

FRANKLIN TOWN COUNCIL July 17, 2013 7:00 PM

- A. APPROVAL OF MINUTES
- **B. ANNOUNCEMENTS** This meeting is being recorded by Franklin TV and shown on Comcast channel 11 and Verizon channel 29. This meeting may be recorded by Franklin Matters.
- C. PROCLAMATIONS/RECOGNITIONS
- D. CITIZEN COMMENTS
- E. APPOINTMENTS
- **F. HEARINGS** Zoning Bylaw Amendment 13-718: Changes to §185-7. Compliance Required
- **G. LICENSE TRANSACTIONS** Change of Manager, New Officers & Director Shaw's Supermarkets, Inc.
- H. PRESENTATIONS/DISCUSSIONS -
- Mike D'Angelo
- M aster Plan Committee
- I. SUBCOMMITTEE REPORTS
- J. LEGISLATION FOR ACTION
 - 1. Resolution 13-56: The Woodlands Approval of Amendment to Regulatory Agreement and Transfer of Ownership
 - 2. Zoning Bylaw Amendment 13-718: Changes to §185-7. Compliance Required 1st Reading
- K. TOWN ADMINISTRATOR'S REPORT
- L. OLD BUSINESS
- M. NEW BUSINESS
- N. COUNCIL COMMENTS
- O. EXECUTIVE SESSION Negotiations, Litigation, Real Property, as May Be Required
- P. ADJOURN

Hearings

1. Zoning Bylaw Amendment 13-718: Changes to

§185-7. Compliance Required

Town of Franklin



PUBLIC HEARING NOTICE

The following notice will be published in the Milford Daily Newspaper on July 1, 2013 and again on July 8, 2013.

In accordance with the provisions of M.G.L. Chapter 40A, Section 5, notice is hereby given that the Planning Board will hold a Public Hearing on July 15, 2013 at 7:15 PM and the Town Council will hold a Public Hearing on July 17, 2013 at 7:10 PM in the Town Council Chambers of the Municipal Building, 355 East Central Street, to consider amending Chapter 185, Section 7 of the Code of the Town of Franklin, Zoning By-Law as follows:

ZONING BY-LAW PROPOSED BY THE FRANKLIN TOWN ADMINISTRATION TO AMEND THE FRANKLIN TOWN CODE CHAPTER 185, SECTION 7.

Bylaw Amendment 13-718:

Changes to §185-7. Compliance Required. Bylaw Amendment 13-718 would allow the use of an off-street parking area by special permit from the Planning Board as a primary use in the Downtown Commercial District; currently, off-street parking is allowed only as an accessory use in the DC Zoning District. The proposed Zoning Bylaw Amendment also prohibits parking facilities in all other zoning districts.

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

The exact text of the proposed bylaw amendment may be reviewed in the Department of Planning and Community Development during normal business hours (Monday, Tuesday and Thursday - 8:00 AM to 4:00 PM, Wednesday - 8:00 AM to 6:00 PM, and Friday - 8:00 AM to 1:00 PM).

Please contact the Department of Planning & Community Development at 508-520-4907 if you require further information or if you need to make arrangements to provide translation services for the hearing impaired or for persons with language barriers.

Anthony Padula, Chairman Franklin Planning Board Robert Vallee, Chairman Franklin Town Council

License Transactions

LICENSE TRANSACTION -



Shaw's Supermarkets, Inc. 255 East Central Street

Shaw's Supermarkets, Inc. is seeking approval for the following transactions:

Change of Manager and New Officers and Directors.

All Departments have signed off on this transaction.

MOTION to approve the request by Shaw's Supermarkets, Inc. for the Change of Manager to Zulmira T. Comeau and for the change of officers and directors: Patrick Shane Sampson, President/Director; Thomas Patrick Vesey, VP Operations; Michael Douglas Bessent, VP Treasurer Secretary; Barbra Ann Nunziato, Asst. Secretary.

DATED: ,2	2013
	VOTED:
	UNANIMOUS
	YES NO
A True Record Attest:	ABSTAIN
	ABSENT
Deborah L. Pellegri	
Town Clerk	
	Judith Pond Pfeffer, Clerk
	Franklin Town Council



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

For Reconsideration

www.mass.gov/abec

FORM 43 MUST BE SIGNED BY LOCAL LICENSING AUTHORITY

043000033				Fran	klin		. [uly 17, 2013	
ABCC License N	Jumber			City/T	own			Local Approv	al Date
TRANSACTION '	TYPE (Please	check all releva	nt transaction	s):					
New License		New O	fficer/Director		Pledge of	License		Change Corp	orate Name
Transfer of Lice	ense	Chang	e of Location		Pledge of	Stock		Seasonal to A	nnual
Change of Mar	nager	☐ Alterat	ion of License	d Premises	Transfer o	of Stock		Change of Lic	ense Type
Cordials/Lique	urs Permit	Issuand	ce of Stock		New Stoc	kholder		Other	
6-Day to 7-Day	/ License	☐ Manag	ement/Opera	ting Agreemen	t Wine & M	alt to All Alcol	hol		
Name of Licensee	Shaw's Sup	ermarkets, Inc.			EIN of Licensee	04-112342	20		
D/B/A	Shaw's Super	market			Manager	Zulmira T.	Comeau		(T) - 2 H 3+ 2
ADDRESS: 255 Ea	st Central Stree	et		CITY/TOWN:	Franklin	STATE	МА	ZIP CODE	02038
Annual				Wine & Malt			P	ackage Store	
Annual or Sea	sonal			Tategory: (All Alco falt & Cordials)	hol-Wine & Malt Wine,			Type: (Restaura Store, General Or	
store. Wine is loca	ted in the first		er the deli. Bee	er is located in t	exits. One located in le he center of store aisle	es (9-10)	ers Notifi		
Application Filed:	June 2013		Advertised:	Not required		Abutt	ers Notin	ieu.	
Contact Person for		& Time Trish Farnswo	orth-Lawson &		ttach Publication	517-439-4990	· · · · · · · · · · · · · · · · · · ·		
	E = 2 to			B		1	A CONTRACTOR	7	The state of the s
ADDRESS: 88 Blac	k Falcon Aven	ue, Suite 345		CITY/TOWN:	Boston	STATE	MA	ZIP CODE	02210
Remarks:		1			- Y - SI () Y - SI KE	-11100 1100			2 32
The Local L By:	icensing Author	ities	. !			Alco	Ra	erages Control (lph Sacramone ecutive Directo	
Juc	lith Pond I	Pfeffer	= 3			1 5-16-1			
Cle	erk, Frankl	lin Town	2			-			
S-		## 18 h 1 h 1 h 1			ABCC Re	emarks:	- 122		

LAWSON & WEITZEN, LLP

ATTORNEYS AT LAW

88 BLACK FALCON AVENUE, SUITE 345 BOSTON, MASSACHUSETTS 02210-2414

EVAN T. LAWSON RICHARD B. WEITZEN* PAMELA B. BANKERT, PC IRA H. ZALEZNIK VALERIE L. PAWSON, LLC GEORGE F. HAILER, PC+ GEORGE E. CHRISTODOULO, PC JEFFREY P. ALLEN KENNETH B. GOULD JOHN A. TENNARO, PC DAVID A. RICH, LLC* PATRICIA L. FARNSWORTH K. SCOTT GRIGGS++ MICHAEL J. MCDEVITT STEVEN M. BUCKLEY SONIA K. GUTERMAN, Ph.D.

ROBERT J. ROUGHSEDGE++ CAROLINE A. O'CONNELL* GLENN P. FRANK* SCOTT P. LOPEZ BRUCE W. EDMANDS FRANKLIN H. LEVY BRENDA G. LEVY, LLC KENNETH B. SKELLY*** DAVID E. GROSSMAN IRVING SALLOWAY DARLY G. DAVID MARIA GALVAGNA MESINGER

MICHAEL WILLIAMS KRISTINA A. ENGBERG MICHELE A. HUNTON++++ CHRISTINE M. PALKOSKI ADAM C. LAFRANCE TEOFILO JAVIER, JR. RYAN A. CIPORKIN JOSHUA M.D. SEGAL* DONALD J. GENTILE* SANJEEV K. MAHANTA, PH.D. CHRISTOPHER R. LEMMONS ELIZABETH A. PERRY CAITLIN P. CONDON

ROSTON

TELEPHONE (617) 439-4990 TELECOPIER (617) 439-3987 EMAIL: POST@LAWSON-WEITZEN.COM WWW.LAWSON-WEITZEN.COM

CAPE COD LAWSON, WEITZEN & BANKERT, LLP SIX GRANITE STATE COURT BREWSTER, MASSACHUSETTS 02631 TELEPHONE (508) 255-3600

Direct Dial: 617-603-3732

E-Mail: TFarnsworth@Lawson-Weitzen.Com

June 11, 2013

BY OVERNIGHT DELIVERY

Ms. Maxine Kinhart Town Administrator's Office Municipal Building, 3rd Floor 355 East Central Street Franklin, MA 02038

Re:

Section 15 Wine and Malt Beverages License Shaw's Supermarkets, Inc. 255 East Central Street, Franklin

Dear Maxine:

Please be advised that this firm represents Shaw's Supermarkets, Inc. in the regulatory aspect of its sale by parent company, Supervalu, Inc. ("Supervalu"). On March 22, 2013, Supervalu closed on a corporate privatization (the "Privatization") in that a consortium of investors led by AB Acquisition LLC ("AB Acquisition"), an affiliate of Cerberus Capital Management, has purchased the shares of stock in certain Supervalu grocery chain subsidiaries. There is no change of stock ownership of Shaw's Supermarkets, Inc., but rather a 100% change of beneficial ownership (ownership at the parent company level).

The Licensee, Shaw's Supermarkets, Inc. is a wholly-owned subsidiary of SSM Holdings Company, which is a wholly-owned subsidiary of New Albertson's Inc., itself a subsidiary of SUPERVALU Inc. As a result of the Privatization, New Albertson's Inc. will become a

^{*}ALSO ADMITTED IN NY

^{**}ALSO ADMITTED IN NH

⁺⁺⁺⁺ALSO ADMITTED IN NJ

^{*}ALSO ADMITTED IN DC ++ALSO ADMITTED IN RI,CT,NH & ME

^{* * *} ONLY ADMITTED IN PA

^{***}ALSO ADMITTED IN RI,CT, & NH

LAWSON & WEITZEN, LLP

Ms. Maxine Kinhart June 11, 2013 Page 2

subsidiary of NAI Holdings LLC, a holding company for its parent, the buyer of Shaw's, AB Acquisition. Thus, no change will occur to the immediate ownership of the Licensee as a result of this transaction. Shaw's Supermarkets, Inc., the Licensee, will still continue to exist, would be the Licensee as previously, the store will continue to be operated under the Shaw's banner and have the same Federal Employer Identification number.

There will however be changes to the Licensee's officers/directors and to the officers in several of the corporate layers above the Licensee. Control of the Licensee will emanate from AB Acquisition and move down through the corporate structure to the Licensee. I have enclosed two (2) corporate charts to show you the pre-closing and the post-closing structure.

There will also be a change of manager on the license to Zulmira Trindade Comeau.

Accordingly, we seek to file an application to change the manager, change the officers and directors and to disclose the change of beneficial ownership with the enclosed following application documents:

- 1. ABCC Monetary Transmittal Form;
- 2. Application for Retail Alcoholic Beverage License;
- 3. Financial Overview;
- 4. Applicant's Statement;
- 5. Petition for Transfer (this is being signed and a certificate of good standing has been requested);
- 6. Petition for Change of Manager;
- 7. Manager Application;
- 8. Personal Information and CORI Request Form for Zulmira Trindade Comeau;
- 9. Driver's License and Naturalization Certificate for Zulmira Trindade Comeau
- 10. Personal Information and CORI Forms for each of the officers and directors of the Licensee Shaw's Supermarkets, Inc.;
- 11. Personal Information and CORI Forms for each of the officers and directors of the corporate entities above the Licensee;
- 12. Corporate Vote;
- Statement of Change of Supplemental Information as filed with the Massachusetts Secretary of State;
- 14. Corporate structure/ownership charts; and
- 15. Real Estate Lease (no changes, you should have a copy on file).

Also enclosed please find a \$200 check payable to ABCC.

Please place this matter on the agenda for the next available hearing of the Franklin Town Council.

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Ms. Maxine Kinhart June 11, 2013 Page 3

Please note that Barbra Nunziato, who has been responsible in the past for licensing matters for Shaw's Supermarkets, Inc. with the Town of Franklin, will continue to be the contact licensing person for Shaw's Supermarkets, Inc. However, should you have any questions or require additional clarification on this matter, please contact me at 617.439.4990 or tfarnsworth@lawson-weitzen.com. I will attend the public hearing with the new manager so please let me know as soon as the date is scheduled.

Thank you for your assistance.

Very truly yours

Patricia Lang Farnsworth

Encl. encl.

cc:

Martha M. Redo, Esq.

Barbra Nunziato



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

PETITION FOR TRANSFER OF OWNERSHIP, TRANSFER OF STOCK, NEW OFFICER(S), DIRECTOR(S), STOCKHOLDER(S) AND LLC MANAGER(S)

043000033			Franklin
ABCC License Number		.:	City/Town
The licensee A. Shaws Supermore respectfully petition the License Partnership, Individual, Sole Prof Revenue (DOR).	sing Authorities to approve	and the proposed transferee B. Shaws Superthe following transfer of ownership. Any Corpora nust submit a <u>certificate of good standing</u> from the	ermarkets Inc. Ition, LLC or Association, e Massachusetts Department
		.), duly registered under the laws of the Common ectors and stockholders, their residences, and sha	
Name	Title	Address	Stock or % Owned
Michael Stigers	President/Director	750 West Center St West Bridgewater MA	o
John Boyd	Treasurer	250 Park Center Blvd Boise ID	0
Todd Sheldon	Secretary	11840 Valley View Rd Eden Prairie MN	0
Barbra Nunziato	Asst. Secretary	150 Pierce Suite 200 Itasca IL	0
see attached preclosing chart		1.	
	Corporation/LLC listed in bo	x (B.), duly registered under the laws of the Comr	nonwealth of Massachusetts?
⊠ Yes □ No			
TO: (Place an * before the nam	ne of each DIRECTOR/LLC M	anager.)	4 0
Name	Title	Address	Stock or % Owned
*Patrick Shane Sampson	Director/President	124 Liberty Street Brockton MA 02301	0
Thomas Patrick Vesey	VP-Operations	70 Indian Lane Canton MA 02021	0
Michael Douglas Bessent	VP, Treasurer, Secretary	1677 W Par Ct. Eagle ID 83616	0
Barbra Ann Nunziato	Asst Secretary	813 Worcester Avenue Westchester IL 60154	0
See attached corporate chart			
he above named proposed tra	ansferee hereby joins in thi	s petition for transfer of said license.	
SIGNATURE OF LAST-APPRO	VED LICENSEE:		
CONTRIDE OF BRODES -	A Property of the Control of the Con	oration/LLC, by its authorized representative) Dat	e Signed
SIGNATURE OF PROPOSED T	KANSFEREE:		



PETITION FOR CHANGE OF LICENSE

043000033			Franklin
ABCC License Number			City/Town
The licensee Shaw's Supermarkets, following transactions: Change of Manager Pledge of License/Stock Change of Corporate Name/DBA Change of License Type (§12 ON	☐ Altera☐ Cordi	spectfully petitions the Licer ation of Premises al & Liqueurs ge of Location	ising Authorities to approve the
	Last-Approved Manager:	James M. Burns	
	Requested New Manager:	Zulmira T. Comeau	
Pledge of License /Stock	Loan Principal Amount: \$	In	terest Rate:
	Payment Term:	Lender:	
Change of Corporate Name/DBA	Last-Approved Corporate N	Name/DBA:	
☐ Change of License Type	Requested New Corporate		
	Last-Approved License Typ Requested New License Ty		
Alteration of Premises: (must fill o	out attached financial informa	tion form)	
Description of Alteration:			
Change of Location: (must fill ou	t attached financial informatio	n form)	
	Last-Approved Location:		
	Requested New Location:		
Signature of Licensee (If a Corpo	fund 17	Date Signed	5-31-13

APPLICATION FOR RETAIL ALCOHOLIC BEVERAGE LICENSE

City/Town Franklin
1. LICENSEE INFORMATION:
A. Legal Name/Entity of Applicant:(Corporation, LLC or Individual) Shaw's Supermarket, Inc.
B. Business Name (if different) : Shaw's Supermarket, Inc. C. Manager of Record: Zulmira Trindade Comeau
D. ABCC License Number (for existing licenses only) : 043000033
E.Address of Licensed Premises: 255 East Central Street City/Town: Franklin State: MA Zip: 02038
F. Business Phone: 508 520 6880 G. Cell Phone: N/A
H. Email: barbra.nunziato@supervalu.com 1. Website: N/A
J.Mailing address (If different from E.): B.Nunziato, 150 Pierce Road, Suite 200 City/Town: Itasca State: IL Zip: 60143
2. TRANSACTION:
New License New Officer/Director Transfer of Stock Issuance of Stock Pledge of Stock Transfer of License New Stockholder Management/Operating Agreement Pledge of License The following transactions must be processed as new licenses: Seasonal to Annual (6) Day to (7)-Day License Wine & Malt to All Alcohol IMPORTANT ATTACHMENTS (1): The applicant must attach a vote of the entity authorizing all requested transactions, including the appointment of a Manager of Record or principal representative.
3. TYPE OF LICENSE:
S12 Restaurant S12 Hotel S12 Club S12 Veterans Club
S12 General On-Premises S12 Tavern (No Sundays) S15 Package Store
4. LICENSE CATEGORY:
☐ All Alcoholic Beverages
☐ Wine & Malt Beverages with Cordials/Liqueurs Permit
5. LICENSE CLASS:

