economic Impact Analysis
- » Downtown Revitalization and Urban Redevelopment
- » Economic Development Strategies
- » Labor Force Studies
- » Target Industry Analysis

Real Estate Services

Projects grounded in a market-based approach – regardless of industry – allows our clients to maximize the potential by identifying highest and best use, defining the market factors and associated impact on outcome expectations, and targeting consumer demand. The professionals at RKG have over 30 years of experience providing market research, development feasibility and financial feasibility consulting services to both the public and private sectors on a wide variety of real estate projects. Our project experience throughout the U.S. includes:

- » Real Estate Market Research
- » Market Feasibility Studies
- » Highest and Best Use Studies
- » Financial Feasibility Analysis
- » Real Estate Appraisals
- » New Construction, Land Development and Adaptive Reuse

Planning Services

Sound planning positions an organization or community for success. Practical planning efforts enables agencies the ability to progressively meet their needs on an ongoing basis. Operation and organizational development focus on the people and processes that accelerate and improve growth initiatives. Simply put, focus is placed on the critical factors – the core mission and goals of the organization – so that adequate resources are allocated to the activities that provide the greatest benefit. When an organization is faced with crucial decisions that have the potential to infinitely impact all four critical elements of business – human resources, financial resources, physical resources, and capital – an impartial and factual based form of planning is required. RKG's planning professionals have special expertise in evaluating overall land use patterns, rezoning strategies to encourage new investment, project management, public process and the preparation of economic base and market studies in support of the municipal master planning process. Planning services includes:

- » Brownfields Redevelopment
- » Military Base Reuse
- » Municipal Master Plans
- » Tax Base Management Strategies
- » Municipal Service Studies
- » Open Space and "Smart Growth" Strategies
- » Transportation Planning
- » Real Estate Advisory Services



ERIC HALVORSEN, AICP **Vice President and Principal**

Eric Halvorsen, AICP, has over fourteen years of experience in land use, economic development, housing, and transportation planning. Eric's diverse planning background provides a broad perspective making connections between the many facets that drive community decisions, inputs, and results. Eric also brings a wide range of project experience including work on master plans, downtown plans, economic and market studies, housing plans, and site specific plans. Additionally, he has managed multiple public engagement efforts, crafting processes for groups as small as five and as large as 300. These include highly interactive open houses, site walks, town hall meetings, small group facilitation, focus groups, and project working groups.

Eric's focus has been and continues to be the formulation of realistic strategies that help catalyze change in the short- and long-term. Making connections between each facet of community development is a critical component to success. Eric enjoys learning, understanding, and leveraging those elements of a place that make it unique.

EDUCATION

University of Illinois

Masters of City and Regional Planning

Rutgers University

B.S. in Environmental Planning and Design

Harvard University Executive Ed.

Urban Retail

PROFESSIONAL AFFILIATIONS

Urban Land Institute

Housing and Economic Development Council

American Institute of Certified Planners

American Planning Association

ECONOMIC, FISCAL, AND LAND USE MODELING

MBTA Zoning & Land Use Model

Massachusetts

MBTA System-wide Parking Analysis

Massachusetts

Silverline Extension Study (on-going)

Boston Core, Massachusetts

Providence Line Improvement Analysis

Providence, Rhode Island to Boston, Massachusetts

Route 37 TIGER Grant Analysis

Cranston, Rhode Island

Route 138 Corridor Market Study

Canton, Massachusetts

Route 113 Corridor Study

Dunstable, Massachusetts

Route 66 Corridor Market Study

Portland and Easthampton, Connecticut

Market Analysis & Development Feasibility Study

Springfield, Worcester, Fitchburg, and Lynn, Massachusetts

Arlington Industrial Zoning Study

Arlington, Massachusetts

Land Use and Fiscal Impact Model

Hamilton, Massachusetts

Tough Tech Cluster Economic Impact Analysis

Somerville, Massachusetts

Economic Impact Analysis of Housing on Downtown

Wakefield, Massachusetts

**Additional Project Experience Provided Upon Request*

RKG Associates



CHRIS HERLICH, AICP
Senior Planner/Analyst

Chris Herlich, AICP, has more than a decade of experience in consulting, advising local, state, and federal agencies in addition to nonprofits and businesses. Prior to joining RKG Associates, Chris spent more than five years as an urban designer in a large architecture firm. In addition to his quantitative and analytical skills, he uses his understanding of the physical realm and the implications of policy on the built environment to provide clients with strategic insight on the character and spatial qualities of their communities. He has a wealth of experience in city and district master planning; waterfront planning; geodesign; climate change, energy, and environmental consulting; and transportation planning. He focuses his professional practice on the ways data can inform, justify, and inspire design and development in urban environments, and communicating complex planning concepts to stakeholders in easily accessible media.

EDUCATION

University of Michigan
Master of Urban Planning | Graduate
Certificate in Real Estate Development

Carnegie Mellon University
B.S., Political Science & Economics

PROFESSIONAL AFFILIATIONS

Urban Land Institute
Boston Infrastructure Council

American Planning Association
American Institute of Certified Planners

**ECONOMIC DEVELOPMENT AND MARKET STUDY
EXPERIENCE**

Master Plan
Methuen, Massachusetts (on-going)

Corridor Market Analysis
Danvers, Massachusetts

Economic Development Strategic Plan
Framingham, Massachusetts

Corridor Market Analysis
Westerly, Rhode Island

Toledo Neighborhood Revitalization Strategy
Toledo, Ohio

South Norwalk TOD Study
Norwalk, Connecticut

Corridor Market Analysis
Seekonk, Massachusetts (on-going)

Downtown Market Analysis
Lewiston, Maine (on-going)

COMMUNITY MASTER PLAN EXPERIENCE

Master Plan
Hamilton, Massachusetts

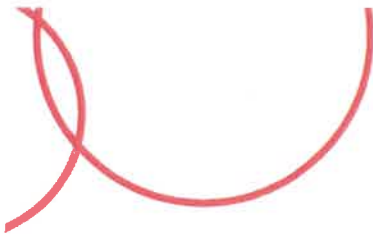
Master Plan
Medway, Massachusetts

Comprehensive Plan
Williamstown, Massachusetts

Master Plan
Johnston, Rhode Island

Master Plan
Braintree, Massachusetts (on-going)

**Additional Project Experience Provided Upon Request*

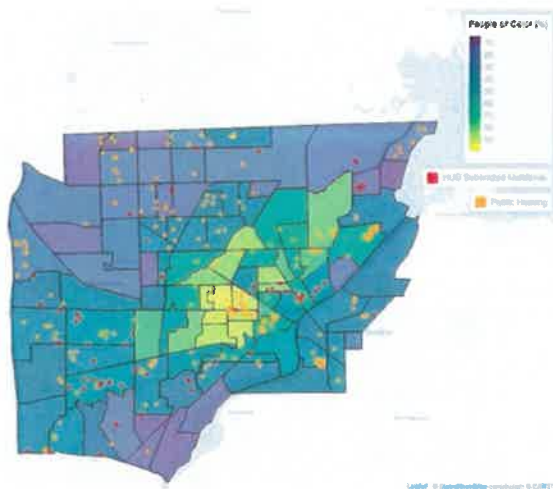
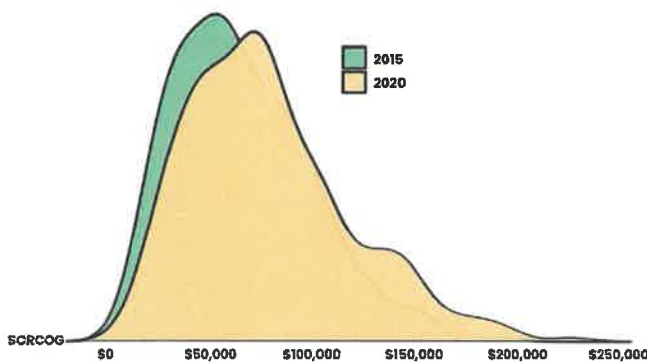


WHAT SETS

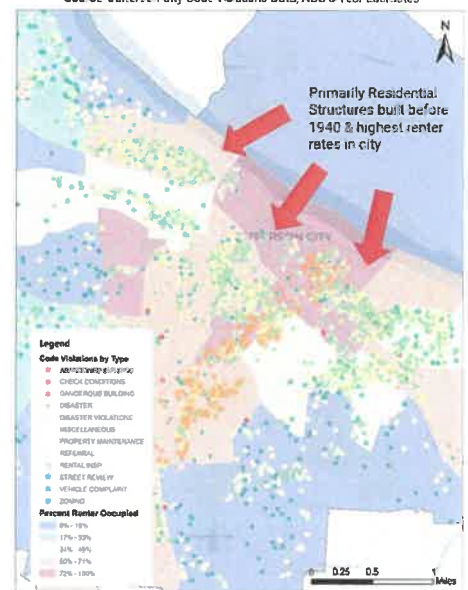
Data Analysis and Visualization

RKG is continually pushing to use data to understand the community's unique housing story and utilize a variety of visual platforms to showcase the information. From interactive maps to infographics to comparative graphs, we strive to help people understand their community through data and visuals.

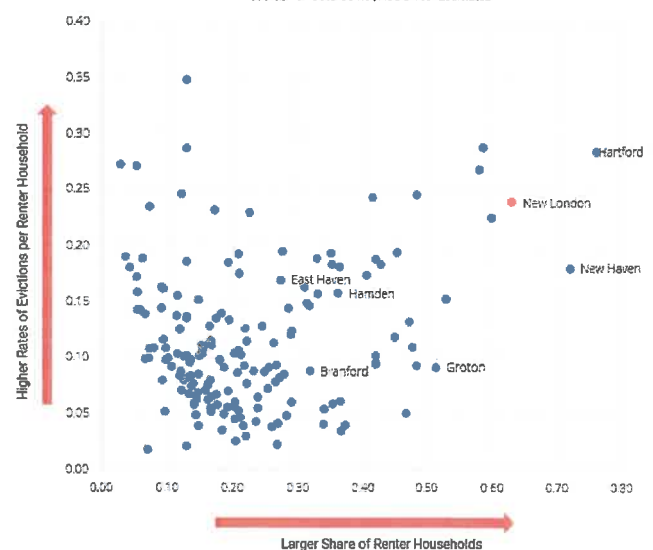
Regional Distribution of Household Incomes
Source: ACS 5-Year Estimates



Code Violations & Percent Renter Occupied
Source: Jefferson City Code Violations Data, ACS 5-Year Estimates



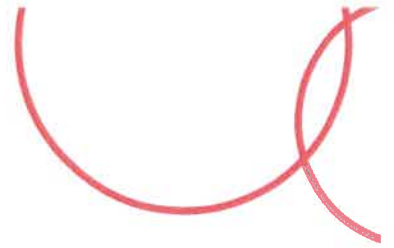
Eviction Rates and Renter Households by Municipality
Source: CT Data Center, ACS 5-Year Estimates



Focus on Equity

Equity is a primary consideration and outcome of the housing work we do. Housing opportunities are not the same for all individuals and it is important to understand the historic systems and inherent biases that persist today. RKG led the data analysis for the City of Toledo, Ohio's Racial Equity Strategy and helped develop methodologies to identify and reduce racial disparities within the homelessness system in South Dakota and Colorado.

US APART



MBTA 3A Technical Assistance

RKG and Innes Associates have been at the forefront of providing technical assistance to the Commonwealth by leading the creation of the MBTA 3A Compliance Model that is being used to test compliance for all 175 municipalities as part of the MBTA Zoning Legislation and Guidelines published in 2022. RKG and Innes Associates have already provided early technical assistance to nine early adopter communities to learn more about how the guidelines are applied at the local level. We continue to serve together as a team providing additional technical assistance through MHP's on-call TA program.

Housing and Zoning Experience

RKG has been providing housing analytics and strategies for over 40 years to communities across New England and the United States. We have worked on dozens of Master Plan Housing Elements as well as Housing Production Plans. Our partner, Innes Associates, brings a wide range of experience working with municipalities on master plans, downtown plans, corridor studies, and most importantly, zoning. Emily Innes is a recognized leader in both traditional zoning and form-based code in Massachusetts and has written draft zoning bylaws that comply with MBTA Communities regulations. Together our team has worked with many municipal clients to turn policy to action through local housing production, preservation, and regulation.

Local and National Experience

RKG and Innes Associates bring a unique mix of both local and national experience having worked on housing and zoning projects in many different places. RKG has worked on statewide housing plans for the State of Michigan, affordable housing plans in dozens of states including Massachusetts, Connecticut, and Rhode Island, and current serves as technical assistance providers to HUD on national data research projects and publications.



Villebridge

Middleton Comprehensive Permit Application Schedule

1. Under Chapter 40B guidelines, there is a 30-day deadline to open the public hearing after a Comprehensive Permit application is filed with the Town Clerk
2. The Applicant plans to file the Comprehensive Permit Application on Aug. 22, 2023 (two days before the August 24 meeting).
3. The ZBA will schedule 90 minutes per meeting (2 hours for first hearing) to discuss the application and will use the schedule below as a guide to discuss various topics.
4. At least 15 minutes of each hour will be reserved for members of the public to ask questions or make comments.
5. Any new material from the applicant must be submitted by the Thursday before each meeting at 3PM to be considered for discussion at a meeting.
6. Deadlines:
 - Public Hearing opened within 30 days of filing (MGL c40B s21)
 - Decision must be made within 40 days of close of public hearing (MGL c40B s21)
 - Public Hearing cannot extend beyond 180 days from first hearing date (760CMR56.00)

ZBA Meeting Date

Agenda / Topics

(Schedule subject to revisions, as needed)

August 24, 2023

*** HEARING NOT YET OPEN**

1. Town Planner receives Board approval of this schedule and authorization to seek Peer Review cost estimates from board's Peer Review Consultant (TEC)

September 20, 2023

(29) days since date of filing.

2 hours scheduled for hearing

*** HEARING OPENS**

1. Overview Presentation
2. Review of Waiver Requests
3. Authorize Peer Reviewer (TEC The Engineering Corp)
4. Guidance on Building Design Updates
5. Traffic: determine study network
6. Board questions
7. Public Comment

October 26, 2023

(+36 days since prior meeting)

1.5 hr scheduled for hearing

1. Building Size and Massing Review
2. Building Design
3. Civil: Site Plan, Grading, Utilities, Subdivision, Stormwater
4. Septic

8/25/23

	<ol style="list-style-type: none">5. Follow-Up on Prior Topics6. Board questions7. Public Comment
November 16, 2023 (+21 days since prior meeting) 1.5 hr scheduled for hearing	<ol style="list-style-type: none">1. Building Size and Massing Review - Continuation2. Building Design (if needed)3. Traffic4. Follow-Up on Prior Topics5. Board questions6. Public Comment
December 14, 2023 (+28 days since prior meeting) 1.5 hr scheduled for hearing	<ol style="list-style-type: none">1. Landscaping & Lighting2. Follow-Up on Prior Topics3. Board questions4. Public Comment
January 25, 2024 (+42 days since prior meeting) 1.5 hr scheduled for hearing	<ol style="list-style-type: none">1. Follow-Up on Prior Topics2. Review of Waivers3. Decision Conditions Discussion4. Board questions5. Public Comment6.
February 22, 2024 (+28 days since prior meeting) 1.5 hr scheduled for hearing	<ol style="list-style-type: none">1. Follow-up on Prior Topics2. Close public hearing (before deadline of March 18, 2024)3. Decision Conditions (Board discussion only)
March 18, 2024	Deadline for closing public hearing (180 days from first Public Hearing)
March 28, 2024 (+35 days since prior meeting) 1.5 hr scheduled for discussion	<ol style="list-style-type: none">1. Decision/Conditions (deadline for rendering decision is 40 days after close of public hearing, or April 2, 2024 if hearing closes on Feb. 22, 2024)

NOTE: The schedule above is based on the understanding the ZBA wishes to hear the application during its regularly scheduled meetings, for up to 90 minutes at each meeting, and concentrating on 2-3 subjects each meeting.



1150 Great Plain Ave. # 920056
Needham, MA 02492
Phone: (617) 418-3575

4

August 22, 2023

BY HAND

Ilene Twiss, Town Clerk
Town of Middleton
48 South Main Street
Middleton, MA 01949

RE: Application for Comprehensive Permit
Project: Villebridge Middleton
Applicant: Villebridge Acquisitions LLC
Owner: 10 Boston St. & 49 S. Main St.: Champlain Realty Trust; 18 Boston St.: Stigliano, Inc.
Property: 10 Boston St., a portion of 49 S. Main St., and a portion of 18 Boston St.

Dear Ms. Twiss:

Enclosed please find for filing with your Office and with the Zoning Board of Appeals is a Comprehensive Permit Application with supporting materials for the project known as Villebridge Middleton, including the following:

- 25 hard copies of the Comprehensive Permit Application package
- 5 full-size (42" x 30") hard copies of the Comprehensive Permit Plans
- 20 reduced-size (17" x 11") hard copies of the Comprehensive Permit Plans
- 1 hard copy of the full Traffic Impact Assessment (including the Appendix)
- 24 hard copies of the Traffic Impact Assessment Report (report only; no Appendix)
- 8 hard copies of the Stormwater Management Report
- 1 USB thumb drive containing all the materials listed above in PDF format
- Pursuant to §3.B.1 of the Comprehensive Permit Rules, a Filing Fee in the amount of \$4,000
- Pursuant to §3.B.3 of the Comprehensive Permit Rules, a Legal Fee in the amount of \$5,000

The required number of copies of the Application materials described above was confirmed with Katrina O'Leary, Town Planner.

Please confirm your receipt of this Application by date-stamping a duplicate of this cover letter and returning the same to me.