6. CON	TACT PERS	ON CONCE	RNING TH	IIS APPLIC	ATION (A	ATTORI	NEY IF	APPLICA	BLE)				
NAN	ΛE:	Tri	sh Farnsw	orth - Law	rson & W	eitzen,	LLP			444		Parallel of 1	
ADD	RESS:	88	Black Falc	on Avenu	e, Suite 3	345							
CITY	TOWN:	Во	ston			STA	ATE: N	1A	ZIP	CODE:	022	10	
CONT	ACT PHONE	NUMBER:	617 439 4	990			FAX N	NUMBER:	617 4	39 3987	W		
EMA	IL: tfarnsw	orth@laws	on-weitze	n							11000	77 744	
				Torrest.	- 546								
7. DESC	CRIPTION O	F PREMISE lete descript	S: ion of the pr	emises to be	e licensed.	Please n	ote that	t this must	be identic	al to the de	escriptio	on on the Fo	orm 43.
	West and the same of the same												
Two ma	in entrances v	with emerge	ncv evit as ne	ar code locat	ad in laft a	ontor of	cales a	son Wine	s lacated i	th fiest	.:		AL - Jat
	ocated in the		icy exit as pe	er code local	ed in left C	enter or	Sales al	rea. wine i	s located i	n the first	aisie or	store, arter	the dell.
			- OH									/access 1112-1112-1112-1112-1112-1112-1112-11	
T-4-1 C	-	[F7.770								S		<u> </u>	
otal Sq	uare Footag	e: [57,778			Number o	of Entrar	nces:	2		Number	of Exi	ts: [2	
Occupai	ncy Number	N/A						Seating C	apacity:	N/A			
MPORTAN	NT ATTACHMEN	ITS (2): The ap	plicant must a	attach a floor	plan with dir	mensions	and squ	are footage	for each flo	or & room.			
3. OCCL	JPANCY OF	PREMISES	i:				-					*****	
By what	right does t	he applican	t have poss	ession and	or legal o	occupan	cy of t	ne premis	es? Fina	al Lease			
	NT ATTACHMEN		oplicant must	submit a copy	of the final	lease or o	documer	nts evidencin	g a	ner: N/A			
	to occupy the p	remises.								iei. [iv/A		F	
andlor	d is a(n):	Corporatio	n	- :-			Othe	er: N/A					
Name:	Franklin S	hoppers Fa	r, Inc., c/o	The Alevizo	s Group			Phone:	781 772	1680			
Address	: 396 Wash	nington Stre	et, # 325		City/Tov	wn: W	ellesle	У	State	MA		Zip: 024	81
nitial Le	ase Term:	Beginning [Date 0	3/30/1990			Endi	ng Date	03/31,	/2024			
Renewa	l Term:	3/31/2014			Options	/Extens	ions at	: 5		Years Ead	ch		
Rent:	\$742,900.0	0	Per Year		Rent:	\$61,90	08.33		Per M	onth			
	erms of the I	ease or oth	er arranger	nent requir	e paymer	nts to th	e Land	lord based	d on a pe	centage (of the a	alcohol sal	es?
	NT ATTACHIV				2020 V			14 TV 16/1/42	28 W	51 6 100 500 11			54.0
ith the L	he Landlord is andlord must	be disclosed	in §10 and	nust submit	a complet	ed <u>Perso</u>	nal Info	rmation Fo	<u>rm</u> attach	ed to this a	applicat		o interest
	ormation doc rincipals of th											pplicant mu	ust still
	lease betwee												

т		20002	
The Applicant is a(n):	Corporation	Other: N/A	
If the applicant is a Corpora	tion or LLC, complete the follo	owing: Date of Incorporation	on/Organization: 07/10/1920
State of Incorporation/Orga	inization: MA		
ls the Corporation publicly t	raded? Yes 🗌 No 🔀		
10. INTERESTS IN THIS LIC	CENSE:	, , , , , , , , , , , , , , , , , , , ,	
direct or indirect, beneficial or i IMPORTANT ATTACHMENTS (5 A. All individuals or entities liste	financial interest in this license (e i): ed below are required to complet	g. landlord with a percentage rent base	2
Name	All Titles and Positions	Specific # of Stock or % Owned	Other Beneficial Interest
Patrick Shane Sampson	President/Director	N/A	N/A
Thomas Vesey	VP Ops/Director	N/A	N/A
Justin Dye	Chief Operating Officer	N/A	N/A
Michael D, Bessent	Treasurer	N/A	N/A
Barbra A. Nunziato	Assistant Secretary	N/A	N/A
*If additional space is neede	d, please use last page.		
			1 1940 80 41
11. EXISTING INTEREST IN Does any individual listed in poeverages? Yes 🔀 No 🗀	§10 have any direct or indirec	t, beneficial or financial interest in a below:	ny other license to sell alcoholic
Name	License Type	Licensee	Name & Address
Shaw's Supermarkets, Inc.	§15 Package Store	Shaw's Supermarket, 53 Huntingt	on Avenue, Boston, MA 02119
		7	
Star Markets Company, Inc.	§15 Package Store	Star Market, 675-699 Mt. Auburn	Street, Cambridge, MA 02138
Star Markets Company, Inc.	§15 Package Store Please Select	Star Market, 675-699 Mt. Auburn	Street, Cambridge, MA 02138
Star Markets Company, Inc.		Star Market, 675-699 Mt. Auburn	Street, Cambridge, MA 02138
Star Markets Company, Inc.	Please Select	Star Market, 675-699 Mt. Auburn	Street, Cambridge, MA 02138
Star Markets Company, Inc.	Please Select Please Select	Star Market, 675-699 Mt. Auburn	Street, Cambridge, MA 02138

Has any individual lister		beneficial interest in this license ever held a direct or in	direct, beneficial or said interest below:
Name	Licensee	Name & Address Date	Reason Terminated
			Please Select
			Please Select
			Please Select
	ICENSE DISIPLINARY ACTION: ed licenses to sell alcoholic beverage st said interest below:	es listed in §11 and/or §12 ever been suspended, revok	ed or cancelled?
Date	License	Reason of Suspension, Revocation or Car	cellation
10/27/2006	011601708 - Boston, MA	Sold to a minor - 1 Day Suspension on 02/12/07	
14. CITIZENSHIP AND A.) For Individual(s):	RESIDENCY REQUIREMENTS FOR	R A (§15) PACKAGE STORE LICENSE ONLY:	
1. Are you a U.S. Citizen	?		Yes 🗌 No 🗍
2. Are you a Massachuse	etts Residents?		Yes 🗌 No 🗌
B.) For Corporation(s) a	nd LLC(s) :		
1. Are all Directors/LLC I	Managers U.S. Citizens?		Yes 🗵 No 🗌
2. Are a majority of Dire	ctors/LLC Managers Massachusetts	Residents?	Yes 🗵 No 🗌
3. Is the License Manage	er or Principal Representative a U.S.	Citizen?	Yes
451 69 5354	nber(s), Director(s) and Officer(s): , Members, Directors, LLC Managers	and Officers involved at least twenty-one (21) years old	Yes No No
15. CITIZENSHIP AND VETERANS CLUB LICEI	127	R (§12) RESTAURANT, HOTEL, CLUB, GENERAL ON	PREMISE, TAVERN,
A.) For Individual(s):		, V	
1. Are you a U.S. Citizen	?	er e	Yes No
B.) For Corporation(s) a	nd LLC(s):		
1. Are a majority of Dire	ctors/LLC Managers NOT U.S. Citize	n(s)?	Yes 🔲 No 🔲
2. Is the License Manage	er or Principal Representative a U.S.	Citizen?	Yes No No
C.) Shareholder(s), Mem	nber(s), Director(s) and Officer(s):		**************************************
 Are all Shareholders, 	Members, Directors, LLC Managers	and Officers involved at least twenty-one (21) years old	? Yes No No

16. COSTS ASSOCIATED WITH LICENSE TR	RANSACTION:	
A. Purchase Price for Real Property:		X See attacked
B. Purchase Price for Business Assets:		X See attached Firancel Overnew
C. Costs of Renovations/Construction:		
D. Initial Start-Up Costs:	8	IMPORTANT ATTACHMENTS (6): Submit any and
E. Purchase Price for Inventory:		all records, documents and affidavits including loan agreements that explain the source(s) of money for this transaction. Sources of cash must
F. Other: (Specify)		include a minimum of three (3) months of bank statements.
G: TOTAL COST		statements.
H. TOTAL CASH		
I. TOTAL AMOUNT FINANCED		The amounts listed in subsections (H) and (I) must total the amount reflected in (G).
*If additional space is needed, please use last	al Overven	ONAL FUNDS, GIFTS):
		AMOUNT FINANCED"NOTED IN SUB-SECTIONS 16(I)
A. III	HARASTER LINES OF MOTOR	
Name	Dollar Amount	Type of Financing
20 E		
	Ø.	Δ Δ
*If additional space is needed, please use last	page.	
B. Does any individual or entity listed in §19 as license or any other license(s) granted under C If yes, please describe:		ect or indirect, beneficial or financial interest in this
Shaw's Supermarket, 53 Huntington Avenue Star Market, 675-699 Mt. Auburn Street, Cam		

19. PLEDGE: (i.e. COLLATERAL FOR	A LOAN)	
A.) Is the applicant seeking approv	al to pledge the license?	⊠ No
1. If yes, to whom:		
2. Amount of Loan:	3. Interest Rate:	4. Length of Note:
5. Terms of Loan :		
B.) If a corporation, is the applican	t seeking approval to pledge any of the	e corporate stock?
1. If yes, to whom:	The state of the s	
2. Number of Shares:		
C.) Is the applicant pledging the in	ventory?	
If yes, to whom:		
		ES, please provide a description of the work being
		. 2
	=	
21. ANTICIPATED OPENING DATE:	This store is opened	

IF ALL OF THE INFORMATION AND ATTACHMENTS ARE NOT COMPLETE THE APPLICATION WILL BE RETURNED

APPLICANT'S STATEMENT

the sole proprietor; partner; corporate principal; LLC/LLP member
of Shaw's Supermarkets, Inc. , hereby submit this application for Retail Beer & Wine (hereinafter the
"Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and together with the LLA collectively the "Licensing Authorities") for approval.
I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the Application, and as such affirm that all statement and representations therein are true to the best of my knowledge and belie. I further submit the following to be true and accurate:
(1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
(2) I state that the location and description of the proposed licensed premises does not violate any requirement of the ABCC or other state law or local ordinances;
(3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
(4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the Application information as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
(5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
(6) I understand that all statements and representations made become conditions of the license;
(7) I understand that any physical alterations to or changes to the size of, the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
(8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
(9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.
Signature: Bachea Minger Date: 5-31-13
Title: Assistant Secretary
State of the control



MANAGER APPLICATION

All proposed managers are required to complete a <u>Personal Information Form</u>, and attach a copy of the corporate vote authorizing this action and appointing a manager.

Legal Name of Licensee:	Shaw's Supermarkets, Inc.	Business Name (dba):	Shaw's Supermarket
Address:	255 East Central Street		
City/Town:	Franklin	State: MA Zi	p Code: 02038
ABCC License Number: - (If existing licensee)	043000033	Phone Number of Pres	mise: 508-520-6880
2. MANAGER INFORMA	TION:		
A. Name: Zulmira T. Con	neau	B. Cell Phone Num	nber: 508-972-1380
C. List the number of hou	urs per week you will spend on th	e licensed premises: Minimum -	50 hours
	and of Hateranzetion such as voter s	Certificate, Birth Certificate or Natur	alleation rapersy
A. Do you now, or have yon a license to sell alcohol	ou ever, held any direct or indirec	t, beneficial or financial interest	Yes □ No ⊠
n a license to sell alcohol If yes, please describe:	ou ever, held any direct or indirect lic beverages? Begin to the second of a license of Record of a license.		Yes ☐ No ☒ Yes ☐ No ☒
A. Do you now, or have you a license to sell alcohol If yes, please describe: B. Have you ever been the has been suspended, revolutions, please describe:	ou ever, held any direct or indirect lic beverages? e Manager of Record of a license oked or cancelled?	to sell alcoholic beverages that	Yes ☐ No ⊠
A. Do you now, or have you a license to sell alcohol if yes, please describe: B. Have you ever been the has been suspended, revolutions, please describe:	ou ever, held any direct or indirect lic beverages? e Manager of Record of a license oked or cancelled?		Yes □ No ⊠
A. Do you now, or have you a license to sell alcohol If yes, please describe: B. Have you ever been the has been suspended, revol If yes, please describe: C. Have you ever been the If yes, please describe:	ou ever, held any direct or indirect lic beverages? e Manager of Record of a license oked or cancelled? e Manager of Record of a license license oked or cancelled?	to sell alcoholic beverages that that was issued by this Commission	Yes □ No ⊠ on? Yes □ No ⊠
A. Do you now, or have you a license to sell alcohol If yes, please describe: B. Have you ever been the has been suspended, revolutions, please describe: C. Have you ever been the fyes, please describe:	ou ever, held any direct or indirect lic beverages? e Manager of Record of a license oked or cancelled? e Manager of Record of a license license oked or cancelled?	to sell alcoholic beverages that	Yes □ No ⊠ on? Yes □ No ⊠



PERSONAL INFORMATION FORM

A. Legal Name of Licensee Shaw's Supermarkets, Inc. C. Address 255 East Central Street E. City/Town Franklin F. Phone Number of Premise 508-520-6880 2. PERSONAL INFORMATION: A. Individual Name Zulmira T. Comeau C. Address 8 Rivers Edge Way D. City/Town Assonet E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	B. Business Name (dba) Shaw's Supermarket D. ABCC License Number (January 1982) (Jif existing licensee) State MA Zip Code 02038 G. EIN of License 04-112-3420 B. Home Phone Number 508-644-2899 State MA Zip Code 02702 F. Date of Birth
E. City/Town Franklin F. Phone Number of Premise 508-520-6880 C. PERSONAL INFORMATION: A. Individual Name Zulmira T. Comeau C. Address 8 Rivers Edge Way D. City/Town Assonet E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	(If existing licensee) State MA Zip Code 02038 G. EIN of License 04-112-3420 B. Home Phone Number 508-644-2899 State MA Zip Code 02702
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2. PERSONAL INFORMATION: A. Individual Name Zulmira T. Comeau C. Address 8 Rivers Edge Way D. City/Town Assonet E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	B. Home Phone Number 508-644-2899 State MA Zip Code 02702
A. Individual Name Zulmira T. Comeau C. Address 8 Rivers Edge Way D. City/Town Assonet E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	State MA Zip Code 02702
C. Address 8 Rivers Edge Way D. City/Town Assonet E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	State MA Zip Code 02702
Assonet E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	
E. Social Security Number G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	
G. Place of Employment Shaw's Supermarket B. BACKGROUND INFORMATION:	F. Date of Birth
B. BACKGROUND INFORMATION:	
Have you ever been convicted of a state, federal or fyes, as part of the application process, the individual must attach an affide the charges occurred as well as the disposition of the convictions. FINANCIAL INTEREST: Provide a detailed description of your direct or indirections.	avit as to any and all convictions. The affidavit must include the city and state where
None	÷
I MPORTANT ATTACHMENTS (8): For all cash contributions, at If additional space is needed, please use the last page	tach last (3) months of bank statements for the source(s) of this cash.
	hat the information I have provided in this application is true and
accurate:)
ignature Julinera V. Con	vecu Date 5/13/13



PERSONAL INFORMATION FORM

L. LICENSEE INFORMATION:	
A. Legal Name of Licensee Shaw's Supermarkets, Inc.	B. Business Name (dba) Shaw's
C. Address 255 E. Central Street	D. ABCC License Number (If existing licensee)
. City/Town Franklin	State MA Zip Code 02038
Phone Number of Premise 508-520-688 0	G. EIN of License 04 - 1123420
. PERSONAL INFORMATION:	
. Individual Name Patrick Shane Sampson	B. Home Phone Number 817-401-4448
. Address 124 Liberty Street	
. City/Town Brockton	State MA Zip Code 02301
Social Security Number	F. Date of Birth
. Place of Employment Shaw's Supermarkets, Inc.,	750 West Center St., West Bridgewater, MA 02379
ave you ever been convicted of a state, federal or m yes, as part of the application process, the individual must attach an affidavit e charges occurred as well as the disposition of the convictions.	ilitary crime? Yes No X t as to any and all convictions. The affidavit must include the city and state where
FINANCIAL INTEREST: rovide a detailed description of your direct or indirect	ct, beneficial or financial interest in this license.
None	
PORTANT ATTACHMENTS (8): For all cash contributions, attac f additional space is needed, please use the last page	ch last (3) months of bank statements for the source(s) of this cash.
additional space is needed, please use the last page	8
ereby swear under the pains and penalties of perjury tha curate:	t the information I have provided in this application is true and
gnature which the two	Date 3.18-13
le President (If Corr	poration/LLC Representative)



PERSONAL INFORMATION FORM

1. LICENSEE INFO	RMATION:					
A. Legal Name of Lic	sensee Shaw's Supermarkets, Inc.	B. Business	s Name (dba)	Shaw's	s	
C. Address 255 E. Central Street		D. ABCC License Number (If existing licensee)				
E. City/Town Fran	State	//A Zip (Code	02038		
F. Phone Number of Premise 508-520-6880 G. EIN of License 04 - 1123420						
2. PERSONAL INFO	DRMATION:					
A. Individual Name	Justin Christopher Dye	В.	Home Phone	Number [208-424-7726	
C. Address	579 East Orion Court					: 11
D. City/Town	Boise	Sta	ate ID	Zip Code	83702	
E. Social Security Nu	mber	F.	Date of Birth			
G. Place of Employm	Albertson's LLC, 250 E. Pa	rkcenter Bl	vd,. Boise,	ID 8370	6	
3. BACKGROUND	INFORMATION:				*1	<u></u>
V2	en convicted of a state, federal or m cation process, the individual must attach an affidavit			affidavit m	Yes No X	0
the charges occurred as w	vell as the disposition of the convictions.			amuavitmi	ast include the city and state when	
4. FINANCIAL INTE	FB 26 NO CONT. 49 MFGF 76 2464			i .		
Apriles excellentessayer	d description of your direct or indirect	t, beneficia	I or financia	Interes	t in this license.	_
0.7% Interest	in AB Acquisition LLC					
IMPORTANT ATTACH	IMENTS (8): For all cash contributions, attac	h last (3) mon	ths of bank st	atements:	for the source(s) of this cash	
*If additional space is needed, please use the last page						
		90				
I hereby swear unde	er the pains and penalties of perjury tha	t the informa	tion I have p	rovided ir	n this application is true a	nd
Signature	Jul I all		Date	ſ	3/20/13	
ITIA	itegy Officer of			L	21-013	
AB Acqui	sition LLC (If Corp	poration/LLC	Representat	ive)		



PERSONAL INFORMATION FORM

	NATION:		
A. Legal Name of Licer	Shaw's Supermarkets, Inc.	B. Business Name (dba)	Shaw's
C. Address 255 E.	Central Street	D. ABCC License Number (If existing licensee)	
E. City/Town Frankl	in	State MA Zip (Code 02038
F. Phone Number of P	remise 508-520-688 0	G. EIN of License	04-1123420
2. PERSONAL INFOR	RMATION:	a	
A. Individual Name	lichael Douglas Bessent	B. Home Phone	Number 208-629-541Z
C. Address	677 W Par Ct.		
D. City/Town	Eagle	State ID	Zip Code 83616
E. Social Security Numl	ber	F. Date of Birth	
G. Place of Employmer	Albertson's LLC, 250 E F	Parkcenter Blvd., Boise	e, ID 83706
3. BACKGROUND IN	FORMATION:	W 800 10 01 800	
Have you ever beer	convicted of a state, federal or	military crime?	Yes 🔲 No 🕱
f yes, as part of the applicat	ion process, the individual must attach an affida as the disposition of the convictions.	vit as to any and all convictions. The	affidavit must include the city and state where
f yes, as part of the applicat he charges occurred as well	as the disposition of the convictions.	vit as to any and all convictions. The	affidavit must include the city and state where
f yes, as part of the applicat the charges occurred as well 1. FINANCIAL INTERE	as the disposition of the convictions.		
f yes, as part of the applicat the charges occurred as well 4. FINANCIAL INTERE	as the disposition of the convictions.		
f yes, as part of the applicate the charges occurred as well for t	as the disposition of the convictions.		
f yes, as part of the application the charges occurred as well in Financial Interest or	es the disposition of the convictions. ST: description of your direct or indirect.	ect, beneficial or financia	interest in this license.
f yes, as part of the application the charges occurred as well in Financial Interest or	as the disposition of the convictions. ST: description of your direct or indirect.	ect, beneficial or financia	interest in this license.
f yes, as part of the applicate the charges occurred as well. FINANCIAL INTEREPROVIDE a detailed of the None MONE	es the disposition of the convictions. ST: description of your direct or indirect.	ect, beneficial or financia	interest in this license.
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PERSONAL INFORMATION FORM

1. LICENSEE INFORMATION:	
A. Legal Name of Licensee Shaw's Supermarkets, Inc.	B. Business Name (dba) Shaw's
C. Address 255 E. Central Street	D. ABCC License Number (If existing licensee)
E. City/Town Franklin	State MA Zip Code 02038
F. Phone Number of Premise 508-520-688 0	G. EIN of License 04 - 1123420
PERSONAL INFORMATION:	
A. Individual Name Thomas Patrick Vesey	B. Home Phone Number 781-828-719 5
. Address 70 Indian Lane	
D. City/Town Canton	State MA Zip Code 02021
. Social Security Number	F. Date of Birth
. Place of Employment Shaw's Supermarkets, Inc.,	750 West Center St., West Bridgewater, MA 02379
. BACKGROUND INFORMATION: ave you ever been convicted of a state, federal or m yes, as part of the application process, the individual must attach an affidavit the charges occurred as well as the disposition of the convictions.	rillitary crime? Yes No 🔀 t as to any and all convictions. The affidavit must include the city and state where
FINANCIAL INTEREST:	
rovide a detailed description of your direct or indirect	ct, beneficial or financial interest in this license.
None	
PORTANT ATTACHMENTS (8): For all cash contributions, attac	ch last (3) months of bank statements for the source(s) of this cash.
If additional space is needed, please use the last page	The second section of the second section of the second section of the second section s
, <u> </u>	
ereby swear under the pains and penalties of perjury tha curate:	t the information I have provided in this application is true and
gnature Thom P. Vises	Date 3/18/13
VP Operations/Director (If Corr	poration/II C Representative)



PERSONAL INFORMATION FORM

1 LICENIE	E INCORNA	TION					-			
1. LICENSE	E INFORMA	ATION:		D Durati	N	المعالم ا	Shaw's			
A. Legal Na	me of Licens	ee Shaw's Su	oermarkets, Inc.	D. DUSII	ness Nam	e (dba)	Silaw	5		
C. Address	255 E. Ce	ntral Street	The state of the s	The second secon	C License isting lice			——————————————————————————————————————	944	
E. City/Tow	n Franklir	1		State	MA	Zip (Code	02038		
F. Phone N	umber of Pre	emise 508-520-	6880	G. EIN	of License		04-1	123420		
2. PERSO	NAL INFORM	MATION:	2011F2							<u></u>
A. Individua	al Name Ba	arbra Ann Nun	ziato		B. Home	e Phone	Number	708-343-5	277	
C. Address	81	3 Worcester A	venue				98.1			
D. City/Tow	vn V	lestchester			State	[IL	Zip Code	60154]
E. Social Se	curity Numb	er			F. Date	of Birth]
G. Place of	G. Place of Employment Shaw's Supermakets, Inc., 150 Pierce, Itasca, IL 60143									
Have you	ever been		state, federal or n ual must attach an affidav e convictions.	8		tions. The	e affidavit m	nn =	o 🔀 ity and state whe	re:
4. FINANC	IAL INTERES	ST:	LEWIS CO.					moneton - H		
Provide a	detailed d	escription of yo	ur direct or indire	ct, benef	icial or f	inancia	l interes	t in this lice	ense.	
None		85 150	Asserted to the second second				es: -			
		9430 N					1475 4			
		\$ \$2.	5. 005				<u> </u>			20
						P	S4 (0414.0)			
		ENTS (8): For all ca eeded, please use	sh contributions, atta	ach last (3)	months o	f bank st	atements	for the sourc	e(s) of this cas	h.
ii dddiddi	iai space is i	iccucu, picuse use	the last page							
I hereby sw	vear under t	he pains and per	nalties of perjury th	at the info	rmation	I have p	orovided i	n this applic	ation is true (and
accurate:			12.4/3							
Signature	Day	hid hi	njeat			Date		3-13	-13	
Title	Assistar	t Secretary	(If Co	rporation	LLC Rep	resenta	tive)			

NEW ALBERTSONS INC FINANCIAL OVERVIEW

New Albertson's, Inc. was formed in 2006 as part of the split of Albertson's, Inc. into three parts. Supervalu, Inc. purchased New Albertson's which included the core operations of Albertson's Inc. Albertson's LLC purchased the non-core operations and CVS Corporation purchased the stand-alone drug stores. After almost 7 years of operation by Supervalu, the stock of New Albertson's, Inc. was purchased on March 21, 2013 by the parent company of Albertson's LLC. Immediately after that stock purchase, New Albertson's Inc. sold the remaining 414 Albertson's bannered stores and supporting distribution centers and facilities to Albertson's LLC for \$1.2 billion in cash. The resulting New Albertson's, Inc. is a stand-alone company operating over 400 stores under the names Jewel-Osco, ACME, and Shaws/Star Markets. The projected balance sheet, as of the purchase date below, contains estimates and has not yet been adjusted for purchase accounting. The New Albertson's, Inc. company has, as of the purchase date, \$500 million in cash and an asset-backed credit facility of \$400 million. This credit facility is secured by accounts receivable, inventory and pharmacy scripts.

New Albertson's Inc. Estimated Opening Balance Sheet 3/22/2013

(\$ in millions)

Cash and Cash Equivalents	\$	500
Restricted Cash		682
Accounts and Notes Receivable		200
Inventories		733
Other Assets	-	44
Total Current Assets		2,160
Land, Building and Equipment, Net		2,096
Intangibles, Net		364
Deferred Tax Asset		303
Other Assets	-	403
Total Assets	\$	5,325
Accounts Payable		431
Accrued Salaries and Related Liabilities		52
Current Debt		174
Current Capital Lease Liabilities		26
Deferred Tax Liability		152
Short-term Self Insurance Liability		191
Other Current Liabilities	3	105
Total Current Liabilities		1,131
Long-term Debt		2,070
Long-term Capital Lease Liabilities		547
Pension and other postretirement benefit obligations		98
Long-term Self Insurance Liability		643
Other Long-term Liabilities	-	133
Total Liabilities		4,622
Stockholder's Equity		703
Total Liabilities and Stockholder's Equity	\$	5,325

DIVISION PRESIDENTS NEW ALBERTSON'S, INC.

ACME - 75 Valley Stream Parkway, Malvern, PA 19355

Jim Perkins

Office: 610-889-4202 Cell: 240-380-0039

jim.perkins@supervalu.com

Assistant: Susan Keenan

Office: 610-889-4272 FAX: 610-889-3039

susan.keenan@supervalu.com

JEWEL OSCO - 150 E. Pierce Road, Suite 200, Itasca, IL 60143

William Emmons

Office: 630-948-6257 Cell: 817-825-8891

william.emmons@supervalu.com

Assistant: Eileen Bluemling

Office: 630-948-6044 FAX: 630-948-6950

eileen.bluemling@supervalu.com

SHAW'S - 750 W. Center Street, W. Bridgewater, MA 02379

Shane Sampson Office: 508-313-4663

Cell: 817-401-4448

shane.sampson@shaws.com

Assistant: Jeannine Jenney Office: 508-313-4560

FAX:

jeannine.jenney@shaws.com

DISTRIBUTION CENTERS NEW ALBERTSON'S INC. (NAI)

D:-+.	Line of Service	_
DISTI	pution	Center

Melrose Park Distribution Center 1955 West North Ave Melrose Park, Illinois 60160 (708) 531-6811

Listing

John Yasak Ken Calendo Andy Gugliotta Dan Pugliese Jack Novak Jeff Craig

<u>Position</u>

General Manager
Controller
Accounting Manager
Grocery Procurement Manager
Produce Procurement Manage
Meat Procurement Manager

Lancaster Distribution Center 500 S Muddy Creek Road Denver, Pennsylvania 17517 (717) 335-4000

Accounting and Purchasing Supervalu

Wells Distribution Center (Shaw's) 205 Spencer Drive Wells, Maine 04090 (207) 646-0645

Charles Miller

General Manager

Methuen Distribution Center (Shaw's) 100 Danton Drive Methuen, MA 01844 (978) 681-7602 Brian Tommey Elaine Fiumara Director of Ops Controller

UNANIMOUS WRITTEN CONSENT

March 22, 2013

Pursuant to the provisions of Section 59 of the Business Corporation Act of the State of Massachusetts and in accordance with the provisions of the certificate of incorporation filed with the State of Massachusetts and the adopted bylaws, as amended, of Shaw's Supermarkets, Inc., a Massachusetts corporation (the "Company"), the undersigned, constituting the entire membership of the board of directors of the Company (the "Board"), hereby consent to the adoption of the following resolutions and to the taking of the actions contemplated by this written consent (this "Written Consent"), in each case, with the same force and effect as if presented to and adopted at a meeting of the Board:

WHEREAS, the Board deems it advisable and in the best interests of the Company to appoint certain officers of the Company; and

WHEREAS, the Board deems it advisable and in the best interests of the Company to appoint certain officers of the Company as authorized signatories of the Company in order to manage the day-to-day affairs of the Company;

NOW, THEREFORE, BE IT

Officers

RESOLVED, that each of the following persons be, and each hereby is, appointed to the office of the Company set forth opposite his or her name, to serve, subject to his or her earlier resignation or removal in accordance with the governing documents of the Company and the laws of the state of Massachusetts, until his or her respective successor is elected and shall have qualified or until his or her earlier resignation or removal:

Shane Sampson	President
Justin C. Dye	Chief Operating Officer
Thomas Vesey	Vice President, Operations
Paul Gossett	Vice President, Marketing & Merchandising
Cindy Garnett	Vice President, Human Resources & Labor Relations
Michael D. Bessent	Vice President, Treasurer & Secretary
Barbra Nunziato	Assistant Secretary

Authorized Signatories

FURTHER RESOLVED, that each of the following officers be, and each hereby is, appointed as an authorized signatory of the Company and is vested with the signing authority to execute and deliver such notices, requests, directions, consents, approvals, orders, applications,

certificates, forms, agreements, undertakings, supplements, amendments, documents, further assurances or other instruments, papers or communications as they or any of them may deem to be necessary or advisable for the Company:

President

Chief Operating Officer

Vice President, Treasurer & Secretary

FURTHER RESOLVED, that each authorized signatory be, and hereby is, authorized to execute delegations of authority to other officers, employees and agents of the Company, including execution and delivery of powers of attorney as necessary and incidental to the business of the Company;

General

FURTHER RESOLVED, that each of the authorized signatories of the Company be, and each of them hereby is, severally authorized, empowered and directed to perform or to cause to be performed, for and on behalf of the Company and, to the extent specifically set out herein, any of the Subsidiaries, or otherwise, such other acts, under the corporate seal of the Company or otherwise, to pay or to cause to be paid on behalf of the Company such related expenses, and to execute and deliver or cause to be executed and delivered such other notices, requests, directions, consents, approvals, orders, applications, certificates, forms, agreements, undertakings, supplements, amendments, documents, further assurances or other instruments, papers or communications as they or any of them may deem to be necessary or advisable in order to effectuate fully the intent of the foregoing resolutions;

FURTHER RESOLVED, that all acts, deeds and things heretofore done by any officer, authorized signatory or any employee or agent of the Company on or prior to the date hereof to effectuate or carry out fully the purpose and intent of the foregoing resolutions hereby are, in all respects, ratified, confirmed, approved and adopted and declared to be binding and enforceable obligations as acts on behalf of the Company;

FURTHER RESOLVED, that this Written Consent does not rescind, alter, affect or limit any authority granted in the organizational and governing documents of the Company and any previously adopted resolution of the Company; and

FURTHER RESOLVED, that a copy of this Written Consent be filed with the minutes of proceedings of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date and year first written above. This Written Consent may be executed in counterparts, each of which so executed shall be deemed an original and all of which, taken together, shall constitute one and the same instrument

W. Ch	\sim
Justin C. Dye	V
William H. Emmons	
Michael D	Bessent
Michael D. Bessent	
Shane Sampson	H 2 1 10
Thomas Vesey	

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date and year first written above. This Written Consent may be executed in counterparts, each of which so executed shall be deemed an original and all of which, taken together, shall constitute one and the same instrument

Justin C. Dye		193
1.45		
William H. Emmons		
Michael D. Bessent		
Shane Sampson		
	H 34	
Thomas Vesey		

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date and year first written above. This Written Consent may be executed in counterparts, each of which so executed shall be deemed an original and all of which, taken together, shall constitute one and the same instrument

Justin C. Dye	11	
William H. Emmons		
Michael D. Bessent	н	-
Shane Sampson		
Thom P.V.		

MA SOC Filing Number: 201333894560 Date: 4/16/2013 1:03:00 PM



The Commonwealth of Massachusetts William Francis Galvin

No Fee

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

Statement of Change of Supplemental	Info	orn	natio	n
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(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: SHAW'S SUPERMARKETS, INC.

2. Current registered office address:

Name:

CT CORPORATION SYSTEM

No. and Street:

155 FEDERAL STREET

STE 700

City or Town:

BOSTON

State: MA

Zip: <u>02110</u>

Country: USA

3. The following supplemental information has changed:

Names and street addresses of the directors, president, treasurer, secretary

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	SHANE SAMPSON	750 W CENTER ST WEST BRIDGEWATER, MA 02379 USA
TREASURER	MICHAEL D BESSENT	250 PARKCENTER BLVD BOISE, ID 83706 USA
SECRETARY	MICHAEL D BESSENT	250 PARKCENTER BLVD BOISE, ID 83706 USA
C00	JUSTIN C DYE	250 PARKCENTER BLVD BOISE, ID 83706 USA
ASSISTANT SECRETARY	BARBRA A NUNZIATO	150 PIERCE RD STE 200 ITASCA, IL 60143 USA
VICE PRESIDENT	THOMAS P VESEY	750 W CENTER ST WEST BRIDGEWATER, MA 02379 USA
DIRECTOR	SHANE SAMPSON	750 W CENTER ST WEST BRIDGEWATER, MA 02379 USA

Fiscal year end:		
February		
Type of business in which the c	corporation intends to engage:	
INCLUDING, BUT NOT LIMITED	TO, RETAIL GROCERY	
Principal office address:		11

No. and Street:

CORP TAX DEPT

750 W CENTER ST

City or Town: WEST BRIDGEWATER

State: MA

Zip: <u>0237</u>9

Country: USA

located (post offi	ress where the records of the corce boxes are not acceptable):	rporation required	to be kept in the Co	ommonwealth are
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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:

April 16, 2013 01:03 PM

WILLIAM FRANCIS GALVIN

Hettian Fraing Jahren.

Secretary of the Commonwealth

Presentations/Discussions

- 1. Mike D'Angelo
- 2. Master Plan Committee

FRANKLIN PLANNING & COMMUNITY DEVELOPMENT

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

Fax: 508-520-4906

MEMORANDUM

To: JEFFREY D. NUTTING, TOWN ADMINISTRATOR

FROM: BRYAN W. TABERNER, AICP, DIRECTOR

RE: DRAFT MASTER PLAN

Cc: Jeffrey Roy, Chair, Master Plan Committee

PLANNING BOARD

BETH DAHLSTROM, TOWN PLANNER

DATE: JULY 10, 2013

At the July 17, 2013 Town Council meeting the Master Plan Committee will provide an update on the master planning process, discuss the Draft Master Plan and related goals, and ask the Council and the general public for input on the Draft Plan. Substantial effort by Master Plan Committee members and Town staff went into developing an update to the Town's 1997 Master Plan. Since the Committee's first meeting on January 17, 2012 they met at least once a month for a year and a half to see the plan through to its completion.

Attached for Town Council's review and consideration are the following:

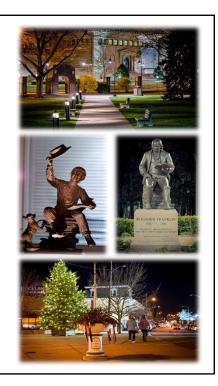
- Handouts of the presentation Jeff Roy and the other Master Plan Committee members will present at the July 17, 2013 Town Council meeting;
- The Goals and Policies Element of the Draft Master Plan, which is the first of nine Master Plan sections (Elements). The Goals and Policies Element serves as an introduction, and identifies general goals and policies identified by the Master Plan Committee that guided it through the planning process.
- The Implementation Element, which is the last Master Plan element, contains proposed goals, objectives and actions related to the other Elements of the Master Plan, and will serve as an implementation tool that the Town's decision makers will use as a guideline over the next ten years.

The remaining seven Master Plan Elements (listed below) will be available for viewing by Town Council and the general public by late in the day July 12, 2013:

- Land Use:
- Natural, Cultural and Historic Resources;
- Open Space and Recreation;
- Circulation (Transportation);
- Housing;
- Economic Development; and
- Community Services and Facilities.

Please let me know if you have questions or require additional information.