Respectfully Submitted,



Authorized Representative:
Lars Unhjem, Manager
Villebridge Acquisitions LLC

- REDACTED -
Summits Place
(Sheela and Sons Corp)

TRANSFER OF LICENSE

6

To apply for a transfer of alcoholic beverages retail license, you will need the following:

- ✓ \$200 Fee paid online through our online payment link: **ABCC PAYMENT WEBSITE**
- ✓ **Monetary Transmittal Form**
- ✓ **DOR Certificate of Good Standing** This must be obtained by the seller, not the buyer.
- ✓ **DUA Certificate of Compliance** This must be obtained by the seller, not the buyer.
- ✓ **Transfer Application**
- ✓ **Manager Application**
 - **Vote of the Entity**
- ✓ **Business Structure Documents**
 - If Sole Proprietor, **Business Certificate**
 - If partnership, **Partnership Agreement**
 - If corporation or LLC, **Articles of Organization** from the Secretary of the Commonwealth
- ✓ **CORI Authorization Form** Complete one for each individual with financial or beneficial interest in the entity that is applying AND one for the proposed manager of record. *This form must be notarized with a stamp or raised seal.*
- ✓ **Purchase and Sales Agreement**
- ✓ **Proof of Citizenship** for the proposed Manager of Record.
 - **Supporting Financial Records** for all financing and or loans, including pledge documents, if applicable.
 - **Legal Right to Occupy**, a lease or deed.
 - **Floor Plan**
 - **Advertisement**
 - **Additional information**, if necessary, utilizing the formats provided and or any affidavits.
 - **Management Agreement**, if applicable, requires the following :
 - **Management Agreement Application**
 - **Management Agreement**
 - **Vote of the Entity**
 - **CORI Forms** for all listed in Section 13 and attachments

Please Note: You may be requested to submit additional supporting documentation if necessary.



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.



Description	Applicant, Licensee or Registration Number	Amount
FILING FEES-RETAIL	Sheela and Sons Corp	\$200.00
		\$200.00

Total Convenience Fee: \$4.70

Date Paid: 8/7/2023 2:31:00 PM EDT

Total Amount Paid: \$204.70

Payment On Behalf Of

License Number or Business Name:
Sheela and Sons Corp

Fee Type:
FILING FEES-RETAIL

Billing Information

First Name:
sumit

Last Name:
saini

Address:

City:
Middleton

State:
MA

Zip Code:
01949

Email Address:
sumitsainim@gmail.com



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

**RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM
APPLICATION FOR A TRANSFER OF LICENSE**

ECRT CODE: RETA

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

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

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

ENTITY/ LICENSEE NAME Sheela and Sons Corp DBA Summit's Place

ADDRESS 229 South Main Street

CITY/TOWN Middleton

STATE MA

ZIP CODE 01949

For the following transactions (Check all that apply):

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

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



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0441941280
Notice Date: August 1, 2023
Case ID: 0-002-126-739



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MIDDLETON HOUSE OF PIZZA INC
251 S MAIN ST
MIDDLETON MA 01949-2444

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, MIDDLETON HOUSE OF PIZZA INC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

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

Visit us online!

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

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

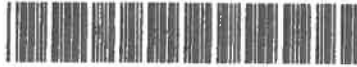
Edward W. Coyle, Jr., Chief
Collections Bureau



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

Maura Healey
GOVERNOR

Kim Driscoll
LT. GOVERNOR



432419451

Lauren E. Jones
SECRETARY

Katie Dishnica
DIRECTOR

MIDDLETON HOUSE OF PIZZA INC
229 SOUTH MAIN ST
MIDDLETON, MA 01949

EAN: 83084471
August 04, 2023

Certificate Id:73172

The Department of Unemployment Assistance certifies that as of 8/4/2023 ,MIDDLETON HOUSE OF PIZZA 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.

Katie Dishnica, Director

Department of Unemployment Assistance



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

APPLICATION FOR A TRANSFER OF LICENSE

Municipality

1. TRANSACTION INFORMATION

- ☒ Transfer of License
☐ Alteration of Premises
☐ Change of Location
☐ Management/Operating Agreement
- ☐ Pledge of Inventory
☐ Pledge of License
☐ Pledge of Stock
☐ Other
- ☐ Change of Class
☐ Change of Category
☐ Change of License Type
(\$12 ONLY, e.g. "club" to "restaurant")

Please provide a narrative overview of the transaction(s) being applied for. On-premises applicants should also provide a description of the intended theme or concept of the business operation. Attach additional pages, if necessary.

2. LICENSE CLASSIFICATION INFORMATION

ON/OFF-PREMISES

TYPE

CATEGORY

CLASS

3. BUSINESS ENTITY INFORMATION

The entity that will be issued the license and have operational control of the premises.

Current or Seller's License Number

FEIN

Entity Name

DBA

Manager of Record

Street Address

Phone

Email

Add'l Phone

Website

4. DESCRIPTION OF PREMISES

Please provide a complete description of the premises to be licensed, including the number of floors, number of rooms on each floor, any outdoor areas to be included in the licensed area, and total square footage. If this application alters the current premises, provide the specific changes from the last approved description. You must also submit a floor plan.

Total Sq. Footage

Seating Capacity

Occupancy Number

Number of Entrances

Number of Exits

Number of Floors

APPLICATION FOR A TRANSFER OF LICENSE

5. CURRENT OFFICERS, STOCK OR OWNERSHIP INTEREST

Transferor Entity Name **MIDDLETON HOUSE OF PIZZA** By what means is the license being transferred? **Purchase**

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

Name of Principal	Title/Position	Percentage of Ownership
PETER DEMAKES	PRESIDENT	
NEKTARIOS S. DEMAKIS	MANAGER	

6. 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, LLC Members, LLP Partners, Trustees etc.). Attach additional page(s) provided, if necessary, utilizing Addendum A.

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

Name of Principal	Residential Address	SSN	DOB
Sumit Saini	Idleton, MA, 01949		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Secretary/Treasurer		<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
			MA Resident
			<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Sher Singh Saini	Middleton, MA, 01949		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
President	65	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
			MA Resident
			<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Mandeep Kumar	Middleton, MA, 01949		
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Director	35	<input type="radio"/> Yes <input checked="" type="radio"/> No	<input type="radio"/> Yes <input checked="" type="radio"/> No
			MA Resident
			<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
		<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
			MA Resident
			<input type="radio"/> Yes <input type="radio"/> No

APPLICATION FOR A TRANSFER OF LICENSE

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

Name of Principal	Residential Address	SSN	DOB
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
			MA Resident
			<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
			MA Resident
			<input type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
			MA Resident
			<input type="radio"/> Yes <input type="radio"/> No

Additional pages attached? ☐ Yes ☒ No

CRIMINAL HISTORY

Has any individual listed in question 6, and applicable attachments, ever been convicted of a State, Federal or Military Crime? If yes, attach an affidavit providing the details of any and all convictions.

☐ Yes ☒ No

6A. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

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

Name	License Type	License Name	Municipality

6B. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

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

Name	License Type	License Name	

APPLICATION FOR A TRANSFER OF LICENSE

6C. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question 6A or 6B ever been suspended, revoked or cancelled?

Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

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

7. CORPORATE STRUCTURE

Entity Legal Structure

Date of Incorporation

State of Incorporation

Is the Corporation publicly traded? ☐ Yes ☒ No

8. OCCUPANCY OF PREMISES

Please complete all fields in this section. Please provide proof of legal occupancy of the premises.

- If the applicant entity owns the premises, a deed is required.
- If leasing or renting the premises, a signed copy of the lease is required.
- If the lease is contingent on the approval of this license, and a signed lease is not available, a copy of the unsigned lease and a letter of intent to lease, signed by the applicant and the landlord, is required.
- If the real estate and business are owned by the same individuals listed in question 6, either individually or through separate business entities, a signed copy of a lease between the two entities is required.

Please indicate by what means the applicant will occupy the premises

Landlord Name

Landlord Phone

Landlord Email

Landlord Address

Lease Beginning Date

Rent per Month

Lease Ending Date

Rent per Year

Will the Landlord receive revenue based on percentage of alcohol sales?

☐ Yes ☒ No

9. APPLICATION CONTACT

The application contact is the person who the licensing authorities should contact regarding this application.

Name:

Phone:

Title:

Email:

APPLICATION FOR A TRANSFER OF LICENSE

10. FINANCIAL DISCLOSURE

A. Purchase Price for Real Estate	
B. Purchase Price for Business Assets	285000.00
C. Other* (Please specify)	
D. Total Cost	285000.00

*Other: (i.e. 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):"

SOURCE OF CASH CONTRIBUTION

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

Name of Contributor	Amount of Contribution
Sher Singh	185250
Mandeep Kumar	99750
Total	285000.00

SOURCE OF FINANCING

Please provide signed financing documentation.

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

FINANCIAL INFORMATION

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

11. PLEDGE INFORMATION

Please provide signed pledge documentation.

Are you seeking approval for a pledge? ☐ Yes ☒ No

Please indicate what you are seeking to pledge (check all that apply) ☒ License ☐ Stock ☐ Inventory

To whom is the pledge being made?

12. MANAGER APPLICATION

A. MANAGER INFORMATION

The individual that has been appointed to manage and control the licensed business and premises.

Proposed Manager Name Date of Birth SSN

Residential Address

Email Phone

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

B. CITIZENSHIP/BACKGROUND INFORMATION

Are you a U.S. Citizen?*

☒ Yes ☐ No *Manager must be a U.S. Citizen

If yes, attach one of the following as proof of citizenship US Passport, Voter's Certificate, Birth Certificate or Naturalization Papers.

Have you ever been convicted of a state, federal, or military crime?

☐ Yes ☒ No

If yes, fill out the table below and attach an affidavit providing the details of any and all convictions. Attach additional pages, if necessary, utilizing the format below.

Date	Municipality	Charge	Disposition

C. EMPLOYMENT INFORMATION

Please provide your employment history. Attach additional pages, if necessary, utilizing the format below.

Start Date	End Date	Position	Employer	Supervisor Name
08/01/2018	06/01/2023	Manager	Athas Famous Roast Beef	
12/13/2021	current	Manger	Brothers Roast Beef and Seafood	

D. PRIOR DISCIPLINARY ACTION

Have you held a beneficial or financial interest in, or been the manager of, a license to sell alcoholic beverages that was subject to disciplinary action? ☐ Yes ☒ No If yes, please fill out the table. Attach additional pages, if necessary,utilizing the format below.