Town of Franklin 2013 Master Plan Public Draft



Structure of Today's Public Hearing

- Chairman's Remarks
 - A year in review, formation of the Master Plan
 - Presentation and overview of the 2013 Draft Town of Franklin Master Plan
- Introduction of the Master Plan Committee Members and Sub-Committees
- Presentation of Proposed Goals for each Element by Sub-Committees
- Public Comment Period

The Master Plan Committee

Members:

- Jeff Roy, Chair
- Matt Kelly, Vice Chair
- Andy Bissanti,
 Secretary
- Dave Dobrzynski
- Christine Apicella
- Jeff Livingstone
- Greg Rondeau
- Tim Twardowski
- Nathan Carlucci
- Gene Grella
- Chris Vericker
- John Carroll



Master Plan Sub-Committees

Land Use + Economic Development

- Matt Kelly, Chair
- Andy Bissanti
- Nathan Carlucci
- Christi Apicella
- Dave Dobrzynski
- Greg Rondeau

Circulation + Housing

- John Carroll, Chair
- Christi Apicella
- Christopher Vericker

Community Services and Facilities

- Jay Duncan, Chair
- Gene Grella
- Jeff Roy

Open Space & Recreation + Natural, Cultural & Historic Resources

- Jeff Livingstone, Chair
- Tim Twardowski
- Jeff Roy
- Dave Dobrzynski

Land Use

- Goal 1: Encourage development of medium-density and highdensity workforce housing in areas of Town where property is underutilized or needs redevelopment, and where public transit is available.
- **Goal 2:** Promote mixed-use development in appropriate areas.
- **Goal 3:** Encourage expansion and retention of current businesses and attraction of new businesses in appropriate locations.

- Goal 4: Create Transitional Use Zones to buffer residential buildings from non-residential uses
- **Goal 5:** Preserve and enhance existing unprotected natural and open space resources in Franklin.
- **Goal 6:** Make Franklin a Green Community.

Economic Development

- Goal 1: Adopt strategies that will promote higher levels of investment in the Town's industrial areas, and increase related property tax yields.
- Goal 2: Adopt strategies that will support the Town of Franklin's small business community, promote higher levels of commercial investment, and increase related property tax yields.
- Goal 3: Work to revitalize Franklin's Downtown core and adjacent neighborhoods.
- Goal 4: Adopt strategies that will promote workforce development, attract skilled workers to the region, and increase employment options for the Town's current residents.
- Goal 5: Support and strengthen the Town of Franklin's business retention and attraction initiatives, activities and strategies.
- Goal 6: Support sustainable development, renewable energy and recycling initiatives, low impact development, and other "Green" activities.

Circulation

- Goal 1: Improve and maintain the Town's public roadway system to assure adequate service, maximize public safety, accommodate desirable growth, and serve existing and future land use patterns.
- Goal 2: Make the Town increasingly more walk-able and bike-able by creating and maintaining safe interconnected pedestrian and bicycle routes between key destinations within Franklin, including residential areas, Downtown, employment centers, commuter rail stations, schools, parks and recreation facilities, and commercial areas.
- Goal 3: Work to improve existing and develop new public transportation options for the Town's residents and visitors, as well as the business community and their employees.

- Goal 4: Promote commuter ridesharing options for Franklin residents, and employees of Franklin employers that live outside the community.
- Goal 5: Improve vehicle and pedestrian circulation and availability of Parking in the Downtown area.
- Goal 6: Support sustainable development, renewable energy and recycling initiatives, low impact development, and other "Green" activities.

Housing

- Goal 1: Provide the appropriate mix of housing alternatives that meet the needs of Franklin based employment.
- Goal 2: Support development of affordable housing opportunities for low, moderate and middleincome households. Refer to the Town of Franklin – Affordable Housing Strategy & Development Action Plan of March 2011.
- Goal 3: Assure large residential developments requiring special permits are concentrated where adequate utilities are available and where proposed project impacts will not significantly impact roadway circulation level of service.
- Goal 4: Encourage, rezone as required, and support housing appropriate for expected future demographics.
- Goal 5: Encourage future housing developments to take advantage of public transportation resources, including the MBTA commuter rail, and GATRA bus service.
- Goal 6: Support sustainable development, renewable energy and recycling initiatives, low impact development, and other "Green" activities during all public and privately funded housing developments (Refer to OSRP Objective 4.3 and subsequent actions.

Natural, Cultural & Historic Resources

- **Goal 1:** Protect, preserve and enhance Franklin's natural resources.
- **Goal 2:** Provide quality arts and cultural resources as a vital part of the creativity and growth of our community.
- Goal 3: Preserve and protect community resources representative of the Town's natural or cultural history and community attributes imparting a New England town character to Franklin, including scenic vistas, streetscapes, historic structures, and the architectural integrity of certain town areas.
- **Goal 4:** Advocate for the preservation and protection of Franklin's natural, cultural and historic resources.
- Goal 5: Implement growth management, sustainable development and low impact development techniques to preserve, protect and enhance the Town's natural, cultural and historic resources.
- Goal 6: Continue to implement the Goals, Objectives and Action items of the "Town of Franklin 2008 Open Space and Recreation Plan."

Open Space & Recreation

- Goal 1: Document the Town's open space and recreational resources, and improve public awareness of these resources and the recreational opportunities they provide to residents through increased education, signage, publicity and events.
- Goal 2: Preserve and enhance existing unprotected natural and open space resources in Franklin.
- **Goal 3:** Provide opportunities for passive and active recreation to meet the community's evolving needs.

- Goal 4: Implement sustainable practices in the design, construction, operation, and maintenance of Franklin's public parks and playgrounds.
- Goal 5: Implement the goals, objectives and actions outlined within the Revised 7-year Action Plan (Section 9) of the Town of Franklin's Open Space and Recreation Plan.
- **Goal 6:** Work to obtain the funding and other resources necessary to implement the open space and recreation goals, objectives and actions outlined above.

Community Services and Facilities

- **Goal 1:** Regularly utilize the Master Plan in developing annual budgets and prioritizing capital improvements, programs and services.
- **Goal 2:** Obtain sufficient resources to implement the Master Plan's priority capital improvements, programs and services.
- Goal 3: Maintain, update and expand the Town's utilities, infrastructure and facilities to satisfy the demands of the Town into the future, without infringing on previously established plans for conservation or preservation.

- **Goal 4:** Superb delivery of public services.
- Goal 5: Maintain the quality of Franklin's Municipal buildings, Public School facilities, and all other town owned properties, and utilize facilities as effectively as possible.
- **Goal 6:** Implement the School Department's Strategic Plan.
- **Goal 7:** Support sustainable development, renewable energy, recycling, low impact development, and other "green" initiatives.



WE WANT YOUR INPUT

The Public Comment Period begins today and continues until 1:00 P.M. Friday, August 16, 2013.

Where to View the Draft Master Plan:

Hard copies are available for review at:

Planning and Community Development Department, 335 East Central Street

Franklin Public Library, 118 Main Street

Electronic copies are available at:

http://town.franklin.ma.us/Pages/FranklinMA_Planning/masterplandoc/doc.pdf



Comments on the Draft Master Plan can be made in the following ways:

Mail: Planning and Community Development Department 335 E. Central St., Franklin, MA 02038-1352

E-Mail: bdahlstrom@franklin.ma.us

Franklin's Town Website:

http://www.town.franklin.ma.us/Pages/FranklinMA_Planning/masterinput

Or you can join us at our Public Hearing:

10:00 a.m. Saturday August 10, 2013, at the Franklin Public Library

Timeline for Review of Draft Plan and Completion of Final Master Plan

Public Comment Period begins:

July 17, 2013

Draft Master Plan Public Hearing:

August 10, 2013 at 10:00 a.m.

Public Comment Period ends:

August 16, 2013 at 1:00 p.m.

Utilize Public Input to create Final Master Plan

Planning Board Adoption of Final Master Plan:

September 18, 2013 (Proposed)

Town Council Adoption of Final Master Plan:

September 18, 2013 (Proposed)

GOALS AND POLICIES

Introduction

In 2010, Franklin Town Council established a Master Plan Committee (MPC), and charged it with the task of updating the Town's Master Plan. Given the tremendous amount of growth and change the Town had experienced since its last Master Plan in 1997, time had come for an updated roadmap for Franklin's future.

A Master Plan is a long-term, comprehensive document that helps the residents and governing bodies of a community understand: current conditions and issues; the direction a community wants to go; and the specific actions needed in order to get there.

Master Plans are envisioned and developed by townspeople, committees, and municipal departments. In developing Master Plans, municipalities and citizens allow themselves the time to think about the issues they are facing and how best to handle them.

According to M.G.L. Chapter 41 Section 81D, Master Plans are:

"A statement through text, maps, illustrations or other forms of communication that is designed to provide a basis for decision making regarding the long-term physical development of the municipality..."

Elements of a Master Plan include:

- Land Use:
- Natural, Cultural and Historic Resources;
- Open Space and Recreation;
- Circulation (Transportation);
- Housing;
- Economic Development; and
- Community Services and Facilities.

In addition, the Master Plan contains two additional Elements: the Goals and Policies Element, which provides broad goals for the Town; and the Implementation Element, which organizes the actions into a plan for fulfilling each element's goals.

Discussing these elements and organizing them into plans helps to produce consistent, informed, and predictable use of land and other resources. These plans also help communities preserve their appearance and character, and promote efficient and effective economic development.

Through extensive research, analysis, and interdepartmental consultations, the Master Plan Committee with the assistance of the Department of Planning & Community Development (DPCD) completed the existing conditions reports, and the goals, objectives and actions for each element in the Master Plan.

Mission and Vision

Early in the Master Plan rewrite process, the Master Plan Committee worked to develop general goals and a vision for the Town. One source used in the visioning process was the Town of Franklin's Mission Statement:

"It is the mission of the Town of Franklin's governmental entities to provide all of its citizens with the greatest possible spectrum of basic services, directed at publicly expressed community needs, at the least possible cost. This includes providing: the children of our community with the ability to attain a higher plane of achievement within the school system; the less fortunate with a variety of

assistance and support programs; the elderly with services directed to meet their ever increasing leisure and health needs; and providing the public as a whole with a high degree of services, from infrastructure support to recreational possibilities. As a corollary strategy to providing excellent services, the adequate maintenance of existing facilities must also be accomplished on a priority basis. All this must be concluded within the scope of affordability in order to not burden our taxpayers beyond their financial capacities."

The Master Plan Committee (MPC) developed the following Master Plan Mission Statement, which it used as a guide throughout the Plan development process:

"Franklin is a community committed to high quality education and the superb delivery of public services. We strive to attract and retain businesses, both profit and non-profit, that grow our economy, create jobs, and contribute to a vibrant downtown center. We are committed to cultivating accessible open space, a sense of neighborhood, and a desire to preserve the character of our New England town. We support the safe and efficient movement of people and goods within the Town of Franklin, and across the regional transportation network, by providing a range of integrated transportation options. We are a community dedicated to effective planning, responsible land use, balanced growth, responsive government, racial, religious and economic diversity, and care and concern for its citizens and the environment. We value our arts, cultural and natural resources, heritage, and history, in order to foster a well-balanced community."

The MPC also developed a vision statement for Franklin:

"To be a vibrant community that supports the arts, non-profit organizations, higher education and businesses in an atmosphere that allows growth and prosperity while at the same time conserving our heritage, natural resources, and history. We will build on and celebrate our uniqueness as a community and maintain the quality of life that is a strength and competitive advantage."

The Master Plan Committee recommends the Town Council adopt the MPC's Mission and Vision Statements as the Town's new Mission and Vision Statements.

Finally, the MPC developed goals to further define and implement the vision:

- Act as a part of a broader region through the resources connecting us beyond our municipal borders, such as watersheds, rivers, roads, economy, culture, or common goals;
- Make Franklin a Green Community and significantly improve energy efficiency in town buildings and programs, reduce greenhouse gas emissions, and encourage conservation and use of alternative and renewable energy sources throughout the community;
- Support artists and the arts, local culture, history, and education at all levels as vital to a successful, well-balanced community:
- Recognize and foster the unique history, character and function of each residential, commercial, mixed use, and open space neighborhood;
- Recognize that a diverse and vibrant economy is integral to a successful community and supports businesses and job development that contribute to the community and the city's long-term sustainability;
- Make the city increasingly more walkable, bikeable, and transit-oriented;
- Improve citizens' lives through continuous, high quality education; and

• Operate the Town as a democratic enterprise that is responsive and responsible to the fiscal, economic, social, and environmental interests of its citizens.

Guiding Values

Master Plan Committee members were guided by several overreaching values about the kind of community they wanted Franklin to be.

Public Input

The MPC's most important value was to obtain input from the Town's residents and organizations. The Master Plan must be Franklin's residents' plan for the Town's future. The MPC pursued many avenues to obtain public input, including:

- · Representation of the public on the MPC;
- Multiple Public Hearings/workshops;
- Regular MPC meetings open to the public;
- Town of Franklin's Web Site Master Plan Committee's Page;
- Franklin's Master Plan Committee's facebook Page;
- Request for written Public Input; and
- Public Hearing and related public Comment Period on the Draft Master Plan.

The purpose of this main value is to ensure that the Master Plan is based on a substantial amount of public input.

Sustainability

Another important value informing the Master Plan Committee's decision making process was a commitment to making Franklin an environmentally sustainable community. In light of this, the MPC agreed Franklin should seek Green Communities designation under the Massachusetts Green Communities Act, and tasked themselves with incorporating green strategies into each of the Plan's Elements. The MPC also tasked themselves with reducing the amount of paper that the Master Plan renewal process used. Members made a personal commitment to cut back on the amount of paper they used by bringing their computers with them to view materials electronically. The Committee also agreed to use "Dropbox" and email to store and share drafts of documents being reviewed.

During creation of the Economic Development related goals, objectives, and actions, the current priorities of the Franklin Downtown Partnership as well as other organizations were considered. Franklin recognizes the value of having a strong relationship between municipalities and small businesses, which ultimately provide the most "things-to-do" in a community. A constant dedication to small businesses also continues to establish Franklin as an attractive place for young-professionals and families to live and work.

Other goals that guided the MPC were to retain the New England small-town character of Franklin, and incorporate smart growth techniques to deter unnecessary and wasteful development. The MPC agreed to accomplish these goals through supporting adoption of the Community Preservation Act, and developing strategies and actions that support sustainable development principles.

The Master Plan Committee

The Master Plan Committee was formed through the solicitation of Town Committees, Commissions and Departments to submit names for appointment as well as through a public request for volunteers to assist in the Master Plan process. The Town Administrator forwarded these nominations for appointment to the Town Council and from these nominations a 14 member committee was established. The members were sworn in by the Town Clerk at their

first meeting on January 17, 2012. During the course of this meeting, the group elected Jeff Roy as Chairman, Matt Kelly as Vice Chairman, and Andy Bissanti as Secretary. The Committee's main task was to develop goals, objectives, and actions for each of the Master Plan's seven elements, using information in the existing conditions reports to inform their work. In order to streamline this process the group was divided into four sub-committees, each focusing on only one or two of the elements.

Master Plan Sub-committees:

- 1. Land Use and Economic Development;
- 2. Open Space & Recreation and Natural, Cultural & Historic Resources;
- 3. Community Services & Facilities; and
- 4. Circulation and Housing.

The sub-committees met as needed, and the MPC met at least once a month for a year and a half to see the plan through to its completion.

As the completion of a draft Master Plan was drawing near, members discussed the plan and its future implementation, deciding an Implementation Committee should carry out completion of the specific Goals, Objectives and Actions that were developed by the MPC. The MPC indicated it would be the responsibility of an Implementation Committee to assign priorities and schedules to each section's Goals, Objectives and Actions, and who will gain the support of Town Department Heads in order to see Actions through to their completion.

Public Hearing Process

In order to gather public input into the Master Plan process three public hearings were held. The first two gave Franklin residents an opportunity to become involved early on, and allowed suggestions on various topics to be included in the Master Plan. The first public hearing was held on Wednesday, May 9, 2012, in the Franklin Municipal Building at 7 p.m., and for those unable to attend a weeknight meeting, the second hearing was held on Saturday, May 13, 2012, in Franklin's Public Library at 10 a.m. The third public hearing was held on Saturday, August 10, 2013, in Franklin's Public Library at 10 a.m.; this hearing, held within a 30 day public comment period, was held specifically to obtain input on the draft Master Plan.

Goals and Policies

This section of the Master Plan contains the broadest, most overreaching goals of the Master Plan, and is intended to provide a basic direction for each section.

Land-Use

The following policy statement and general goals were developed by the Land Use and Economic Development subcommittee. The focus of these goals is to establish the Town as a center for development while deterring unnecessary growth.

Policy Statement: Adopt long-term sustainability, and start-growth principles to attain fuller, more efficient development, protecting natural resources and the New England, small town character of Franklin.

General Goals:

- Designate areas for workforce housing in order to retain existing businesses and attract new industries;
- Minimize the occurrence of new development by focusing on Brownfield re-development;
 and
- Protect the health of our citizens and help sustain our businesses by preserving natural lands and the resources they provide.

Natural, Cultural & Historic Resources

This element's policy statement and general goals were drafted by the Open Space & Recreation and Natural, Cultural & Historic Resources subcommittee. The focus of these goals is to protect and support Franklin's history, character, and creative and cultural resources.

Policy Statement: Preserve Franklin's New England, small town character through controlled growth, preserving scenic vistas, supporting local arts and culture, and protecting historic architecture.

General Goals:

- Protect and preserve the integrity of natural resources in town;
- Provide resources for the arts, and support cultural initiatives in town to foster education and creativity;
- Maintain the Town's historic appeal by identifying and protecting trademark land and historic characteristics.

Open Space & Recreation

The Open Space & Recreation and Natural, Cultural & Historic subcommittee developed this policy statement and general goals, which acknowledge the importance of open space and recreational resources for the physical and emotional health of Franklin's residents. The policy statement and general goals aim to: increase open space and recreational availability and accessibility; maintain existing facilities and spaces for these resources; and make knowledge of these resources more abundantly available in Franklin.

Policy Statement: Open space and recreational resources are a key contributor to the quality of life in Franklin and an important aspect of the community's appeal. Open lands help protect the Town's water supply, manage flood waters, provide wildlife habitat, and provide opportunities for passive and active outdoor recreation within the Town.

General Goals:

- Document the Town's open space and recreational resources, and improve public awareness of these resources through increased education, signage, publicity, and events:
- Preserve existing unprotected natural and open space resources in Franklin;
- Provide opportunities for passive and active recreation to meet the community's evolving needs;
- Implement sustainable practices in the design, construction, operation, and maintenance of Franklin's public parks and playgrounds; and
- Investigate grant programs and other revenue sources available to provide funding for the goals and objectives of this chapter.

Circulation

The Circulation and Housing subcommittee championed this section's policy statement and general goals. This subcommittee made sure all of the Town's priorities in transportation were up-to-date and comprehensively covered. The subcommittee and DPW were also heavily involved in the development of the specific Circulation goals, objectives and actions, for moving forward.

Policy Statement: Assure the safe and efficient movement of goods and people within the Town of Franklin, and across the regional transportation network, by providing a range of integrated transportation options.

General Goals:

- Provide the necessary infrastructure to keep Franklin's citizens and businesses moving and growing in town;
- Support green, sustainable transportation initiatives by accommodating pedestrians and cyclists throughout town;
- Reduce the dependence on single passenger vehicles by improving public transportation and ridesharing options; and
- Improve access and circulation in the Downtown.