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

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Manager's Signature Date

13. MANAGEMENT AGREEMENT

Are you requesting approval to utilize a management company through a management agreement?

☐ Yes ☒ No

If yes, please fill out section 13.

Please provide a narrative overview of the Management Agreement. Attach additional pages, if necessary.

IMPORTANT NOTE: A management agreement is where a licensee authorizes a third party to control the daily operations of the license premises, while retaining ultimate control over the license, through a written contract. *This does not pertain to a liquor license manager that is employed directly by the entity.*

13A. MANAGEMENT ENTITY

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

Entity Name	Address	Phone		
<input type="text"/>	<input type="text"/>	<input type="text"/>		
Name of Principal	Residential Address	SSN	DOB	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
Title and or Position	Percentage of Ownership	Director	US Citizen	MA Resident
<input type="text"/>	<input type="text"/>	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

CRIMINAL HISTORY

Has any individual identified above ever been convicted of a State, Federal or Military Crime?

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

☐ Yes ☐ No

13B. EXISTING MANAGEMENT AGREEMENTS AND INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Does any individual or entity identified in question 13A, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages; and or have an active management agreement with any other licensees?

Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality

13C. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified in question 13A, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held?

Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Name	License Type	License Name	Municipality

13D. PREVIOUSLY HELD MANAGEMENT AGREEMENT

Has any individual or entity identified in question 13A, and applicable attachments, ever held a management agreement with any other Massachusetts licensee?

Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

Licensee Name	License Type	Municipality	Date(s) of Agreement

13E. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Have any of the disclosed licenses listed in question section 13B, 13C, 13D ever been suspended, revoked or cancelled?

Yes ☐ No ☒ If yes, list in table below. Attach additional pages, if necessary, utilizing the table format below.

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

13F. TERMS OF AGREEMENT

a. Does the agreement provide for termination by the licensee?

Yes ☐ No ☐

b. Will the licensee retain control of the business finances?

Yes ☐ No ☐

c. Does the management entity handle the payroll for the business?

Yes ☐ No ☐

d. Management Term Begin Date

e. Management Term End Date

f. How will the management company be compensated by the licensee? (check all that apply)

☐ \$ per month/year (indicate amount)

☐ % of alcohol sales (indicate percentage)

☐ % of overall sales (indicate percentage)

☐ other (please explain)

ABCC Licensee Officer/LLC Manager

Signature:

Title:

Date:

Management Agreement Entity Officer/LLC Manager

Signature:

Title:

Date:

ADDITIONAL INFORMATION

Please utilize this space to provide any additional information that will support your application or to clarify any answers provided above.

APPLICANT'S STATEMENT

I, Sumit Saini the: ☐ sole proprietor; ☐ partner; ☐ corporate principal; ☒ LLC/LLP manager
Authorized Signatory

of Sheela and Sons Corp
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: Sumit Saini

Date: 08/16/23

Title: MANAGER

CORPORATE VOTE

The Board of Directors or LLC Managers of

Sheela and Sons Corp

Entity Name

duly voted to apply to the Licensing Authority of

Middleton

City/Town

and the

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

08/11/2023

Date of Meeting

For the following transactions (Check all that apply):

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

"VOTED: To authorize

Sumit Saini

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."

"VOTED: To appoint

Sumit Saini

Name of Liquor License Manager

as its manager of record, and hereby grant him or her with full authority and control of the premises described in the license and authority and control of the conduct of all business therein as the licensee itself could in any way have and exercise if it were a natural person residing in the Commonwealth of Massachusetts."

A true copy attest,

For Corporations ONLY

A true copy attest,

Corporate Officer /LLC Manager Signature

(Print Name)

Mandeep Kumar
Corporation Clerk's Signature

MANDEEP KUMAR
(Print Name)

ADDENDUM A

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

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

Entity Name

Percentage of Ownership In Entity being Licensed
(Write "NA" if this is the entity being licensed)

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

CRIMINAL HISTORY

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

☐ Yes ☐ No



Town of Middleton

Business Certificate

In conformity with the provisions of Chapter 110, Section 5 of the Massachusetts General Laws as amended, the undersigned hereby declare(s) that a business is conducted under the title of

Name of Business: SHEELA and SONS CORP. DBA SUMMIT'S PLACE

Business Address: 221 SOUTH MAIN ST Middleton, MA 01949

Business Phone: 9787744045 Email Address SUMITSAINI@GMAIL.COM

Nature of Business SUMMIT'S PLACE

By the following named person(s): (include corporate name and title, if corporate officer)

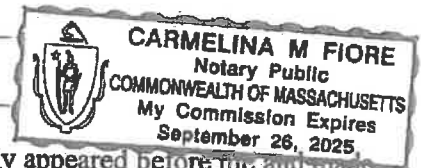
1. SUMIT SAINI MIDDLETON, MA, 01949
Owner/Corporate Officer Name Residential Address City, State, Zip

2. _____
Owner/Corporate Officer Name Residential Address City, State, Zip

The signatories below acknowledge this certificate is not proof of conformity to Zoning Bylaws or Board of Health regulations. It is the responsibility of the applicant to contact the Building Commissioner and the Health Agent in order to comply with Town Bylaws, rules and regulations.

Signatures: 1. Sumit Saini

2. _____



On July 31, 2023 the above-named person(s) personally appeared before me and made oath that the forgoing statement is true.

Seal

Carmelina M. Fiore
Notary Public/Town Clerk Signature

1. Identification presented: ☒ Driver's License # _____

☐ Other _____

2. Identification presented: ☐ Driver's License # _____

☐ Other _____

In accordance with the provisions of Chapter 337 of the Acts of 1985 and Chapter 110, Section 5 of MGL, business certificates shall be in effect for four (4) years from the date of issue and shall be renewed each four years thereafter. A statement under oath must be filed with the Town Clerk upon discontinuing, retiring or withdrawing from such business or partnership. Copies of such certificates shall be available at the address at which such business is conducted and shall be furnished on request during regular business hours to any person who has purchased goods or services from such business.

Violations are subject to a fine of not more than three hundred (\$300.00) for each month during which such violation continues.

Certificate Number 23-61

Date Processed July 31, 2023

Certificate Expiration July 31, 2027

☒ New

☐ Renewal

The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Identification Number: 001657360

ARTICLE I

The exact name of the corporation is:

SHEELA AND SONS CORPORATION

ARTICLE II

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

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	1,000	\$0.00	1,000

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

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: SUMIT SAINI

No. and Street:

City or Town: MIDDLETON State: MA Zip: 01949 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	SHER SINGH SAINI	MIDDLETON, MA 01949 USA
TREASURER	SUMIT SAINI	MIDDLETON, MA 01949 USA
SECRETARY	SUMIT SAINI	MIDDLETON, MA 01949 USA
DIRECTOR	MANDEEP KUMAR	MIDDLETON, MA 01949 USA

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

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

RESTAURANT AND FOOD SERVICE

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

No. and Street: 1225 NORTH MAIN STREET

City or Town: RANDOLPH State: MA Zip: 02368 Country: USA

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

No. and Street: 1225 NORTH MAIN STREET

2

City or Town:

RANDOLPH

State: MA

Zip: 02368

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

Signed this 15 Day of May, 2023 at 11:54:04 AM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

RAJ KISHAN CPA

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:

May 15, 2023 11:45 AM

A handwritten signature in dark ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

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

ABCC NUMBER: <small>(IF EXISTING LICENSEE)</small>	04633-RS-0704	LICENSEE NAME:	Beer And Wine	CITY/TOWN:	Middleton
---	---------------	----------------	---------------	------------	-----------

APPLICANT INFORMATION

LAST NAME:	SAINI	FIRST NAME:	SUMIT	MIDDLE NAME:	
MAIDEN NAME OR ALIAS (IF APPLICABLE):		PLACE OF BIRTH:			
DATE OF BIRTH:		SSN:		ID THEFT INDEX PIN (IF APPLICABLE):	
MOTHER'S MAIDEN NAME:		DRIVER'S LICENSE #:		STATE LIC. ISSUED:	Massachusetts
GENDER:		HEIGHT:		WEIGHT:	
EYE COLOR:					
CURRENT ADDRESS:					
CITY/TOWN:	Middleton	STATE:	MA	ZIP:	01949
FORMER ADDRESS:					
CITY/TOWN:		STATE:		ZIP:	

PRINT AND SIGN

PRINTED NAME:	SUMIT SAINI	APPLICANT/EMPLOYEE SIGNATURE:	<i>Sumit Saini</i>
---------------	-------------	-------------------------------	--------------------

NOTARY INFORMATION

On this	August 1, 2023	before me, the undersigned notary public, personally appeared	Sumit Saini
(name of document signer), proved to me through satisfactory evidence of identification, which were		MA 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.			
		<i>Carmelina M Fiore</i> NOTARY	

DIVISION USE ONLY

REQUESTED BY:	
SIGNATURE OF CORI AUTHORIZED EMPLOYEE	

The DCII Identity Theft Index PIN Number is to be completed by those applicants that have been issued an Identity Theft PIN Number by the DCII. Certified agencies are required to provide all applicants the opportunity to include this information to ensure the accuracy of the CORI request process. ALL CORI request forms that include this field are required to be submitted to the DCII via mail or by fax to (617) 660-4634.



Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

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

ABCC NUMBER: (IF EXISTING LICENSE)	04633-RS-0704	LICENSEE NAME:	Beer And Wine	CITY/TOWN:	Middleton
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APPLICANT INFORMATION

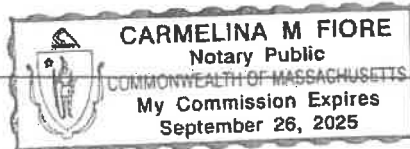
LAST NAME:	Saini	FIRST NAME:	Sher Singh	MIDDLE NAME:	
MAIDEN NAME OR ALIAS (IF APPLICABLE):		PLACE OF BIRTH:			
DATE OF BIRTH:		SSN:		ID THEFT INDEX PIN (IF APPLICABLE):	
MOTHER'S MAIDEN NAME:		DRIVER'S LICENSE #:		STATE LIC. ISSUED:	Massachusetts
GENDER:		HEIGHT:		WEIGHT:	
CURRENT ADDRESS:					
CITY/TOWN:	Middleton	STATE:	MA	ZIP:	01949
FORMER ADDRESS:					
CITY/TOWN:		STATE:		ZIP:	

PRINT AND SIGN

PRINTED NAME:	SHER SINGH SAINI	APPLICANT/EMPLOYEE SIGNATURE:	<i>Sher Singh Saini</i>
---------------	------------------	-------------------------------	-------------------------

NOTARY INFORMATION

On this August 1, 2023 before me, the undersigned notary public, personally appeared Sher Singh Saini
(name of document signer), proved to me through satisfactory evidence of identification, which were MA 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.



Carmelina M Fiore
NOTARY

DIVISION USE ONLY

REQUESTED BY:	
SIGNATURE OF CORI-AUTHORIZED EMPLOYEE	

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



JEAN M. LORIZIO, ESQ.
CHAIRMAN

Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
95 Fourth Street, Suite 3
Chelsea, MA 02150

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

ABCC NUMBER: <small>(IF EXISTING LICENSEE)</small>	D4633RS0704	LICENSEE NAME:	Middleton House of Pizza	CITY/TOWN:	Middleton
---	-------------	----------------	--------------------------	------------	-----------

APPLICANT INFORMATION

LAST NAME:	Kumar	FIRST NAME:	Mandeep	MIDDLE NAME:	
MAIDEN NAME OR ALIAS (IF APPLICABLE):		PLACE OF BIRTH:			
DATE OF BIRTH:		SSN:		ID THEFT INDEX PIN (IF APPLICABLE):	
MOTHER'S MAIDEN NAME:		DRIVER'S LICENSE #:		STATE LIC. ISSUED:	Massachusetts
GENDER:		HEIGHT:		WEIGHT:	
CURRENT ADDRESS:					
CITY/TOWN:	Middleton	STATE:	MA	ZIP:	01949
FORMER ADDRESS:					
CITY/TOWN:		STATE:		ZIP:	

PRINT AND SIGN

PRINTED NAME:	Mandeep Kumar	APPLICANT/EMPLOYEE SIGNATURE:	
---------------	---------------	-------------------------------	--

NOTARY INFORMATION

On this August 7th. before me, the undersigned notary public, personally appeared Mandeep Kumar.
(name of document signer), proved to me through satisfactory evidence of identification, which were Driver 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.

NOTARY

DIVISION USE ONLY

REQUESTED BY:	
SIGNATURE OF CORI AUTHORIZED EMPLOYEE	

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



YUE PANG
Notary Public
Commonwealth of Massachusetts
My Commission Expires
September 21, 2029

BILL OF SALE

Middleton House of Pizza, Inc., a corporation duly established under the laws of the Commonwealth of Massachusetts (the "Seller"), owner of the business known as Middleton House of Pizza (the "Business") located at 229 South Main Street, Middleton, Essex County, Massachusetts, in consideration of Two Hundred Eighty-Five Thousand and 00/100 (\$285,000.00) DOLLARS, the receipt of which is hereby acknowledged, does hereby sell, assign and transfer to Sheela and Sons Corporation, a corporation duly established under the laws of the Commonwealth of Massachusetts (the "Buyer"), all of the Seller's right, title and interest to the following properties and assets:

A. All personal property now owned by the Seller, and used or usable in connection with the Business, in service as of this date, and located on the premises of the Business at 229 South Main Street in said Middleton (the "Premises"), including without limiting the generality of the foregoing, all furniture, fixtures and equipment, said personal property being more particularly described in the list attached hereto and marked "A" (the "Personal Property").

B. The inventories (whether purchased goods, operating supplies, or other materials) of every type and description of the Business located on the Premises on this date.

C. The Business as a going concern, the goodwill and franchises thereof.

D. The use of the current customer and supplier lists and telephone and fax numbers of the Business.

E. Any existing licenses required by the town of Middleton and the Commonwealth of Massachusetts, which are transferrable to the Buyer.

Specifically excluded in the assets sold by this Bill of Sale are all monies either in the bank in the name of the Seller or on the Premises at the time of closing, all accounts receivable of the Seller, loans to employees, memorabilia and personal items belonging to the Seller and its principals, and all records of the Seller.

The Seller hereby covenants with the Buyer and his successors and assigns that Seller is the lawful owner of the above-described property and that such property is free from all encumbrances, liens and security interests, that the Seller has good right to sell such property, and that the Seller shall warrant and defend the title thereto against all claims and demands of all persons, firms, associations, corporations or other entities.

Peter Demakes and Nektarios S. Demakes hereby covenant not to engage in the restaurant business or any business related thereto, either directly or indirectly, as owner, partner, stockholder, employee, or in any other capacity, for a period of five (5) years within a five (5) mile radius of the Premises.

SIGNATURES ON FOLLOWING PAGE

IN WITNESS WHEREOF, Middleton House of Pizza, Inc. has caused this Agreement to be executed in its name and under its corporate seal by Peter Demakes, its President, and Nektarios S. Demakes, its Treasurer, hereunto duly authorized, and Peter Demakes and Nektarios S. Demakes have hereunto placed their hands and seals, as of the 27th day of July, 2023.

WITNESS:

Middleton House of Pizza, Inc.

Thomas C. Demak

By: Peter Demakes

Peter Demakes
President

Thomas C. Demak

As to covenant not to compete only:

Peter Demakes
Peter Demakes, Individually

Nektarios S. Demakes, Individually

COMMERCIAL LEASE

Sumit Saini

Sheela and Sons Corp Ein number _____

Middleton House of Pizza

So. Main St Middleton, Ma 01949

E Mail: sumitsainim@gmail.com

Best contact number:- 978-457-2115

PARTIES: 7 River St LLC/ WDK Realty Trust, Warren Kelly, Manager/Trustee, PO Box 70 Middleton, MA 01949, hereinafter referred to as "LESSOR" which expression shall include its heirs, administrators, executors and assigns, wherever the context permits, does hereby lease to Sumit Saini of 13 Forest St Middleton, MA 01949 personally, and Sheela and Sons Corp of Massachusetts hereinafter called the "LESSEE", which expression shall include its successors and assigns, wherever the context so permits, and the LESSEE hereby leases the following described premises:

- 1. DESCRIPTION OF LEASED PREMISES:** 221 So. Main St, Unit 225 Middleton, Massachusetts, consisting of approximately 2,100 net square feet of retail space. The LESSEE shall be provided with employee and customer parking, as available, in the parking lots adjacent to the building.
- 2. RENTAL TERM:** The term of this lease shall be 61 months, commencing on August 1, 2023, and ending on Sept 1, 2028.
- 3. Lease Extension:** Lessor shall grant Lessee ONE 5 Year extension provided that the Lessee is not and has not been in default during the first lease term. Lessee must notify Lessor in writing of request to extend lease no later than 6 months before expiration of the first lease term. Lease extension rates shall be set at a 3% annual increase Plus Cam.
- 4. RENT:** Yielding and paying the yearly base rent as follows, with monthly payments due on the first day of each month:
 - Year One Sept 2023-2024:** Yearly sum \$48,000.00
Monthly Payments in advance of \$4,000.00
 - Year two Sept 2024-2025:** Yearly sum \$51,600.00
Monthly Payments in advance of \$4,300.00
 - Year three Sept 2025-2026:** Yearly sum \$52,800.00
Monthly Payments in advance of \$4,500.00
 - Year four Sept 2026-2027:** Yearly sum \$55,200.00
Monthly Payments in advance of \$4,700.00
 - Year five Sept 2027-2028:** Yearly sum \$58,800.00
Monthly Payments in advance of \$4,900.00
- 5. ADVANCE RENT/SECURITY DEPOSIT:** The LESSEE agrees to pay the LESSOR the first, Last \$8,900.00 and Security Deposit \$4,900.00 Plus two months CAM @ \$2,030.00
Total amount due upon execution of lease \$15,830.00.
- 6. COMMON AREA COSTS:** Tenant shall be liable for CAM [Common Area Maintenance] which shall include taxes, plowing, maintenance, management, common water, common lighting & septic Estimated at \$5.80 sq./ft. Total monthly charge \$1,015.00.
Lessee shall pay for trash removal and grease removal billed monthly & quarterly.
- 7. An additional fee will be charged for Grease trap pumping at a rate of 50% of the pump cost.**
- 8. SERVICES FURNISHED TO LEASE PREMISES:** The Lessee agrees to pay for separately metered heat and electrical services. and water furnished to the Leased Premises, LESSEE shall also be responsible for trash removal.