Housing

The Circulation and Housing subcommittee created this section's policy statement and general goals, ensuring the equal treatment of all of Franklin's residents, while protecting natural resources and welcoming new industry for continued growth and development within Franklin.

Policy Statement: Support in-fill housing practices and provide for all affordability options, giving Franklin's residents the opportunity to maintain a decent standard of living.

General Goals:

- Provide sufficient affordable housing;
- Encourage clustered and mixed-use housing to minimize land-clearing as well as conserve open and natural lands;
- Encourage the development of small scale housing units in and around the Downtown;
 and
- Welcome new industrial development by designating areas for workforce housing.

Economic Development

The Economic Development policy statement and general goals were developed by the Land Use and Economic Development subcommittee, and address the long-term financial strength and growth for the Town of Franklin. These general goals, along with the specific Goals, Objectives, and Actions outlined in the Implementation Element, are tailored to be in-line with the State's Economic Development Plan which addresses five initiatives: advancing education and workforce development for middle-skill jobs through coordination of education; economic development and workforce development programs; supporting innovation and entrepreneurship; supporting regional development through infrastructure investments and local empowerment; increasing the ease of doing business; and addressing cost competitiveness.

Policy Statement: Adopt strategies for business and workforce retention and attraction to diversify Franklin's economic foundation, and increase its property tax yields.

General Goals:

- Actively pursue the improvement of infrastructure to attract large industry, small businesses, and skilled workers;
- Further incentivize the biotechnology, medical device, and research industries to come to Franklin; and
- Advocate for the small business community, especially within and around the Downtown area.

Community Services and Facilities

The Community Services and Facilities subcommittee, with the assistance of Town Department Heads and other staff members, developed this section's policy statement and general goals. The main priorities influencing this section were to serve Franklin's residents and make sure any new services were developed sustainably.

Policy Statement: Provide adequate and appropriate facilities and infrastructure necessary to accommodate current and future community needs by maximizing use of existing resources and adding new assets in an economically prudent manner.

General Goals:

- Continue to provide quality police, fire, and emergency medical services to keep Franklin's residents safe;
- Invest in Franklin's future by increasing funding for its schools;
- Increase the capacity of the Town's water and sewer supply as needed to accommodate new industrial development and strengthen Franklin's economic and social infrastructure; and
- Support the safe and timely movement of people and goods throughout town.

IMPLEMENTATION

The Town of Franklin's 2013 Master Plan Implementation Element is an implementation tool that the Town's decision makers will use as a guideline over the next ten years. The Town's Goals, Objectives and Actions outlined below are ambitious and comprehensive, but also designed to be complementary to each other; they were created to address the desires, needs, and concerns of the residents of Franklin.

Franklin's 2013 Master Plan was formally adopted by Franklin's Town Council on September 18, 2013; in doing so Town Council affirmed their support for the Master Plan's Goals, Objectives and Actions, and indicated the need to assure future decisions in the community regarding development, capital improvements, and budgeting will concur with the applicable provisions of the Master Plan.

During the Master planning process the Master Plan Committee developed a mission statement and vision statement, which was used as a guide throughout the Master Plan development process. As part of the Master Plan implementation process the Master Plan Committee recommends that Franklin Town Council adopt the Master Plan Committee's mission and vision statements as the Town's new Mission and Vision Statements.

Master Plan Implementation Committee

To assure the Master Plan is implemented in a timely manner, given serious consideration while developing department budgets and planning for capital improvements, and made an ongoing part of municipal decision making, Franklin Town Council will create a Master Plan Implementation Committee (MPIC). In creating the MPIC the Town Council will specify the new committee's organizational structure and responsibilities. At a minimum, the MPIC will perform the following functions:

- Meet regularly to prioritize Master Plan Goals, Objectives and Actions;
- Identify additional Actions and strategies required to attain the Master Plan's Goals;
- Propose responsible parties and approximate timelines for each priority Objective and/or Action:
- Where possible, identify funding to implement specific priority projects;
- Prepare and issue a report to Town Council annually, which summarizes the status of the Master Plan's implementation, and recommends Master Plan priorities for the coming fiscal year;
- Perform annual presentation to Town Council that summarizes the status of the Master Plan, and recommends Master Plan priorities for the coming fiscal year.

Implementation Element Structure

The Implementation Element includes an easy to read schedule of the Town's proposed Goals, Objectives and Actions. This schedule can be used as an *updateable implementation tool* that will assist the MPIC in: organizing and planning strategies; keeping track of who is responsible for implementing specific actions; determining what the likely timeline for specific actions are; and reviewing the implementation committee's overall progress.

Where possible, the Master Plan Committee crafted proposed Actions that are to be implemented to achieve the Goals and Objectives identified within the Master Plan. These actions, and related Goals and Objectives, are contained in the tables on the following pages.

Where actions were not identified during the Master Planning process it will be the MPIC's responsibility to develop strategies and specific Actions needed to fulfill the proposed objectives.

Plan Implementation

As the Master Plan touches on many diverse aspects of the Town, its implementation must be coordinated with many of the Town's Departments, Committees, Boards, and Commissions, as well as outside organizations both public and private. Once specific organizations are identified as responsible for implementing Objectives and Actions, the key below can be used in conjunction with the tables of Goals, Objectives and Actions, to assist in prioritizing and creating schedules for each objective and action.

Key to Agencies Responsible for Implementation:

TC = Town Council SD = School Department

TA = Town Administration DPCD = Department of Planning and Community Development

EDC = Economic Development Committee MPIC = Master Plan Implementation Committee

DCR = Massachusetts Department of Conservation and Recreation

FCRTC = Franklin Citizens Rail Trail Committee

Land Use (LU)

(LU) Goal 1: Encourage development of workforce housing in areas of Town where property is underutilized or needs redevelopment, and where public transit is available.

(LU) Objective 1.1: Identify areas where development of workforce housing would be appropriate.					
Actions		RESPONSIBILITY	SCHEDULE		
1.1a	Rezone properties currently zoned Commercial I along Alpine Way to the General Residential V Zoning District.				
1.1b	Rezone properties along Josephine Street currently zoned Industrial to General Residential V.				

(LU) Objective 1.2: Create a new zoning district where work force housing would be allowed by-right.					
Actions		RESPONSIBILITY	SCHEDULE		
1.2a	Create a "Compact Neighborhood" Zoning District to allow by- right development of workforce housing.				
1.2b	Rezone properties currently zoned Industrial along Dean Ave. and north of the railroad tracks to the Compact Neighborhood Zoning District.				

(LU) Goal 2: Promote mixed-use development in appropriate areas.

(LU) C	(LU) Objective 2.1: Identify areas where mixed-use development would be appropriate.				
Actions		RESPONSIBILITY	SCHEDULE		
2.1a	Rezone properties along Alpine Row currently zoned Commercial I to the Downtown Commercial Zoning District.				

(LU) Goal 3: Encourage expansion and retention of current businesses and attraction of new businesses in appropriate locations.

(LU) Objective 3.1: Identify areas where new businesses, business expansion and business retention would be appropriate.					
Actions RESPONSIBILITY SCHEDULE					
3.1a	Rezone properties along Cottage Street and Union Street currently zoned Industrial and Business to Commercial I and or Commercial II.				
3.1b	Rezone properties along Alpine Row currently zoned Commercial I to the Downtown Commercial Zoning District.				

(LU) Objective 3.2: Amend the dimensional requirements within the Commercial I zoning district to encourage green space, use of outdoor seating areas, and assemblage of properties to encourage new business, business expansion and business retention, in the Commercial I zoning district.

Actions

RESPONSIBILITY
SCHEDULE

Hold public workshop to determine appropriate dimensional requirements for Commercial Line the Town's Zoning By Jaw's

ACLIO	113	KESI ONSIDILITI	SCIILDULL
3.2a	Hold public workshop to determine appropriate dimensional requirements for Commercial I in the Town's Zoning By-law's Schedule of Lot, Area, Frontage, Yard and Height Requirements.		
3.2b	Amend the dimensional requirements for Commercial I in the Town's Zoning By-law's Schedule of Lot, Area, Frontage, Yard and Height Requirements as based on public input.		

(LU) Objective 3.3: Amend the Town's Zoning Bylaw to require sufficient parking in the Commercial I zoning district

uis	district.				
Actions		RESPONSIBILITY	SCHEDULE		
3.3	Amend Section 185-21.B to include 1.5 parking spaces per dwelling unit and 3.5 spaces per 1,000 square feet of gross floor area for nonresidential uses in the Commercial I zoning district to allow for adequate parking.				

(LU) Objective 3.4: Amend the dimensional requirements within the Neighborhood Commercial Zoning District to promote development of small, village-style businesses.

Action	ns	RESPONSIBILITY	SCHEDULE
3.4a	Amend the dimensional requirements for Neighborhood Commercial in the Town's Zoning By-law's for requirements such as: Schedule of Lot, Area, Frontage, Yard and Height Requirements as follows: 1) Change the minimum lot size from 18,000 square feet to 10,000 square feet; 2) Change the maximum lot coverage from 35 percent to 25 percent (structures plus paving); and 3) Maximum height of building from 3 stories to 2 stories.		
3.4b	Amend the Neighborhood Commercial Zoning District to limit the maximum Building footprint to 2,500 square feet.		
3.4c	Investigate the Neighborhood Commercial Zoning District.		

` '	(LU) Objective 3.5: Amend the Town's Zoning Bylaw to allow parking facilities in the Downtown Commercial Zoning District.				
Actions RESPONSIBILITY SCHEDULE			SCHEDULE		
	Amend Section 185 of the Town's Zoning Bylaw, Attachment 3,				
3.5a	Use Regulation, Schedule 2.8 Parking Facility in the Downtown				
	Commercial Zoning District to allow parking facilities.				

(LU) Goal 4: Create Transitional Use Zones to buffer residential buildings from non-residential uses.

(LU) Objective 4.1: Consider rezoning of areas where redevelopment of residential properties or conversion of existing residential buildings to non-residential uses such as professional offices will create a transitional use zone buffer between more intense commercial uses and residential uses.

Actions		ns	RESPONSIBILITY	SCHEDULE
	4.1a	Rezone properties along the south side of West Central Street from Beaver Street east (approximately .15 miles) to General Residential V.		

(LU) Goal 5: Preserve and enhance existing unprotected natural and open space resources in Franklin.

Please refer to Goal 2 and related objectives in the Open Space and Recreation section of this document.

(LU) Goal 6: Make Franklin a Green Community.

(LU) Objective 6.1: Encourage environmental awareness when adopting policies that will impact Franklin's environment.

Natural, Cultural & Historic Resources (NC&H)

(NC&H) Goal 1: Protect, preserve and enhance Franklin's natural resources.

(NC&F	(NC&H) Objective 1.1: Identify properties within Franklin with important natural resources (including flora,				
fauna,	fauna, waterways and land masses).				
Action	Actions RESPONSIBILITY SCHEDULE				
1.1a	Utilize local, state and regional reference materials to determine priority habitats, rare habitats for wildlife, and the location of rare plant species.				

(NC&H) Objective 1.2: Identify important natural resources and prioritize protection activities on Town-owned properties.				
Action	Actions RESPONSIBILITY SCHEDULE			
1.2a	Identify Town-owned parcels through Town's GIS database.			
1.2b	Apply natural resource parcel information obtained from Objective 1.1 to specific Town-owned parcels.			

(NC&F	(NC&H) Objective 1.3: Preserve and protect existing Town open space resources.				
ACTIONS RESPONSIBILITY SCHEDUL					
1.3a	Refer to OSRP Goal 2 and subsequent objectives and action items: <i>Preserve, protect and enhance existing Town open space resources.</i>				

(NC&H) Goal 2: Provide quality arts and cultural resources as a vital part of the creativity and growth of our community.

(NC&H) Objective 2.1: Develop greater coordination between municipal, business, and cultural entities on all matters related to arts, culture, and the creative economy to strengthen the overall vitality of the community.

•	(NC&H) Objective 2.2: Maintain and increase public and private support for the arts and cultural organizations				
and	and facilities.				
Acti	Actions RESPONSIBILITY SCHEDULE				
2.2a	Support the Cultural Council, Franklin Arts Academy at FHS, LiveArts, Franklin Recreation Department, Franklin Lifelong Learning, Franklin Art Association, and relevant for-Profit arts and cultural entities through advocacy for their cultural and creative events.				

(NC&H) Objective 2.3: Build on partnerships with Dean College and other non-profit organizations to increase				
arts and cultural opportunities, and develop and enhance resources and collaboration.				
Actions RESPONSIBILITY SCHEDULE			SCHEDULE	
2.3a	Assist local arts organizations in an effort to establish a collaborative system for addressing issues related to the expansion of local cultural venues and activities.			
2.3b	Encourage the involvement of the cultural community in local planning and decision-making related to quality design, public art, and policies affecting the cultural community.			

(NC&F	(NC&H) Objective 2.4: Expand the presence of public art in desired locations.			
Actions		RESPONSIBILITY	SCHEDULE	
2.4a	Invite Dean College, other non-profit organizations, the Franklin Cultural Council and our other artistic organizations to display their art in the Franklin Municipal Building and other Town facilities.			
2.4b	Invite the businesses of Franklin to display our schools and artist's art.			

(NC&H) Objective 2.5: Maintain and increase arts instruction to be valued as an integral part of every child's education in the public school system.

	(NC&H) Objective 2.6: Support artists in the community by providing affordable living, office, presentation, performance, and rehearsal space for artists and cultural organizations in Franklin.				
Action	Actions RESPONSIBILITY SCHEDULE				
2.6a	Support development of affordable housing. Refer to Goal 2 in the Housing section of this document as well as the <i>Town of Franklin - Affordable Housing Strategy & Development Action Plan of March 2011.</i>				
2.6b	Encourage development and construction of a performing arts and cultural center and gallery in town to provide a venue for artists and residents.				

(NC&H) Objective 2.7: Create an expanded base of business and other community financial support for artists, cultural organizations, and cultural resources.

Actions RESPONSIBILITY SCHEDULE

2.7a Work with the Franklin TV to advocate for financial support for arts and cultural resources in Town.

Support artists and arts organizations that advocate for the arts community and/or provide information and services to the arts community.

(NC&H) Goal 3: Preserve and protect community resources representative of the Town's natural or cultural history and community attributes imparting a New England town character to Franklin, including scenic vistas, streetscapes, historic structures, and the architectural integrity of certain town areas.

(NC&H) Objective 3.1: Protect, preserve and enhance Franklin's natural, cultural and historic resources.				
Actions RESPONSIBILITY SCHEDULE			SCHEDULE	
3.1a	Refer to OSRP Goal 4 and subsequent objectives and action			
	items: Protect natural, historic, and cultural resources and			
	maintain Franklin's New England Character.			

(NC&H) Objective 3.2: Inventory community resources and other structures over 70 years of age by identifying their locations and other pertinent information necessary for moving forward with preserving them, and identify threats and opportunities related to their preservation.

(NC&H) Objective 3.3: Develop and maintain a comprehensive database of historic resources that includes				
local h	local historic districts, National Register properties, and inventoried properties 70 years of age or older.			
Action	Actions RESPONSIBILITY SCHEDULE			
3.3a	Integrate the database with the town's Geographic Information System (GIS).			
3.3b	Update the historic resources database at least once every five years.			
3.3c	Make available online the comprehensive database of historic resources and other educational and reference materials.			

(NC&H) Objective 3.4: Archive and Manage the Towns Historic Records.			
Action	ns	RESPONSIBILITY	SCHEDULE
3.4a	Ensure the continued preservation of historic artifacts, including antique books, papers, maps and historical municipal records by developing and archiving a historic records management system that can be used by the Town Clerk's office, the Franklin Public Library, and the Franklin Historical Museum and would be accessible to the public.		
3.4b	Appropriate Town funding for development of a historic resources information management program to be utilized by multiple town offices.		

Actio	ns	RESPONSIBILITY	SCHEDULE
3.5a	Amend the Zoning By-law to authorize the designation of preservation overlay districts, including historic districts, to protect recognized community attributes and to preserve architectural integrity within a designated district.		
3.5b	Require formal review and recommendation by the Historical Commission on all applications for development within a preservation overlay district.		
(NC&	H) Objective 3.6: Provide incentives for adaptive reuse and re	estoration for historic reso	ources.
Actio	ns	RESPONSIBILITY	SCHEDULE
3.6a	Amend the Zoning Bylaw to provide sufficient flexibility to encourage adaptive reuse and restoration of historic buildings for residential or other uses not permitted by the underlying zoning.		

(NC&H) Objective 3.7: Nominate the Town's significant historic resources for inclusion in the National Register of Historic Places.			
Actions RESPONSIBILITY SCHEDULE			SCHEDULE
3.7a	Identify eligible buildings and districts for listing on the National Register of Historic Places.		
3.7b	Pursue National Register of Historic Place designation for newly identified and eligible buildings.		

(NC&I	(NC&H) Objective 3.8: Designate Local Scenic Roads to help protect trees and stone walls within the Town's			
right-o	right-of-way which are shown to contribute to the Town's history and character.			
Actions		RESPONSIBILITY	SCHEDULE	
3.8a	Request streets are added to the Town's Scenic Road Zoning			
	Bylaw.			

(NC&H) Goal 4: Advocate for the preservation and protection of Franklin's natural, cultural and historic resources.

	(NC&H) Objective 4.1: Utilize public outreach and media resources to advocate for the preservation and protection of Franklin's natural, cultural and historic resources.				
		RESPONSIBILITY	SCHEDULE		
4.1a	Partner with local schools to promote awareness and protection.				
4.1b	Post articles in a Town's newspaper of general circulation to reach out to the public for support.				
4.1c	Work with Franklin TV to develop and air public service announcements about the importance of natural resource protection, and the importance of the community's support in the process.				
4.1d	Refer to OSRP Goal 1 and subsequent objectives and action items: Increase public awareness of open space and recreation opportunities in Franklin.				

(NC&H) Objective 4.2: Encourage and support existing citizen advocacy groups and the creation of new citizen advocacy groups responsible for the protection, acquisition and preservation of natural, cultural and historic resources within Franklin.

Actions		RESPONSIBILITY	SCHEDULE
4.2a	Seek the help of Franklin's citizens and advocacy groups to raise		
	funds and create partnerships for preserving the Towns natural,		
	cultural and historic resources. (Refer to the Master Plan's Open		
	Space and Recreation Objective 1.2).		

(NC&H) Objective 4.3: Educate residents and organizations about best practices for protecting, preserving and enhancing the Town's natural, cultural and historic resources.			
Action	Actions RESPONSIBILITY SCHEDULE		
4.3a	Support and work with local boards (e.g. Planning Board, Conservation Commission, Zoning Board of Appeals, and Board of Health) and regional, federal and state agencies to coordinate the protection, preservation, and enhancement of natural, historic and cultural resources.		
4.3b	Educate citizens about the benefits of utilizing Chapter 61 for preservation of land.		