- 9. USE OF LEASED PREMISES:** The Leased Premises shall only be used for the retail food service of pizza and sandwiches. No premium Coffees, blended coffee drinks, smoothies or breakfast sandwiches are permitted to be served all other proposed uses shall be subject to the written consent of the LESSOR, and the LESSOR shall have sole and complete discretion to give or withhold such consent.
- 10.** Lessee acknowledges that this lease is a direct lease from the 7 River St LLC /WK Reality Trust
- 11. COMPLIANCE WITH LAWS:** The LESSEE acknowledges that no trade or occupation shall be conducted in the Leased Premises or use made thereof which will be unlawful, improper, noisy, or offensive, or contrary to any law or any municipal by-law or ordinance in force in the town in which the Leased Premises are situated.
- 12. MAINTENANCE:**
- LESSEE'S OBLIGATIONS:** LESSEE agrees to maintain the leased premises in good condition. Lessee agrees to perform regular preventive maintenance on inside grease trap the heat and air condition unit. Lessee shall be responsible for all HVAC maintenance with the exception of replacement of the units if necessary. Lessee shall be responsible for replacement of the units if damage is caused because of the Lessee's negligence or lack of maintenance. Reasonable wear and tear, damage by fire and other casualty are accepted.
- Lessee agrees to maintain unit entry and exit access in front of lessee's unit free from snow and ice. If Lessee fails to do so Lessor may remove snow and ice at lessee's expense.
- LESSOR'S OBLIGATIONS:** The LESSOR agrees to keep and maintain in satisfactory order, condition, and repair (1) the roof of the building, (2) the exterior walls and structures of the building and (3) sidewalks, curbs, and grounds adjacent to the ground floor of the building. Lessee is responsible for all items not installed by Lessor including all plumbing, mechanical, and electrical systems and fixtures *installed* by the LESSEE. If maintenance is required because of the LESSEE, the LESSEE will pay the cost of same upon demand of the LESSOR. LESSEE must pay for an annual service contract on the HVAC equipment and shall be responsible at their expense for any repairs with the exception of replacement of the units if necessary. Lessee shall be responsible for the replacement of the units if damage is caused because of Lessee's negligence or lack of maintenance. Lessee shall be responsible for the replacement of HVAC if there is no annual maintenance contract in place otherwise the Lessor shall be responsible.
- 13. SUBORDINATION:** This lease is subject and subordinate to any and all mortgages, deeds of trust and other instruments in the nature of a mortgage, lien or liens on the property, now or at any time hereafter, which the Leases Premises are a part. Without limitation of any of the provisions of this lease, in the event that any mortgagee, or its assigns, shall succeed to the interest of LESSOR or any successor of the LESSOR, then this Lease shall nevertheless continue in full force and effect and LESSEE shall and does hereby agree to attorn to such mortgagee, or its assigns as its LESSOR, provided, always, however, that such mortgagee or assigns shall recognize the LESSEE as tenant under the terms and conditions of this Lease or any modification, extension, or amendment of this Lease.
- 14. INSURANCE:** LESSEE shall maintain in full force and effect, at his own cost and expense, comprehensive general liability insurance indemnifying the LESSOR against all claims, loss or liability due to bodily injury and property damage to any person or property in or on the Leased Premises or the areas adjacent thereto and used in the LESSEE'S business with coverage of at least \$300,000.00 in respect to injury or damage to one person and at least \$300,000.00 in respect to injury or damage by any one occurrence and at least \$200,000.00 in respect to damage to property, in each case providing for notice to LESSOR prior to cancellation. LESSEE shall furnish LESSOR with certificates of such insurance by the commencement of the term.

or transfer and hazardous materials from the Leased Premises to any other location; nor commit or suffer to be committed in or on the leased Premises or the property of which the Leased Premises are a part; any act which would require any reporting or filing of any notice with any governmental agency pursuant to any statutes, laws, codes, ordinances, rules or regulations present or future, applicable to the Leased Premises or the property of which the Leased Premises are a part or to hazardous materials (hereinafter collectively called "Environmental Laws").

LESSEE agrees that if it or anyone claiming under it shall generate, store, release, spill, dispose of or transfer to the Leased Premises or the property of which the Leased Premises are a part any hazardous materials, it shall forthwith remove the same, at its sole cost and expense, in the manner provided by all applicable Environmental Laws, regardless of when such hazardous materials shall be discovered. Furthermore, LESSEE shall pay any fines, penalties or other assessments imposed by and governmental agency with respect to any such hazardous materials and shall forthwith repair and restore any portion of the Leased Premises or the property of which the Leased Premises are a part which it shall disturb in so removing any such hazardous materials to the condition which existed prior to LESSEE'S disturbance thereof.

LESSEE agrees to deliver promptly LESSOR any notices, orders or similar documents received from any governmental agency or official concerning any violation of any Environmental Laws or with respect to any hazardous materials affecting the Leased Premises or the property of which the Leased Premises are a part.

For purposes of this Lease, the term "hazardous materials" shall mean any include any oils, petroleum products, asbestos, and any other toxic or hazardous waste, materials and substances which are defined, determined, or identified as such in any Environmental Laws or in any judicial or administrative interpretation of Environmental Laws.

The obligations of LESSEE contained in this Section 17 shall survive the expiration or termination of the LEASE. LESSEE agrees and acknowledges that the Leased Premises are served by sanitary septic system, and LESSEE agrees not to introduce any substance into said septic system that may damage or otherwise inhibit the functioning of said system.

20. SURRENDER: The LESSEE shall at the expiration or other termination of this Lease remove all LESSEE'S goods and effects from the Leased Premises (including, without hereby limiting the generality of the foregoing, all signs and lettering affixed or painted by the LESSEE, either inside or outside the Leased Premises). LESSEE shall deliver to the LESSOR the Leased Premises and all keys, locks, thereto, and other fixtures other than trade fixtures connected therewith and all alterations and additions upon the Leased Premises, in good condition, damaged by fire or other casualty only accepted. In the event of the LESSEE'S failure to remove any of LESSEE'S property from the premises, LESSOR is hereby authorized without liability to LESSEE for loss or damage thereto, and at the sole risk of LESSEE, to remove and store any of the property at LESSEE'S expense, or to retain same under LESSORS control or to sell at public or private sale, without notice any or all of the property not so removed and to apply the net proceeds of such sale to the payment of any sum due hereunder, or to destroy such property.

Lessee agrees to pay all legal fees to force surrender of premise if legal action is required.

21. ALTERATIONS/ADDITIONS: The LESSEE shall not make structural alterations or additions to the Leased Premises but may make nonstructural alterations provided the LESSOR consents thereto in writing, which consent shall not be unreasonably withheld or delayed. All such allowed alterations shall be at LESSEE'S expense and shall be in a quality at least equal to the present construction. LESSEE shall not permit any mechanics' liens, or similar liens to remain upon the Leased Premises for labor and material furnished to LESSEE or claimed to have been furnished to LESSEE in connection with work of any character performed or claimed to have been

performed at the direction of the LESSEE and shall cause any such lien to be released of record forthwith without cost to LESSOR. Any alterations or improvements made by the LESSEE shall become property of the LESSOR at the termination of occupancy as provided herein.

22. FIRE, CASUALTY, EMINENT DOMAIN: Should a substantial of the Leased Premises, or of the property which they are a part, be substantially damaged by fire or other casualty, or be taken by eminent domain, the LESSOR may elect to terminate this lease. When such fire, casualty, or taking renders the leased Premises substantially unsuitable for their intended use, a just and proportionate abatement of rent shall be made, and the LESSEE may elect to terminate this lease if:

- A. The LESSOR fails to give written notice within thirty (30) days of intention to restore Leased Premises, or
- B. The LESSOR fails to restore the Leased Premises to a condition substantially suitable for their intended use within ninety (90) days of said fire, casualty or taking.
- C. The LESSOR reserves, and the LESSEE grants to the LESSOR, all rights which the LESSEE may have for damages or injury to the Leased Premises for any taking by eminent domain, except for damage to the LESSEE'S fixtures, property, or equipment.

23. NOTICE: All notices required or to be given hereunder shall be in writing and deemed duly given when delivered by hand or by Federal Express or comparable express delivery service or when mailed by registered or certified mail, return receipt requested, postage and registration or certification charges prepaid, addressed as follows:

If to the LESSEE:

Sumit Saini Personally

Sheela and Sons corp

Middleton, Ma

If to the LESSOR

7 River St LLC/WDK Reality Trust

PO Box 70

Middleton, MA 01949

All rent shall be made payable to: **"WDK Reality Trust."**

Executed, in duplicate, this _____ day of _____ 2023.

Lessee:



Sumit Saini / Sheela and Sons corp

Guaranteed Personally by:  6/___/23

Sumit Saini Personally

Middleton, Ma

The above personal guarantor acknowledges the commitment of the personal guarantee of all financial commitments as outlined in the above lease, of which all written terms are being personally guaranteed by the signing of this agreement. The Guarantor also agrees to waive any spousal protections regarding preventing the enforcement of any guarantee of the terms of this lease.

LESSOR:

SIGNED:

7 River St LLC/WDK Reality Trust Warren D. Kelly, Manager/Trustee

Witness:

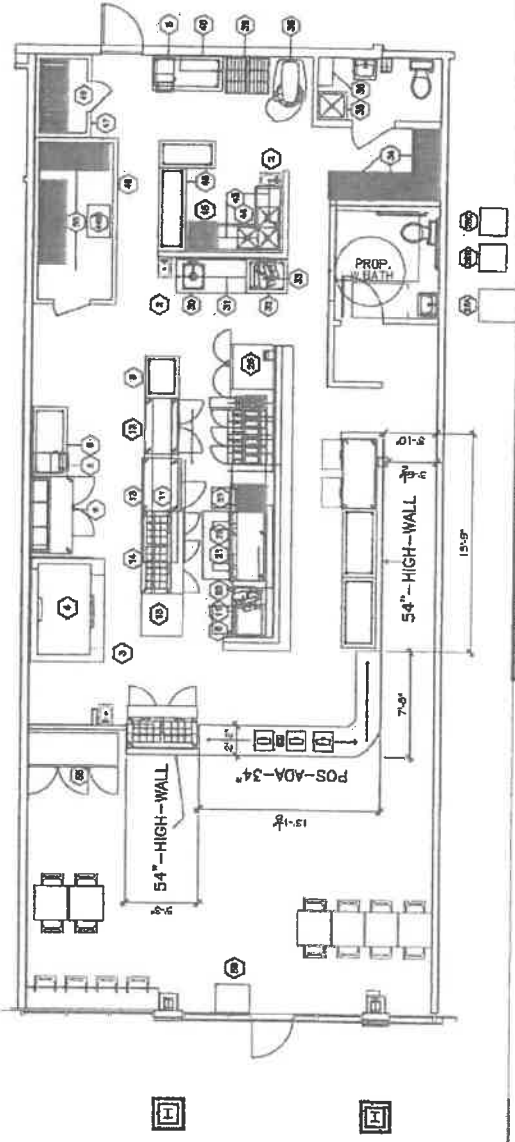
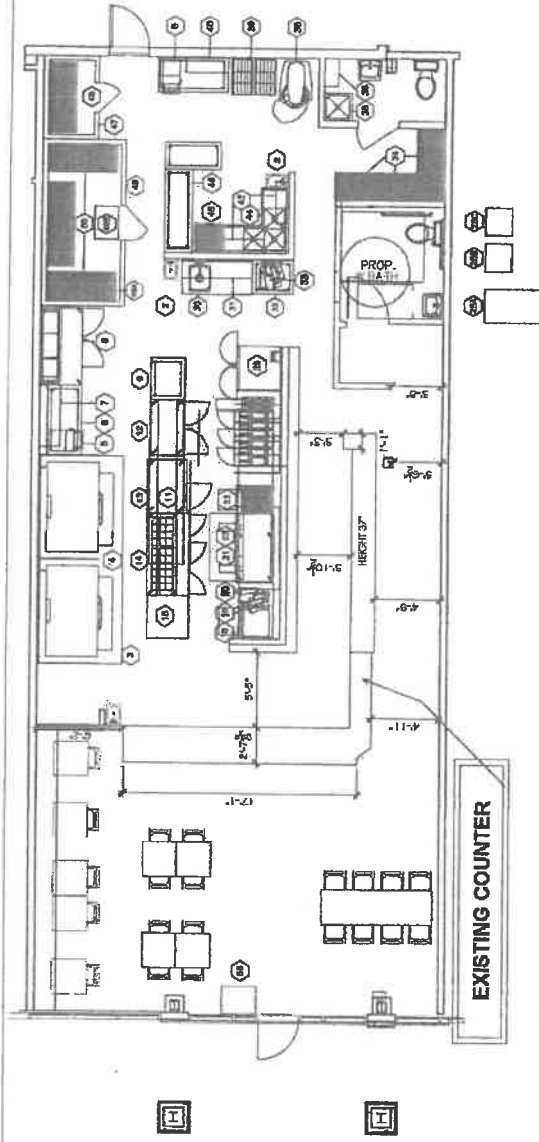




- Lessee agrees to pay 1/3 of the cost for any rodent control needed for building regardless of proof of origin of rodents.

Lessee: Sumit Saini
Sumit Saini Personally _____, Ma

Lessee: Sumit Saini
Sumit Saini/ Sheela and Sons corp _____, Ma



**NORTHSHORE MARKET PLACE
6 BOURBON STREET
PEABODY, MA 01960**

GLEN MADDORE
003-225-8059
www.nswmarketplace.com

GRAPHIC TITLE
SUMMIT'S PLACE

SCALE	DATE	DRAWN BY
1/4"	8-2-23	Glenn M. Ortiz

GM07607



-REDACTED-

Town of Middleton
Memorial Hall
48 South Main Street
Middleton, Massachusetts
01949-2253
978-777-3617
www.middletonma.gov

Essex Co Brewing
Food Truck Festival



Rec'd 8/10/23
deb

ONE DAY SPECIAL LIQUOR LICENSES

One Day Special Liquor License Requirements:

All One Day Special Licenses must be issued to a natural person (an individual) or a responsible manager acting on behalf of a corporation, partnership, or other entity, who will be the person responsible for the sale of alcohol.

Pursuant to MGL Chapter 183, Section 41 a Special License must be obtained when delivery of alcohol is considered to be a sale of alcohol a caterer must obtain a Special License when arranging for the delivery of alcohol on which they shall make a profit.

Persons holding a special license must purchase alcoholic beverages from a licensed wholesaler/importer, manufacturer, farmer-winery, farmer-brewery or special permit holder. A person holding a MGL Chapter 138, Section 14 (Special License) license cannot purchase alcoholic beverages from a package store.

You will be required to submit the following documents:

- ✓ Completed Application for Special License
- ✓ Certificate of Insurance Liability
- ✓ Certificate of Insurance Liability to the Town of Middleton for Workers Compensation Insurance, if applicable
- ✓ Signed Workers' Compensation Certificate
- ✓ Copy of TIPS for specific employees working event
- Check for \$50 per date payable to the Town of Middleton

waived?

Please complete and sign all forms and return to:
Middleton Select Board, 48 South Main Street, Middleton, MA 01949



Town of Middleton
Memorial Hall
48 South Main Street
Middleton, Massachusetts
01949-2253
978-777-3617
www.middletonma.gov

One Day Liquor License Application

License Fee Payable to the Town of Middleton

ALL QUESTIONS MUST BE ANSWERED AND A TELEPHONE NUMBER PROVIDED

Business Name Essex County Brewing Co / Ipswich Ale
Business Address 2 Brewery Place, Ipswich, MA. 01938
Social Security Number/FID Number _____

Applicant Information

Individual's Name Beth Donhauser
Home Address _____
Mobile Number _____

Is the Applicant a United States Citizen? ☒ Yes ☐ No

Driver's License Number & State _____

E-Mail Address beth.donhauser@essexcountybrewing.com

Date of Event 9-9-23 Time from 11:30 to 5:30

Location of Licensed Activity 105 S Main St, Middleton, MA. 01949

Purpose of Event Middleton Food Truck Festival

Will there be entertainment? ☒ Yes ☐ No

Is the event being catered? ☒ Yes ☐ No

Name of Caterer multiple food trucks (10 ish)



Town of Middleton
Memorial Hall
48 South Main Street
Middleton, Massachusetts
01949-2253
978-777-3617
www.middletonma.gov

Number of People Attending Adults 1500-2000 in ^{total} Children _____

Type of License (select one)

☐ One-Day All-Alcoholic (only available for non-profit purposes) ☒ One-Day Beer & Wine

☐ Charitable Wine Pouring

☐ Charitable Wine Auction

Is the alcohol being donated? ☐ Yes ☒ No

Where is the liquor being purchased from? Essex County Brewing Co / Ipswich Ale

Are they a licensed wholesaler? ☒ Yes ☐ No

Who will be serving the alcohol? a TIPS certified ECBC/IA team member

Does the server have liquor liability insurance? ☒ Yes ☐ No

Is the event held by, or held for the benefit of, a business or non-profit group?

Business ☒ Yes ☐ No Non-Profit ☒ Yes ☐ No

Will there be a cash bar? ☒ Yes ☐ No

Is there an entrance fee or donation required? ☒ Yes ☐ No

Is the event open to the general public? ☒ Yes ☐ No

****Special One Day Licensees must purchase Alcoholic Beverages from a licensed supplier. Special Licensees cannot purchase alcoholic beverages from a Package Store and cannot accept donations of alcoholic beverages from anyone.****



Town of Middleton
Memorial Hall
48 South Main Street
Middleton, Massachusetts
01949-2253
978-777-3617
www.middletonma.gov

Liability Disclaimer for Special One Day License

By exercising the privileges of this license in serving persons with alcoholic beverages, the licensee is potentially exposed to significant liability for injuries and damages to persons served or to others who are injured or damaged by the persons served. Your acceptance and exercise of this license will be deemed to be acknowledgement that you are aware of this potential liability. You are encouraged to discuss the risks associated with exercising your privileges of the license and the precautions appropriate to avoid injuries, damage and liability to others with your legal advisor. The Town of Middleton, and the Select Board as Local Licensing Authority, shall not be liable to the licensee or others if injury or damage shall result from the exercise of the license.