(NC&F	(NC&H) Objective 4.4: Develop a reference guide of natural, cultural and historic resource areas in Franklin.				
Actions		RESPONSIBILITY	SCHEDULE		
4.4a	Refer to OSRP Goal 1, Objective 1.2 and subsequent actions: Create map/guide of all open space, parks, and conservation land and recreation areas in town.				
4.4b	Utilize public outreach and media resources to advocate for the appropriation of town funding for development of a historic resources information management program, a culture and arts center, and other natural, cultural and historic resource priorities.				

(NC&H) Goal 5: Implement growth management, sustainable development and low impact development techniques to preserve, protect and enhance the Town's natural, cultural and historic resources.

(NC&H) Objective 5.1: Create Zoning Bylaws that prohibit high impact development in sensitive natural resource areas.

(NC&H) Objective 5.2: Research and implement best practices for preserving the health and longevity of the Town's natural, cultural and historic resources.

(NC&H) Objective 5.3: Seek financial assistance through, donations, grants and other resources to support natural, cultural and historic resource preservation, protection and enhancement efforts.				
Actions		RESPONSIBILITY	SCHEDULE	
5.3a	Appropriate Town funding and seek State and Federal fiduciary			
	assistance to implement best practices for natural, cultural and			
	historic resource protection, preservation and enhancement.			
	Establish a fund that is available to support the purchase of			
5.3b	natural, cultural and historic resources as they become available			
	for acquisition.			
5.3c	Seek state, federal, and foundation grants to acquire additional			
	natural resource parcels.			
5.3d	Advocate for the appropriation of funds in the Town budget for			
	acquisition of natural, cultural and historic resources.			

(NC&H) Objective 5.4: Seek to adopt the Community Preservation Act			
Actions		RESPONSIBILITY	SCHEDULE
5.4a	Refer to Open Space & Recreation Plan Goal 4, Objective 4.2:		
	Seek Adoption of Community Preservation Act.		

(NC&H) Goal 6: Continue to implement the Goals, Objectives and Action items of the "Town of Franklin 2008 Open Space and Recreation Plan."

Open Space & Recreation (OS&R)

(OS&R) Goal 1: Document the Town's open space and recreational resources, and improve public awareness of these resources and the recreational opportunities they provide to residents through increased education, signage, publicity and events.

	s, and conservation land.		
ctio		RESPONSIBILITY	SCHEDULE
.1a	Please refer to Action 1.1a of the Town's Open Space and Recreation Plan.		
OS&	R) Objective 1.2: Increase public awareness of open space a	nd recreational resource	s. SCHEDULE
.2a	Please refer to Goal 1 of the Town's Open Space and Recreation Plan.	REST STORESETT	GONEDOLL
.2b	Create a guide book of publically and privately owned open space and recreational resources.		
.2c	Please refer to Objective 1.2 and subsequent actions of the Town's Open Space and Recreation Plan.		
own rope	R) Objective 1.3: Create and implement a Master Sign Plan f 's open space and recreation resources, and providing informatery and its acquisition by the Town, as appropriate.	ation related to the appro	priate use of the
Actio		RESPONSIBILITY	SCHEDULE
.3a	Please refer Objective 1.1 of the Town's Open Space and Recreation Plan.		
	R) Objective 1.4: Provide outdoor classrooms, continuing eduents to learn about the environment and natural habitats in the		portunities for
Actio		RESPONSIBILITY	SCHEDULE
1.4a	Please refer to Objectives 3.1 of the Town's Open Space and Recreation Plan. R) Goal 2: Preserve and enhance existing unprotecte		
.4a) S&I	Please refer to Objectives 3.1 of the Town's Open Space and Recreation Plan.	d natural and open s pace and Recreation ces for acquisition	pace resource Plan.
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(OS&R) Objective 2.4: Work with owners of unprotected open space parcels to protect their land in perpetuity.			
Actions RESPONSIBILITY SCHED			SCHEDULE
2.4a	Provide property owners with information about the potential tax benefits that are available for land that is preserved.		
2.4b	Work towards providing property owners with technical assistance and information about conservation restrictions and easements, and other land preservation techniques.		

(OS&R) Goal 3: Provide opportunities for passive and active recreation to meet the community's evolving needs.

(OS&R) Objective 3.1: Maximize existing recreation resources in Franklin and provide new recreation opportunities for residents of all ages and levels of ability.			
Action	Actions RESPONSIBILITY SCHEDULE		
3.1a	Please refer to Objective 3.1 and subsequent actions of the Town's Open Space and Recreation Plan.		

(OS&R) Objective 3.2: Regularly evaluate existing recreational resources and expand or adjust recreational offerings as appropriate to ensure that the Town's evolving needs for passive and active recreational opportunities is continually met through an inclusive, diverse, and cost-effective recreation program.

(OS&R) Objective 3.3: Provide improved access to and ensure the availability of sufficient off-street parking for Franklin's water resources and hiking, biking, and walking trails, including but not limited to the Del Carte Property, the SNETT Trail, and the State Forest Trail.

Action	ns	RESPONSIBILITY	SCHEDULE
3.3a	Please refer Objectives 3.4 and 3.5 of the Town's Open Space and Recreation Plan.		

(OS&R) Objective 3.4: Provide a public park or playground within a comfortable walking distance of every neighborhood in Franklin.

(OS&R) Objective 3.5: Increase connectivity to and between Franklin's recreation areas, conservation areas, and open space, by creating corridors for wildlife and recreational uses.

Actio	ns	RESPONSIBILITY	SCHEDULE
3.5a	Improve existing and create additional recreation trails by encouraging the linking of public, private and semi-public open spaces together through land trusts, donations of land, and conservation easements.		
3.5b	Please refer to Objectives 3.4 and 3.5 and subsequent actions of the Town's Open Space and Recreation Plan.		
3.5c	Pursue development of a bike path from the SNETT at Grove Street to Cottage Street.		

(OS&R) Goal 4: Implement sustainable practices in the design, construction, operation, and maintenance of Franklin's public parks and playgrounds.

(OS&R) Objective 4.1: Establish sustainability guidelines for park design, including the use of renewable energy sources, recycled materials, native/low water use plants, and permeable surfaces to improve ground water recharge, reduce erosion, and filter out pollutants before they reach a water source.

(OS&R) Objective 4.2: Incorporate shade trees in the design of parks and playgrounds and plant additional trees to meet the need for shaded areas.

(OS&R) Objective 4.3: Expand and improve recycling operations	in parks and playgrounds ar	nd at special
events in parks.		
Actions	RESPONSIBILITY	SCHEDULE

Actions		RESPONSIBILITY	SCHEDULE
4.3a	Obtain funding to purchase sufficient recycling receptacles.		
4.3b	Assure sufficient recycling receptacles are available during		
4.00	events at public parks and other Town properties.		

(OS&R) Goal 5: Implement the goals, objectives and actions outlined within the Revised 7-year Action Plan (Section 9) of the Town of Franklin's Open Space and Recreation Plan.

(OS&R) Goal 6: Work to obtain the funding and other resources necessary to implement the open space and recreation goals, objectives and actions outlined above.

(OS&R) Objective 6.1: Promote the adoption of the Community Preservation Act as a means of funding for					
open s	open space acquisitions and park development.				
Action	Actions RESPONSIBILITY SCHEDULE				
6.1a	Seek to adopt the Community Preservation Act.				
	Please refer to Objective 5.4 of the Natural, Cultural and Historic Resources section of this document, and Objective 4.2 of the Town's Open Space and Recreation Plan.				

(OS&R) Objective 6.2: Pursue the Green Communities designation under the Massachusetts Green Communities Act.			
Actions		RESPONSIBILITY	SCHEDULE
6.2a	Apply for Green Community related grants to obtain funding for the above mentioned open space and recreation goals, objectives and actions.		

•	(OS&R) Objective 6.3: Investigate grant programs and submit related grant proposals in support of the above				
mentioned open space and recreation goals, objectives and actions.					
Actions		RESPONSIBILITY	SCHEDULE		
6.3a	Explore funding opportunities under the Massachusetts Parkland				
	Acquisitions and Renovations for Communities (PARC) Program.				

(OS&R) Objective 6.4: Investigate potential partnerships with local nonprofit and educational organizations, and businesses.			
Actions RESPONSIBILITY SCHEDULE		SCHEDULE	
6.4a	Lobby for changes to make Green Communities designation achievable.		

Circulation (C)

(C) Goal 1: Improve and maintain the Town's public roadway system to assure adequate service, maximize public safety, accommodate desirable growth, and serve existing and future land use patterns.

(C) Objective 1.1: Improve transparency of process for how roadway improvements are prioritized.			
Actions		RESPONSIBILITY	SCHEDULE
1.1a	Make information about prioritization process more readily available to the public.		

(C) OI	(C) Objective 1.2: Work to improve deteriorated roadway conditions throughout Franklin.			
Actio	ns	RESPONSIBILITY	SCHEDULE	
1.2a	Utilize the 2012 Roadway Condition Report (see Pavement Management Program in Appendix X) to prioritize roadway improvements.			
1.2b	Expand the comprehensiveness of the Roadway Improvement Plan to go beyond pavement conditions to include additional factors: sidewalks; bicycle accommodations; street network connectivity; and additional infrastructure needs (e.g., water, sewer, stormwater).			
1.2c	Develop criteria to use in planning improvements to roadways categorized as arterials and collectors, which are the primary roadways for circulation throughout town and need to accommodate cars, trucks, pedestrians, bicyclists, and current and potentially future public transit.			
1.2d	Reduce impervious surfaces where practical by reducing road width and sidewalks, and increasing green areas, in order to calm traffic and reduce roadway runoff.			
1.2e	Design and construct roadway improvements recommended in the Walk Boston 2012 Assessment (See Attached).			

	C) Objective 1.3: Work to improve key roadway intersections throughout Franklin.		
Action		RESPONSIBILITY	SCHEDULE
1.3a	Work with MassDOT to investigate the need for improvements at the intersection of West Central Street (Route 140) and Pond		
	Street, and design and construct appropriate improvements. Work with MassDOT to investigate the need for improvements at		
	the intersection of West Central Street (Route 140) and Beaver		
	Street, and design and construct appropriate improvements.		
	Consideration should be given to the following issues:		
	Development of the intersection as a "gateway" to		
1.3b	Downtown Franklin;		
	Pedestrian access to the Beaver Pond Recreation Area		
	and Franklin State Forest; and		
	 Appropriate access to parcels on the south side of West 		
	Central Street (Please refer to Land Use Action Item		
4.0-	4.1.a.).		
1.3c	Work with MassDOT to investigate the need for improvements, and consider the construction of a roundabout, at the Conlyn		
	Avenue and West Central Street Intersection.		
1.3d	Investigate best options for improvements at the Grove Street		
1.00	and Beaver Street intersection, and design and construct		
	appropriate improvements (Implement the Intersection of Beaver		
	Street and Grove Street Road Safety Audit and Intersection		
	Improvement studies). Consideration should be given to the		
	following issues:		
	Access potential for use of a roundabout to calm traffic,		
	or other traffic calming concepts.		
	 Pedestrian access to the Beaver Pond Recreation Area and Franklin State Forest; and 		
	Reduction to impervious surfaces while maintaining		
	sufficient truck turning movements to accommodate		
	area businesses.		
1.3e	Design and construct improvements at the following		
	Intersections:		
	 Pleasant Street and Chestnut Street 		
	 Jordan Road and Chestnut Street 		
	Miller Street and Pleasant Street		
	Lincoln/Daniels/Elm		
1.3f	Once intersection improvements related to the Downtown		
	Roadway and Streetscape Improvement Project have been implemented (Refer to Circulation Action Item 5.1.a below)		
	assess the need to install additional improvements at the		
	following intersections:		
	East Central Street and Summer Street		
	Main Street and Pleasant Street		
1.3g	Design and construct intersection improvements recommended		
•	in the Walk Boston 2012 Assessment (See Circulation Action		
	Item 1.1.f).		

(C) OI	(C) Objective 1.4: Work towards improving residential subdivision roadways.			
Actio	ns	RESPONSIBILITY	SCHEDULE	
1.4a	Where possible, work with local residents to explore options to connect proposed subdivision roads with existing subdivision roads, facilitating the delivery of services, improving traffic circulation, and reducing ambulatory estimated times of arrival.			
1.4b	Preserve options for future connections of cul-de-sacs in subdivisions, but at a minimum, providing easements between subdivisions to connect water and sewer utilities and allow pedestrian connections.			
1.4c	When practical, allow reduced turning radii, smaller cul-de-sacs, and reduced roadway width on private roads and in subdivisions to reduce speed of traffic and impervious area.			
1.4d	Consider T-intersections, rather than cul-de-sac to reduce impervious areas.			
1.4e	Assess and prioritize subdivision roads not yet accepted by the Town as public roadways.			
1.4f	Continue to incrementally improve Franklin's Sub-division Regulations.			

Actio	ns	RESPONSIBILITY	SCHEDULE
1.5a	Appropriate Town funding to increase the number of roadway and sidewalk miles reconstructed each year.		
1.5b	Develop basic conceptual design, preliminary engineering plans for priority roadway and sidewalk construction projects, in order to work toward being "shovel ready" and take advantage of funding opportunities as they are presented.		
1.5c	Regularly assess the Town's roadway system to identify projects that qualify for Federal and State funding and assure these projects are added to the Boston Metropolitan Planning Organization's Transportation Improvements Plan when appropriate.		
1.5d	Advocate for increasing funding for roadway and circulation improvements and maintenance.		

(C) Goal 2: Make the Town increasingly more walk-able and bike-able by creating and maintaining safe interconnected pedestrian and bicycle routes between key destinations within Franklin, including residential areas, Downtown, employment centers, commuter rail stations, schools, parks and recreation facilities, and commercial areas.

(C) Objective 2.1: Improve, expand and properly maintain the Town's sidewalks and other pedestrian resources (see also Objective 1.1).			
Action		RESPONSIBILITY	SCHEDULE
2.1a	Integrate sidewalk planning into the Town's Roadway Improvement Plan to assure pedestrian circulation is an ongoing priority.		
2.1b	Improve pedestrian safety by constructing sidewalks along heavily traveled routes; priority locations include: • Pleasant Street from Main Street to Chestnut Street and Chestnut Street from King Street to Pleasant Street in order to complete a triangular network of sidewalks; • Panther Way from the Franklin High School to West Central Street; Beaver Street from West Central Street to Grove Street;		
	 Reconstruct the Grove Street and Beaver Street intersection to create safe pedestrian access to Franklin State Forest (refer to Action 1.2.c. above); and Over highways, bridges, and railroads as needed. 		
2.1c	Establish a program for annually extending the Town's sidewalk system.		
2.1d	Design and construct improvements recommended in the Walk Boston 2012 Assessment (see Circulation Action Items 1.2.e and 1.3.g: above), and other priority locations identified in the Circulation element.		
2.1e	Improve accessibility accommodations for individuals with disabilities.		
2.1f	Create pedestrian connections between residential neighborhoods and adjacent subdivisions.		
2.1g	Improve sidewalks and off road pedestrian and bicycle paths so students can walk and bike safely between home and school.		
2.1h	Implement recommended "Safe Routes to School" improvements near Davis Thayer, Helen Keller, and Oak Street Elementary Schools that are outlined in Walking Audits performed by WalkBoston during November 2011.		
2.1i	Pursue construction of pedestrian bridges over railroad corridors and roadways.		
2.1j	Conduct research to determine the need for pedestrian/bicycle infrastructure to and from areas of environmental justice populations, lower-income (subsidized housing locations), or lower-mobility (senior housing locations) peoples.		
2.1k	Provide a public park or playground within a comfortable walking distance of every neighborhood in Franklin. Please refer to this section's Open Space and Recreation Objective 3.5.		

(C) Ob	(C) Objective 2.2: Improve, expand and properly maintain the Town's bike lanes and related resources.			
Action	ns	RESPONSIBILITY	SCHEDULE	
2.2a	Create safe bike lanes, or provide shared lane pavement markings ("sharrows"), on main thoroughfares wherever possible.			
2.2b	Provide Franklin residents with education on how to ride a bicycle in mixed traffic.			
2.2c	Provide appropriate bicycle parking at municipal buildings, schools, recreation areas, institutions, commercial areas, MBTA Stations, and along public transit routes.			
2.2d	Work with the MBTA to install bike lockers at the Town's two commuter rail stations.			

(C) O	(C) Objective 2.3: Develop a system of recreational and alternative transportation bikeways and trails.				
Actio	ns	RESPONSIBILITY	SCHEDULE		
2.3a	Work towards connecting Franklin's trails to each other and regional trail systems.				
2.3b	Work with Massachusetts Department of Conservation and Recreation and local and regional organizations to improve the SNETT (Southern New England Trunkline Trail) and connected trail systems.				
2.3c	Where practical, utilize town-owned properties to create pedestrian and bicycle linkages.				
2.3d	Develop pedestrian and bicycle path links outside of roadway alignments to provide "shortcut" access to high demand areas.				
2.3e	Develop an off road pathway along unbuilt publicly-owned sections of Long Hill Road between Lincoln and Miller Streets.				

(C) Goal 3: Work to improve existing and develop new public transportation options for the Town's residents and visitors, as well as the business community and their employees.

(C) Ob	(C) Objective 3.1: Preserve, enhance and expand the existing transit service in town as needed.			
Actions		RESPONSIBILITY	SCHEDULE	
3.1a	Work with MBTA and GATRA (Greater Attleboro Taunton Regional Transit Authority) to maintain levels of service.			
3.1b	Work with GATRA to expand GATRA service routes as needed.			
3.1c	Explore additional regional transit services like the I-495 corridor initiative.			

(C) Objective 3.2: Work with public transit providers to educate potential users about current services.				
Actions		RESPONSIBILITY	SCHEDULE	
3.2a	Educate and advertise about the GATRA (Greater Attleboro Taunton Regional Transit Authority) FAB (Franklin Area Bus) bus service.			
3.2b	Educate and advertise about MBTA Commuter Rail service.			

(C) Objective 3.3: Promote the formation of a public/private shuttle service to move commuter rail passengers to and from major places of employment.				
Actions RESPONSIBILITY SCHEDULE			SCHEDULE	
3.3a	Assess potential for expansion of the Town of Bellingham's GATRA operated shuttle service to include Franklin's key employment centers.			
3.3b	Continue to work with regional planning agencies, transit providers and other communities to improve public transit and private shuttle services.			

(C) Objective 3.4: Promote development project site designs that provide accommodation for existing and future public transit or private shuttle services.

(C) Goal 4: Promote commuter ridesharing options for Franklin residents, and employees of Franklin employers that live outside the community.

(C) OI	(C) Objective 4.1: Support existing rideshare efforts and privately funded shuttles.			
Actio	ns	RESPONSIBILITY	SCHEDULE	
4.1a	Work with Franklin's businesses that currently operate employee shuttles to assess potential for expanding service to additional users.			
4.1b	Work to establish new rideshare and shuttle programs to accommodate the substantial number of individuals working in Franklin that live in Rhode Island, Boston, and several adjacent communities.			
4.1c	Educate and advertise about existing and potential carpooling/vanpooling and park and ride opportunities, MassRIDES services, and GATRA's Ride Match service.			

(C) Goal 5: Improve vehicle and pedestrian circulation and availability of Parking in the Downtown area.

(C) Objective 5.1: Continue to implement the Town's Franklin Center Plan, including implementation of strategies and improvements in the areas of circulation, traffic calming, streetscape improvements, parking, pedestrian connections, and encouragement of mixed use development.

Action	ns en	RESPONSIBILITY	SCHEDULE
5.1a	Continue with implementation of the Federal and State funded		
	Downtown Roadway and Streetscape Improvement Project.		
5.1b	Assure that circulation improvements resulting from the Downtown Roadway and Streetscape Improvement Project will accommodate closing of Main Street for street fairs and other special events without interrupting east/west travel on East/ West Central Streets.		

(C) Objective 5.2: Work towards increasing the number of public parking spaces in Downtown Franklin, delineating between the need for employee or long-term parking and customer or short-term parking. **Actions** RESPONSIBILITY **SCHEDULE** Assure new developments provide sufficient on-site parking 5.2a especially in the Downtown area, while allowing for Planning Board parking space waivers when the need for parking is not as great as Zoning Bylaw requirements. Continually assess publicly managed parking spaces in the 5.2b Downtown area and gradually increase the number of business permit spaces and short term metered customer parking spaces. As the need arises, consider development of a parking 5.2c management program to better utilize existing public parking spaces. Amend the Town's Zoning Bylaw to require sufficient parking in 5.2d the Commercial I zoning district. Please refer to Objective 3.3 in the Land Use section of this document. Amend the Town's Zoning Bylaw to allow parking lots in the 5.2e Downtown Commercial Zoning District. Please refer to Objective 3.5 in the Land Use section of this document. Look at alternatives to metered parking spaces in the Downtown 5.2f Commercial District.

(C) Objective 5.3: Promote mixed-use development in appropriate areas.				
	Please refer to Goal 2 and related objectives in the Land Use section of this document.			
Actions		RESPONSIBILITY	SCHEDULE	
5.3a	Implement Transit-Oriented Development best practices in			
	planning and review of public and private development projects.			

(C) Goal 6: Support sustainable development, renewable energy and recycling initiatives, low impact development, and other "Green" activities.

(C) Objective 6.1: Encourage investment in green technologies as part of Town sponsored development or redevelopment projects.

Please refer to Community Services & Facilities Goal 7, Objective 7.2

- **(C) Objective 6.2:** Maintain a balance between competing Town priorities, including reducing impervious surfaces, increasing rain water infiltration, increasing walking/biking options, and providing efficient roadway and intersection level of service.
- **(C) Objective 6.3:** Explore sustainable development improvement strategies in the areas of circulation, traffic calming, streetscape improvements, parking, pedestrian and bicycle connections, and enhanced transit.

Housing (H)

Goal 1: Provide the appropriate mix of housing alternatives that meet the needs of Franklin based employment.

- **(H) Objective 1.1:** Assess current and projected employment within the Town, and propose policy and zoning changes to assure adequate workforce housing is provided.
- **(H) Objective 1.2:** Encourage development of a mix of rental and owner-occupied housing units that are affordable to Franklin's workforce.
- (H) Objective 1.3: Encourage development of workforce housing in areas of Town where property is underutilized or needs redevelopment, and where walking distance of Rail service is available.

 Please refer to Goal 1 in the Land Use section of this document.

 Actions

 RESPONSIBILITY

 SCHEDULE

 1.3a Create zoning that would allow for higher density workforce housing in appropriate areas of Town.

 1.3b Identify areas where development of workforce housing would be appropriate.
- (H) Goal 2: Support development of affordable housing opportunities for low, moderate and middle-income households. Refer to the *Town of Franklin Affordable Housing Strategy & Development Action Plan* of March 2011.
- **(H) Objective 2.1:** Seek adoption of Chapter 40R: Smart Growth Zoning Overlay District, in appropriate area of town
- (H) Goal 3: Assure large residential developments requiring special permits are concentrated where adequate utilities are available and where proposed project impacts will not significantly impact roadway circulation level of service.
- **(H) Objective 3.1:** Evaluate housing development plans to assure proposed projects utilize existing infrastructure in the most cost effective manner, and where capacity can be sufficiently increased in the most cost effective manner, as well as encourage 10% affordable housing in any new residential development.
- (H) Goal 4: Encourage, rezone as required, and support housing appropriate for expected future demographics.

(H) Objective 4.1: Support the development of housing opportunities for seniors and the elderly.				
Actions		RESPONSIBILITY	SCHEDULE	
4.1a	Encourage development of more congregate living, assisted living, and nursing care to meet the needs of a growing elderly population.			
4.1b	Support zoning initiatives that would allow development of congregate living, assisted living and nursing care facilities.			

(H) Objective 4.2: Change zoning to allow for the expansion of "in law" apartments in the existing single family homes.

Actions RESPONSIBILITY SCHEDULE

4.2a Develop and implement Zoning Bylaw to allow accessory dwelling units in existing single family homes.

(H) Objective 4.3: Encourage the development of smaller housing units to better meet the needs of a younger generation of households.

ACTIONS		RESPONSIBILITY	SCHEDULE
4.3a	Support development of "cottage" style rental and owner- occupied housing units to accommodate the needs of the Town's changing population.		

- (H) Goal 5: Encourage future housing developments to take advantage of public transportation resources, including the MBTA commuter rail, and GATRA bus service.
- **(H) Objective 5.1:** Promote mixed-use, transit-oriented development in appropriate areas. Please refer to Goal 2 and related objectives in the Land Use section of this document.

(H) Objective 5.2: Encourage development of housing near public transportation, including the MBTA stations in Downtown Franklin and the Forge Park Station.			
Action	Actions RESPONSIBILITY SCHEDULE		
5.2a	Consider pursuing changes to zoning in neighborhoods within a short walk of the Downtown Franklin and Forge Park commuter		
	rail stations that would allow denser housing development.		

(H) Goal 6: Support sustainable development, renewable energy and recycling initiatives, low impact development, and other "Green" activities during all public and privately funded housing developments (Refer to OSRP Objective 4.3 and subsequent actions.

(H) Objective 6.1: Seek adoption of Community Preservation Act (CPA) (Refer to OSRP Objective 4.2 and their subsequent actions).

Please refer to Natural, Cultural & Historic Resources Goal 5, Objective 5.4

Economic Development (ED)

(ED) Goal 1: Adopt strategies that will promote higher levels of investment in the Town's industrial areas, and increase related property tax yields.

(ED) Objective 1.1: Build upon the Town's and the region's life sciences industry cluster, including				
biotechnology and medical device manufacturing and research and development companies.				
Actions RESPONSIBILITY SCHEDULE			SCHEDULE	
1.1a	Continue to assess Industrial and Office zoned parcels for			
	inclusion in the Biotechnology Uses Overlay Zoning District.			
1.1b	Work towards attainment of a Massachusetts Biotechnology			
1.10	Council Platinum BioReady Community Rating.			

(ED) C	(ED) Objective 1.2: Promote business expansion and retention within Franklin's Economic Opportunity Areas.			
Actions		RESPONSIBILITY	SCHEDULE	
1.2a	Continue to support use of Tax Increment Financing as an			
	incentive for retaining and attracting manufacturing and research			
	and development companies.			
	Educate property owners and commercial realtors with property within the Town's economic opportunity areas that designation			
1.2b	as an economic opportunity area provides access to a variety of			
	incentives, including tax increment financing and State			
	investment tax credits.			

(ED) Objective 1.3: Promote the diversity of industrial uses within the Town's industrial areas.				
Actions		RESPONSIBILITY	SCHEDULE	
1.3a	Market the Town's available office, warehouse and manufacturing properties to manufacturing and research and development businesses within a wide range of industry sectors, including life sciences, information Technology, clean energy, metal fabrication, robotics and nanotechnology.			

(ED) Goal 2: Adopt strategies that will support the Town of Franklin's small business community, promote higher levels of commercial investment, and increase related property tax yields.

(ED) Objective 2.1: Encourage expansion and retention of current businesses and attraction of new businesses in appropriate locations.

Please refer to Goal 3 and related objectives in the Land Use section of this document.

(ED) Objective 2.2: Create Transitional Use Zones to buffer residential buildings from non-residential uses. Please refer to Goal 4 and related objectives in the Land Use section of this document.

(ED) Objective 2.3: Strive to increase the industry diversity of local businesses, to sustain balanced economic growth, assure availability of goods and services, and to assure downturns in the economy do not substantially impact the community.

Action	ns	RESPONSIBILITY	SCHEDULE
2.3a	Work to attract successful businesses from the regional market.		
2.3b	Promote use of vacant commercial or industrial spaces for small business incubators and art studios.		
2.3c	Work to attract and retain a wide range of technology, retail and service related businesses.		

(ED) Objective 2.4: Promote existing, and invest in additional, quality of life factors conducive to business innovation

	innovation.			
Actions		IS	RESPONSIBILITY	SCHEDULE
	2.4a	Promote Franklin as a business friendly community, with many important assets, including: a low single tax rate, excellent infrastructure, public services and school system, a well-educated work force, proximity to interstates, major cities and universities, many recreational, historic and cultural resources, and a great quality of life.		

(ED) Goal 3: Work to revitalize Franklin's Downtown core and adjacent neighborhoods.

(ED) Objective 3.1: Promote mixed-use development in appropriate areas.

Please refer to Goal 2 and related objectives in the Land Use section of this document.

(ED) Objective 3.2: Work with businesses, institutions, Franklin Downtown Partnership and other non-profit organizations to revitalize, enhance and promote Franklin's downtown area.

Actions RESPONSIBILITY SCHEDULE

Actions RESPONSIBILITY SCHEDULE

3.2a Continue to support the Franklin Downtown Partnership, including working cooperatively with the Partnership on their current goals and efforts.

(ED) Objective 3.3: Utilize cultural economic development concepts and resources to support Downtown Franklin's revitalization. **Actions** RESPONSIBILITY **SCHEDULE** 3.3a Work with the MetroWest Tourism & Visitors Bureau and local organizations to promote Downtown Franklin as the region's cultural focus. Work to attract and retain performance based organizations and 3.3b venues to Downtown Franklin. 3.3c Explore locations for a Culture, Art, and Recreational Center in Downtown Franklin. Support activities that bring visitors to Downtown Franklin. 3.3d

(ED) Objective 3.4: Work to support and retain current Downtown area businesses, attract the right retail mix including new specialty/niche businesses, and promote Downtown Franklin as a commercial district.

(ED) O	(ED) Objective 3.5: Work regularly to increase access to parking in Franklin's Downtown core.			
Action	S	RESPONSIBILITY	SCHEDULE	
3.5a	Amend the Town's Zoning Bylaw to allow parking lots in the			
	Downtown Commercial Zoning District as an accessory use.			

(ED) Objective 3.6: Improve the overall image, pedestrian circulation, and streetscape quality of the Downtown area.

(ED) Goal 4: Adopt strategies that will promote workforce development, attract skilled workers to the region, and increase employment options for the Town's current residents.

(ED) Objective 4.1: Build part	tnerships between	n state agencies, educational resources and local businesses to
promote workforce developme	ent initiatives in Fra	anklin and the region.

Actions		RESPONSIBILITY	SCHEDULE
4.1a	Educate Franklin's business community about the wide range of available State workforce training resources, which include Massachusetts One-Stop Career Centers, the Massachusetts Life Sciences Center, apprentice training programs, the Workforce Training Fund Program, and the Hiring Incentive Training Grant Program.		
4.1b	Promote and support collaborative workforce development and worker training programs between local businesses, Tri-County Regional Vocational Technical High School, Franklin High School, Dean College, Mass Bay Community College, and workforce training organizations including the Massachusetts Manufacturing Extension Partnership and Associated Industries of Massachusetts.		

(ED) Objective 4.2: Increase employment options for the Town's current residents.			
Action	ns	RESPONSIBILITY	SCHEDULE
4.2a	Work on business attraction initiatives to attract entrepreneurs and emerging businesses, and increase living wage employment opportunities for Franklin's residents.		
4.2b	Work to increase education and training opportunities for Franklin's low, moderate, and middle-income residents.		

(ED) Objective 4.3: Work to attract skilled workers to the region.				
Actions		RESPONSIBILITY	SCHEDULE	
4.3a	Promote Franklin as an outstanding community to work and raise a family.			
4.3b	Encourage development of high-density workforce housing in areas of Town where property is underutilized or needs redevelopment, and where walking distance of Rail service is available. Please refer to Objective 1.3 in the Housing section of this document.			

(ED) Goal 5: Support and strengthen the Town of Franklin's business retention and attraction initiatives, activities and strategies.

(ED) Objective 5.1: Work with State agencies, chambers of commerce, and other public/private organizations to coordinate economic development programs and services in support of Franklin's business community.			
5.1a	Educate Franklin businesses about available State technical assistance programs and financial resources.		
5.1b	Work with MassDevelopment and Massachusetts Office of Business Development on regular visits to Franklin's small to medium size research and development and manufacturing companies.		
5.1c	Perform ongoing outreach to Franklin's small business community regarding available resources and other issues of interest.		
5.1d	Encourage businesses in the manufacturing sector to cooperate and build partnerships.		

(ED) ((ED) Objective 5.2: Provide resources that support Franklin's business community.					
Action	ns	RESPONSIBILITY	SCHEDULE			
5.2a	Raise awareness of Franklin's Department of Planning and Community Development as a resource for Franklin-based businesses.					
5.2b	Develop and maintain an inventory of current businesses.					
5.2c	Develop and maintain an inventory of available commercial and industrial properties through regular communications with realtors.					
5.2d	Continue to refine the Town of Franklin's Zoning Bylaw and development permitting processes in efforts to further streamline the development processes in Franklin.					
5.2e	Continue to assess potential zoning map changes that would spur on appropriate levels of business development.					

(ED) Objective 5.3: Attract additional businesses to Franklin.				
Action	ns	RESPONSIBILITY	SCHEDULE	
5.3a	Reach out to successful businesses outside Franklin in efforts to influence their relocation or expansion into Franklin.			
5.3b	Market the strengths of doing business in Franklin.			
5.3c	Create audio/visual web-based material that can be used to market Franklin.			

(ED) Goal 6: Support sustainable development, renewable energy and recycling initiatives, low impact development, and other "Green" activities.

(ED) Objective 6.1: Pursue the Green Communities designation under the Massachusetts Green Communities Act.

Please refer to Community Services & Facilities Goal 7, Objective 7.3

(ED) Objective 6.2: Pursue creation of a Green Technology zoning district.

(ED) Objective 6.3: Encourage investment in green technologies as part of Town sponsored development or redevelopment projects.

Please refer to Community Services & Facilities Goal 7, Objective 7.2

Community Services & Facilities (CS&F)

(CS&F) Goal 1: Regularly utilize the Master Plan in developing annual budgets and prioritizing capital improvements, programs and services.

(CS&F) Objective 1.1: Annually assess the Master Plan's goals, objectives and actions while prioritizing infrastructure and facilities expenditures for inclusion in the Town's Capital Improvements Plan.

(CS&F) Objective 1.2: Annually assess the Master Plan's goals, objectives and actions, while developing departmental work programs and operating budgets.

CS&F Goal 2: Obtain sufficient resources to implement the Master Plan's priority capital improvements, programs and services.

(CS&F) Objective 2.1: Regularly research alternative sources of resources needed to fund the Capital Improvements Plan.

(CS&F) Goal 3: Maintain, update and expand the Town's utilities, infrastructure and facilities to satisfy the demands of the Town into the future, without infringing on previously established plans for conservation or preservation.

Action	quality standards, and to meet current and future State and F	RESPONSIBILITY	SCHEDULE
3.1a	Continue to factor water system capital improvement expenses	RESPONSIBILITY	SCHEDULE
3.1a	into service costs and set rates to generate sufficient resources		
	to fund required capital improvements.		
3.1b	Fund and construct manganese treatment facilities as required.		
			-
	F) Objective 3.2: Fund and construct manganese treatment for		
Action		Actions	SCHEDULE
3.2a	Continue to factor sewer-waste water system capital improvement expenses into service costs and set rates to generate sufficient resources to fund required capital improvements.		
	 Objective 3.3: Investigate increasing the recharge of aquife of aquifers by improving the treatment of runoff water before 		
	F) Objective 3.4: Maintain and update the Town's storm wate State and Federal regulatory requirements.	er and roadway drainage	systems to meet
Action	ns	RESPONSIBILITY	SCHEDULE
3.4a	Assess possible strategies to fund storm water and roadway		
	drainage system improvements.		
3.4b	Evaluate low cost runoff treatment strategies.		
CS&F) Goal 4: Superb delivery of public services.		
(CS&F	Ó Objective 4.1: Continue to improve the quality of customer ther customers utilizing Town services and facilities.	service provided to the	Town's residents
Action		RESPONSIBILITY	SCHEDULE
4.1a	Regularly assess customer service related activities and		
	interactions, and develop policies or procedures required		
	to implement desired improvements.		
(CS&F	F) Objective 4.2: Utilize technology where possible to improve	e the quality of municipal	services, cut
costs,	and simplify routine processes.		
costs, Actio i	and simplify routine processes.	e the quality of municipal RESPONSIBILITY	services, cut
costs, Actio i	and simplify routine processes. 1s Evaluate software and related technologies that will allow		
costs, Action 4.2a	and simplify routine processes. ns Evaluate software and related technologies that will allow for efficient on-line permitting.		
(CS&F costs, Action 4.2a 4.2b	and simplify routine processes. Service and related technologies that will allow for efficient on-line permitting. Expand upon the Town's on-line bill paying capabilities.		
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4.2b 4.2c (CS&Fapproperation 4.3a 4.3b 4.3c	and simplify routine processes. Evaluate software and related technologies that will allow for efficient on-line permitting. Expand upon the Town's on-line bill paying capabilities. Work to improve the Town's database management capabilities in order to centralize and coordinate the update and use of Town information. F) Objective 4.3: Regionalize services to reduce costs and impriate. Ins Work with adjacent communities to improve transportation to Franklin's Senior Center. Continue to explore Library regionalization. Implement existing plans for a Regionalized Police Dispatch Center. Research possible regional Fire Department services in the	RESPONSIBILITY nprove customer services	SCHEDULE S where
4.2b 4.2c (CS&FappropAction 4.3b	and simplify routine processes. Evaluate software and related technologies that will allow for efficient on-line permitting. Expand upon the Town's on-line bill paying capabilities. Work to improve the Town's database management capabilities in order to centralize and coordinate the update and use of Town information. F) Objective 4.3: Regionalize services to reduce costs and imprinted by the	RESPONSIBILITY nprove customer services	SCHEDULE S where
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problems, such as graffiti and potholes, in real time directly to Franklin government officials for resolution.