Signature of Applicant

8.9.23
Date



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

08/09/2023

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

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

PRODUCER Gilbert Insurance Agency, Inc. 137 Main Street Reading MA 01867-3922	CONTACT NAME: Janet Scott-Buckley PHONE (A/C No. Ext.): (781) 942-2226 FAX (A/C No.): (781) 942-2226 E-MAIL ADDRESS: jbuckley@gilbertinsurance.com																					
INSURED Mercury Brewing & Distribution Company, Inc., DBA: & Ipswich Brewery Brewery Partners LLC 2 Brewery Place Ipswich MA 01938	<table><tr><th colspan="2">INSURER(S) AFFORDING COVERAGE</th><th>NAIC #</th></tr><tr><td>INSURER A:</td><td>Utica National Assurance Co</td><td>10687</td></tr><tr><td>INSURER B:</td><td>Arbella Protection</td><td>41360</td></tr><tr><td>INSURER C:</td><td>Utica National Insurance Group</td><td></td></tr><tr><td>INSURER D:</td><td>Utica Mutual Ins. Co</td><td>25976</td></tr><tr><td>INSURER E:</td><td></td><td></td></tr><tr><td>INSURER F:</td><td></td><td></td></tr></table>	INSURER(S) AFFORDING COVERAGE		NAIC #	INSURER A:	Utica National Assurance Co	10687	INSURER B:	Arbella Protection	41360	INSURER C:	Utica National Insurance Group		INSURER D:	Utica Mutual Ins. Co	25976	INSURER E:			INSURER F:		
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INSURER E:																						
INSURER F:																						

COVERAGES**CERTIFICATE NUMBER:** 22-23 Master**REVISION NUMBER:**

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

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSD WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:		5396543	09/15/2022	09/15/2023	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 500,000 MED EXP (Any one person) \$ 15,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000
B	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY		1020008455	09/15/2022	09/15/2023	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ COMBI \$ 20,000
C	<input checked="" type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> EXCESS LIAB DED <input checked="" type="checkbox"/> RETENTION \$ 10,000 OCCUR CLAIMS-MADE		5396544	09/15/2022	09/15/2023	EACH OCCURRENCE \$ 2,000,000 AGGREGATE \$ 2,000,000
D	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below Y/N N	N/A	4978710	09/15/2022	09/15/2023	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 500,000 E.L. DISEASE - EA EMPLOYEE \$ 500,000 E.L. DISEASE - POLICY LIMIT \$ 500,000
A	Liquor Liability		5396543	09/15/2022	09/15/2023	Limit 1,000,000

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

September 8th: 11:30-5:30

CERTIFICATE HOLDER**CANCELLATION**

Middleton Food Truck Festival 105S Main Street Middleton, MA 01949	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE <i>Mark S. Gilbert</i>
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Certificate of Completion

This Certificate of Completion of
eTIPS On Premise 3.0
For coursework completed on November 6, 2018
provided by Health Communications, Inc.

is hereby granted to:

Elizabeth Donhauser

(Certification to be sent to:

**154 Ipswich Rd
Boxford MA, 01921-2030 USA**



INC

HEALTH

This document is not part of TIPS certification. It signifies only that you have completed the course. Valid certification documents will be forwarded to you.



Town of Middleton Massachusetts



SPECIAL TOWN MEETING

Tuesday, October 17, 2023

Howe Manning School Gymnasium
26 Central Street, Middleton, MA

DEDICATIONS IF ANY

Middleton Select Board

Jeffrey P. Garber, Chair

Richard W. Kassiotis, Jr., Chair

Brian M. Cresta

Kosta E. Prentakis

Deborah J. Carbone

Justin Sultzbach, Town Administrator

Jackie Bresnahan, Assistant Town Administrator/Human Resources Director

**TOWN OF MIDDLETON
SPECIAL TOWN MEETING
COMMONWEALTH OF MASSACHUSETTS
OCTOBER 17, 2023**

ESSEX s.s.

To the Constable of the Town of Middleton in the County of Essex:

GREETINGS:

In the name of the Commonwealth of Massachusetts, you are hereby directed to notify and warn the inhabitants of said Town qualified to vote in Elections and Town Affairs, to meet at the Howe Manning School Gymnasium, 26 Central Street, on Tuesday, October 17, 2023 at 7:00PM, then and there to act on the following articles:

ARTICLE 1. To hear Committee Reports.

ARTICLE 2. On petition of the Select Board and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds to supplement the Fiscal Year 2024 operating budget; or take any other action relative thereto.

Purpose: This article transfers funds and supplements monies, if necessary, to meet departmental expenses in the current fiscal year ending on June 30, 2024. **Add SPECIFICS AS NEEDED.**

ARTICLE 3. On petition of the Select Board and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds a certain sum to pay bills of prior fiscal years; or take any other action relative thereto.

Purpose: This article will appropriate monies from Free Cash to fund the payment of bills from prior fiscal years. The total anticipated amount is **\$XXX** This requires a 9/10 majority vote.

ARTICLE 4. On petition of the Select Board and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds to fund collective bargaining agreements; or take any other action relative thereto.

Purpose: This article funds costs associated with contracts negotiated with collective bargaining groups (public employee unions). At the time of printing agreements have been

reached with the Middleton Clericals and Middleton Public Works. The anticipated amount is \$XXX, of which \$XXX is to be raised and appropriated. Requires a simple majority vote.

ARTICLE 5. On petition of the Select Board and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds to supplement the Fiscal Year 2024 capital budget; or take any other action relative thereto.

Purpose: This article transfers funds and supplement monies to fund capital appropriations in the current fiscal year ending on June 30, 2023. This includes \$XXXX for XXXXXX to be funded from XXXXX. Requires a simple majority vote.

ARTICLE 6. On petition of the Select Board and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds to the following reserve accounts:

- Stabilization Fund
- Capital Stabilization Fund
- Pension Stabilization Fund
- Other Post-Employment Benefits Liability Irrevocable Trust Fund
- Facilities Complex Stabilization Fund
- Do we want to add sidewalks?

Or take any other action relative thereto.

Purpose: This article will transfer funds to various reserve accounts from Free Cash. The total amount anticipated to be requested is \$XXX, with \$XXXX being allocated in each listed fund. Requires a simple majority vote.

ARTICLE 7. On petition of the Select Board and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds certain sums of money to fund right of way work associated with the Maple Street Bridge reconstruction project; or take any other action relative thereto.

Purpose: This article will allow the Select Board to respond to needed right of way access issues related to the Maple Street Bridge reconstruction project by being able to purchase needed parcels and easements along the construction path. Requires a simple majority vote.

ARTICLE 8. On petition of the Select Board and Finance Committee, to see if the Town will authorize the Select Board to acquire by purchase, gift, or eminent domain easements and/or

fee interests in property and/or parcels necessary for the Maple Street Bridge reconstruction project; and to authorize the Select Board to convey and accept easements, fee interests, or parcels related there to; or take any other action relative thereto.

Purpose: This article authorizes the acquisition of easements, parcels or other means of access for the Maple Street Bridge reconstruction project. Plans and/or descriptions are available for viewing in the Department of Public Works or Town Clerk's Office. Requires a 2/3 majority vote.

ARTICLE 9. On petition of the Select Board and Finance Committee, to see if the Town will authorize the Select Board to convey and accept the Conservation Restriction for certain parcels of land at 105 South Main Street: Lot 184 on Middleton Assessor's Map 29 consisting of 51.576 acres more or less; and to authorize the Select Board to convey and accept easements relative thereto; or take any other action relative thereto.

Purpose: This article authorizes the Select Board to convey a conservation restriction on a portion of the property at 105 South Main Street. The conservation restriction will cover approximately 22.85 acres of land. See exhibit on next page for reference. Requires a 2/3 majority vote.

ARTICLE 10. On petition of the Building Committee, to see if the Town will vote to raise and appropriate, transfer from available funds or borrow the sum of an additional \$9,950,000, for the design, permitting, construction, and furnishing of a combined Fire and Police Public Safety Building and a combined Community Center and Town Hall on the Town-owned land located at 105 South Main Street, including all costs incidental and related thereto; *to determine whether the approval of borrowing for this purpose shall be contingent upon passage of a Proposition 2 ½ Debt Exclusion referendum under Massachusetts General Laws c. 59, s. 21C(k); to determine whether any premium received by the Town upon the sale of any bonds or notes approved, less any such premium applied to the payment of the costs of issuance of such bonds or notes, may be applied to the payment of costs approved by this vote in accordance with Massachusetts General Laws c. 44, s. 20, thereby reducing the amount authorized to be borrowed to pay such costs by a like amount;* and to authorize the Select Board and Town Administrator to execute such other documents and contracts as are needed to effectuate the vote taken hereunder; or take any other action relative thereto.

Purpose: ADD PURPOSE HERE

Commented [JB1]: To be refined by Town Counsel as an additional ballot vote is not needed upon approval by the Department of Revenue

END OF SPECIAL TOWN MEETING WARRANT

TO THE TOWN CONSTABLE:

And you are hereby directed to service this Warrant by posting up attested copies thereof at:

Memorial Hall
Post Office

Flint Public Library
Howe's Station Market

Ferncroft Towers
Fuller Pond Village

HEREOF FAIL NOT, and make due return of this Warrant, with your doings thereof, to the Town Clerk at time and place of meeting aforesaid.

Given under our hands this ____ day of _____ in the year Two Thousand Twenty-Three.

MIDDLETON SELECT BOARD

A true copy Attest:

Constable of the Town of Middleton

Date Posted