(CS&F) Goal 5: Maintain the quality of Franklin's Municipal buildings, Public School facilities, and all other town owned properties, and utilize facilities as effectively as possible.

(CS&F) Objective 5.1: Develop and evaluate reuse alternatives for the former municipal building at 150 Emmons Street.

(CS&F) Objective 5.2: Move the Recreation Department out of 150 Emmons Street into a more appropriate facility.

(CS&F) Objective 5.3: Make better use of the Police Department facility's internal space.

 (CS&F) Objective 5.4: Improve Fire emergency response times in the northern portion of Town, where population and development has increased.

 Actions
 RESPONSIBILITY
 SCHEDULE

 5.4a
 Evaluate the need for a Fire Station in North Franklin.

(CS&F) Objective 5.5: Continue to work with National Grid to improve the power infrastructure in the community.

(CS&F) Objective 5.6: Implement actions from the Public Library improvement study.

(CS&F) Objective 5.7: Develop a plan to preserve the former Historic Museum's facade.

(CS&F) Objective 5.8: Expand the parking lot and finish the 2nd floor of the Senior Center to support projected levels of service.

(CS&F) Goal 6: Implement the School Department's Strategic Plan.

Note: The Master Plan Committee recognizes and incorporates herein the strategic planning already undertaken by the Franklin School system.

(CS&F) Objective 6.1: Provide resources to implement the District Improvement Plan, and related individual School Improvement Plans. The District Improvement Plan sets forth the following system-wide goals:

- a) Instructional Leadership. The district promotes the learning and growth of all students and the success of all staff by cultivating a shared vision that makes powerful teaching and learning the central focus of schooling.
- b) Curriculum, Planning, and Assessment. The district promotes the learning and growth of all students by providing high-quality and coherent instruction, designing and administering authentic and meaningful student assessments, analyzing student performance and growth data, using this data to improve instruction, providing students with constructive feedback on an ongoing basis, and continuously refining learning objectives.
- c) Learning Environment. The district promotes the learning and growth of all students through instructional practices that establish high expectations, create a safe and effective classroom environment, and demonstrate cultural proficiency.
- d) Family and Community Engagement. The district promotes the learning and growth of all students through effective partnerships with families, caregivers, community members, and organizations.
- e) Professional Culture: The district provides promotes the learning and growth of all students and staff through ethical, culturally proficient, skilled, and collaborative practice.

(CS&F) Objective 6.2: Study school attendance projections for upcoming years in order to plan for and utilize the Town's Public School facilities as efficiently as possible.

(CS&F) Objective 6.3: Develop a plan to increase or improve the school space in the Davis Thayer Elementary School if school attendance projections increase.

(CS&F) Objective 6.4: Develop a plan to utilize the Davis Thayer Elementary School if school attendance projections decrease.				
Action		RESPONSIBILITY	SCHEDULE	
6.4a	Consider reuse of the Davis Thayer Elementary School as a Recreation, Arts and Cultural Center.			

(CS&F) Objective 6.5: Develop a plan to utilize the Red Brick School building in case it ceases to be leased by the Benjamin Franklin Classical Charter Public School.

(CS&F) Goal 7: Support sustainable development, renewable energy, recycling, low impact development, and other "green" initiatives.

(CS&F) Objective 7.1: Investigate sustainable development improvement strategies in the areas of circulation, traffic calming, streetscape improvements, parking, pedestrian and bicycle connections, and enhanced transit (See Circulation Element).

(CS&F) Objective 7.2: Encourage investment in green technologies as part of all Town sponsored development or redevelopment projects.

(CS&F) Objective 7.3: Seek Green Communities designation by achieving as many requirements for designation as practicable.

(CS&F) Objective 7.4: Encourage use of low impact development drainage systems, including rain gardens, green roofs, rain barrels, and similar concepts.

(CS&F) Objective 7.5: Modify zoning to allow commercial alternative energy production.

Legislation For Action

Sponsor: Administration



TOWN OF FRANKLIN RESOLUTION 13-56 THE WOODLANDS—APPROVAL OF AMENDMENT TO REGULATORY AGREEMENT AND TRANSFER OF OWNERSHIP

WHEREAS, the Franklin Town Council approved the Local Initiative Program project to be known as The Woodlands by Resolution 99-50, and

WHEREAS, the original project proponents, Arcadia Enterprises, Inc. ("Arcadia") and Pentad Realty Trust ("Pentad") entered into the Regulatory Agreement with the Department of Housing and Community Development and the Town of Franklin as of November 9, 2004, and

WHEREAS, the Franklin Town Council approved the initial financing of the project by Walpole Cooperative Bank by Resolution 05-09, and

WHEREAS, Scituate Federal Savings Bank ("Scituate") is the present owner of the project as a result of an assignment of the original loan and a foreclosure, and

WHEREAS, Scituate desires to amend the Regulatory Agreement to define how the developer's maximum permissible limited dividend (profit) is calculated in order to facilitate and expedite the completion and sale of the project for the benefit of all parties in light of financial distress that the project has suffered in the past, and

WHEREAS, the Regulatory Agreement requires Town's consent to the proposed transfer of ownership and financing, as well as its agreement to any amendment, and

WHEREAS, the Massachusetts Housing Appeals Committee's regulations deem the proposed action to be a minor modification of the project, and

WHEREAS, the attorney representing the project has made a written presentation to the Council addressing the continued financial viability of the project and the ability of the new developer to construct it,

NOW, THEREFORE, BE IT RESOLVED that the Town of Franklin, acting by and through its Town Council:

- 1. Hereby acknowledges and affirms Scituate's present ownership of the project as a result of Scituate's foreclosures;
- Hereby approves Scituate's proposed transfer of ownership of The Woodlands Comprehensive Permit Project from Scituate to Woodlands Development, LLC;

- 3. Hereby approves Scituate's proposed amendment to the Regulatory Agreement for The Woodlands Comprehensive Permit project, which defines how the developer's maximum permissible limited dividend (profit) is calculated, a copy of said amendment being attached hereto as Exhibit 1;
- 4. Authorizes the Town Council Chairman to execute said amendment.
- 5. Authorizes the Town Administrator, in consultation with the Town Attorney to execute any other documents and to take any other action necessary to bring about completion of The Woodlands project.

DATED: July, 2013	VOTED: UNANIMOUS
A True Record Attest:	YES NO
	ABSTAIN
Deborah L. Pellegri Town Clerk	ABSENT
	Judith Pond Pfeffer, Clerk
	Franklin Town Council

Exhibit 1

FIRST AMENDMENT

TO LOCAL INITIATIVE PROGRAM REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS FOR OWNERSHIP PROJECT

This First Amendment (the "Amendment") To Local Initiative Program Regulatory
Agreement And Declaration Of Restrictive Covenants For Ownership Project (the "Regulatory
Agreement") is made this day of 2013, by Scituate Federal Savings Bank, a
Federally Chartered Savings Bank having a business address at 506 Plain Street, Suite 202,
Marshfield, MA 02050 ("Scituate"), as successor in interest to Pentad Realty Trust ("Pentad")
and Arcadia Enterprises, Inc. ("Arcadia"), and the Massachusetts Department of Housing and
Community Development, having an address of 100 Cambridge Street, 3rd Floor, Boston, MA
02114 (the "DHCD") and the Town Of Franklin, having an address at 355 E. Central Street,
Franklin, MA 02038 (the "Municipality").

BACKGROUND

- A. Arcadia and Pentad received a Comprehensive Permit from the Zoning Board of Appeals for the Municipality under Chapter 40B of the Massachusetts General Laws on October 26, 2000, said permit being recorded in the Norfolk County Registry of Deeds at Book 22104, Page 111 (the "Comprehensive Permit").
- B. The Comprehensive Permit authorizes the construction of a for-sale housing development known as The Woodlands at a nineteen (19) acre site off of Stonehedge Road, the site being located in the Municipality, as more particularly described in Exhibit A attached hereto and made a part hereof (the "Project"), which Project is now partially constructed.
- C. Arcadia and Pentad entered into the Regulatory Agreement with the DHCD and the Municipality as of November 9, 2004, which was recorded in the Norfolk County Registry of Deeds at Book 21758, Page 139, whereby Arcadia and Pentad, on behalf of themselves and their successors and assigns (collectively the "Project Sponsor"), agreed to adhere to certain obligations set forth in the Regulatory Agreement, including Paragraph 4 which requires that the Project Sponsor limit the aggregate profit from the Project or pay Excess Profits (as defined herein) to the Municipality as provided therein.

- D. Scituate is record owner of the Project as of the date first set forth above by virtue of a certain foreclosure deed dated as of February 5, 2009 and recorded in the Norfolk County Registry of Deeds at Book 26349, Page 150.
- E. Scituate's successors and assigns shall be deemed Project Sponsors by virtue of the recorded Regulatory Agreement, which remains in full force and effect, governing the development of the Project except as modified herein.
- F. Scituate, as successor in interest to the Project Sponsor desires to amend the Regulatory Agreement to alter the measure by which Aggregate Profit is calculated and limited under the Regulatory Agreement and the DHCD and Municipality agree to join in such Amendment in order to facilitate and expedite the completion and sale of the Project for the benefit of all parties.

NOW THEREFORE, in consideration of the agreements and covenants hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Scituate as successor in interest to the Project Sponsor, the DHCD and the Municipality hereby agree and covenant as follows:

- 1. Pursuant to Paragraph 13 of the Regulatory Agreement this instrument shall constitute a written Amendment to the Regulatory Agreement executed by all of the parties to the Regulatory Agreement, or in the case of Pentad and Arcadia their successor in interest Scituate. The parties acknowledge and agree that pages of the Regulatory Agreement recorded at Book 21748, Page 139 in the Norfolk County Registry of Deeds were incorrectly recorded such that pages from the specimen Deed Rider were inadvertently mixed with pages from the Regulatory Agreement. For all purposes of the Regulatory Agreement and for this Amendment thereto, the parties agree that those pages identified at the bottom as "LIPRA" are and shall constitute pages of the Regulatory Agreement and those pages identified at the bottom as "LIPDR" are and shall constitute pages of the specimen Deed Rider attached to the recorded Regulatory Agreement.
- 2. Paragraph 4 on page LIPRA-4 and LIPRA-5 of the Regulatory Agreement, recorded at Book 21758, Pages 163 and 164 in the Norfolk County Registry of Deeds, shall be replaced in its entirety with the following:

Project Sponsor agrees that the aggregate profit from the Project which shall be payable to the Project Sponsor or to the partners, shareholders or other owners of Project Sponsor or the Project shall not exceed twenty percent (20%) of total

development costs of the Project, which development costs have been approved by the Municipality and by the DHCD (the "Allowable Profit"). Within ninety (90) days of the sale of the last Unit from the Project, the Project Sponsor shall submit an itemized statement of total development costs together with a statement of gross income from the Project received by the Project Sponsor on or after the date of this Amendment, exclusive of any income or expenses incurred by Scituate, except as expressly set forth in this Paragraph 4 as revised, but otherwise in form satisfactory to the Municipality and DHCD (the "Certified Cost And Income Statement") prepared and certified by a certified public accountant satisfactory to the Municipality and to the DHCD. Notwithstanding anything to the contrary contained herein, the Municipality and the DHCD agree that for purposes of the Certified Cost And Income Statement, gross income from the Project shall be reduced by Nine Hundred Seventy-Four Thousand Two Hundred Thirty Dollars (\$974,230) and the Project Sponsor's allowable acquisition cost shall be the consideration recited in the Deed out from Scituate to its immediate successor in interest. The Certified Cost And Income Statement shall not account for or include any income or expense prior to the date of this Amendment. All profits from the Project in excess of the Allowable Profit (the "Excess Profit") shall be paid by the Project Sponsor to the Municipality. The Municipality agrees that all amounts constituting Excess Profit shall be deposited in the Affordable Housing Fund (as hereinafter defined). For so long as the Project Sponsor complies with the requirements of this Section 4, the Project Sponsor shall be deemed to be a limited dividend organization within the meaning of the Act. Notwithstanding the foregoing, the Municipality and the DHCD agree that if the Project Sponsor sells all of the eight (8) unsold Units remaining in the Project as of the date of this Amendment for an aggregate sales price of Four Million One Hundred Eighty-Eight Thousand Four Hundred Thirty-Five (\$4,188,435), then the Project Sponsor shall be deemed to have not made any Excess Profit and shall not be required to prepare and submit the Certified Cost And Income Statement, but shall nevertheless be deemed a limited dividend organization within the meaning of the Act.

 Except as modified herein, the Regulatory Agreement is hereby confirmed and ratified in all respects and shall remain binding on all successors and assigns as modified herein.

[signature page to follow]

THE WOODLANDS PROFIT ANALYSIS PRO-FORMA

ALLOWABLE PROFIT ANALYSIS BASED ON RETURN ON TOTAL ALLOWABLE COSTS:

Bank Loss To Date (Bank acquisition cost, plus expenses, less sales, which includes sale price to developer):		\$982,491
Additional Infrastructure Cost (based on town bond):	\$87,940
General Liability Insurance:		\$33,575
Interst Carry During Construction (5.5% ON \$2,150,	500 with 50% average outstanding balance):	\$59,957
Cost of Sales / Brokerage Commission (5%):		\$176,000
otal Residential Construction Cost Based On \$112* Per Square Foot X 2400sf Homes X 8 Homes:		\$2,150,400
	Total Allowable Costs:	\$3,490,363
	Allowable Profit (20% Of Total Allowable Costs):	\$698,073
	Maximum Revenue Before Excess Profit:	\$4,188,435
	AVERAGE SALE PRICE PER-UNIT FOR 8	
	REMAINING TO ACHIEVE MAXIMUM PROFIT:	\$523,554

PRIOR SALES INFORMATION:

	Units:	Pric	e:	Total:	
INITIAL SALES:	AFFORDABLES:	4	\$194,000	\$776,000	
	MARKET:	2	\$440,000	\$880,000	
	MARKET:	1	\$440,500	\$440,500	
	MARKET SOLD BY BANK:	1	\$440,000	\$440,000	
	TOTAL SALES REVENUE TO	DATE:		\$2,536,500	
	AVERAGE SALES PRICE TO	DATE:		\$317,062.50	

^{*} Total residential construction cost based upon \$112 per square foot of building area. RS Means standards support a construction cost of \$150 per square foot for residential construction at this level of finish therefore \$112 per square foot is reasonable.

Baker, Braverman & Barbadoro, P.C.

ATTORNEYS AND COUNSELLORS AT LAW 300 CROWN COLONY DRIVE

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*ALSO ADMITTED IN NII
**ALSO ADMITTED IN CT
***ALSO ADMITTED IN NY & CA

June 28, 2013

RECEIVED

JUL - 3 2013

TOWN ATTORNEY TOWN OF FRANKLIN

Mark G. Cerel, Esq. Town Attorney 355 East Central Street, 3rd Floor Franklin, MA 02038

Re: The Woodlands Comprehensive Permit Subdivision - Proposed Town Council Resolution and Amendment To Regulatory Agreement

Dear Attorney Cerel:

Per our conversation, enclosed please find a letter addressed to the Franklin Town Council together with a proposed resolution for the Franklin Town Council's consideration. Kindly arrange for this matter to be put on the Town Council's agenda at its earliest convenience. Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully yours,

CHRISTOPHER R. AGOSTINO

WFB/amg Enclosures

ATTORNEYS AND COUNSELLORS AT LAW 300 CROWN COLONY DRIVE

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*ALSO ADMITTED IN NI **ALSO ADMITTED IN CT ***ALSO ADMITTED IN NY & CA

June 28, 2013

Franklin Town Council c/o Judith Pond Pfeffer, Clerk 355 East Central Street, 3rd Floor Franklin, MA 02038

Re: The Woodlands Comprehensive Permit Subdivision - Proposed Amendment to Regulatory Agreement, dated November 9, 2004

Dear Ms. Pfeffer:

Scituate Federal Savings Bank ("Scituate") does hereby submit the enclosed resolution for the Franklin Town Council's consideration at its earliest convenience. Scituate is the present owner of The Woodlands Comprehensive Permit subdivision as the result of a foreclosure that occurred in February of 2009. Scituate requests that the Town Council adopt the enclosed resolution so that Scituate may proceed with the Franklin Zoning Board's formal amendment to the existing regulatory agreement for the project. The amendment, which is enclosed for the Council's review as Exhibit 1 to the resolution, alters the limited dividend calculation for the development to account for the fact that the project was previously in economic distress and the prior owner declared bankruptcy. As you may know, developers under Chapter 40B generally are required to limit their return to no more than fifteen percent (15%) of total development costs. Since project costs and revenues in this case are unknown prior to Scituate's foreclosure, any subsequent owner cannot perform a return on total cost analysis to determine allowable profit based on traditional methods. Instead, the amendment provides a definitive starting point for any new developer in order to provide certainty for all parties.

The Town Council's consent is appropriate given that The Woodlands is a Local Initiative Program project and therefore local support remains an important aspect of the permitting process. An amendment is necessary at this time in order to address the economic distress that the project has endured and allow the project to proceed to completion under new ownership. To that end, Scituate also requests that the Council approve Scituate's proposed sale

Judith Pond Pfeffer, Clerk June 28, 2013 Page 2 of 2

of the remaining eight (8) lots in The Woodlands development to Woodlands Development, LLC so that Woodlands Development, LLC may complete the project expeditiously. The principal of Woodlands Development, LLC, Elliot Schneider, is a well-established and financially stable developer with local ties that will be well positioned to complete the construction and sale of the remaining units, which is everyone's goal. I am available to provide whatever additional information the Council might require in order to gain approval of this request as soon as possible. Please do not hesitate to contact me if you have any questions or would like to discuss in more detail.

Respectfully yours

CHRISTOPHER R AGOSTINO

CRA/amg Enclosures

FRANKLIN PLANNING & COMMUNITY DEVELOPMENT

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

Fax: 508-520-4906

MEMORANDUM

To:

TOWN COUNCIL

FROM:

BRYAN W. TABERNER, AICP, DIRECTOR

RE:

DOWNTOWN COMMERCIAL OFF-STREET PARKING

Cc:

JEFF NUTTING, TOWN ADMINISTRATOR, ECONOMIC DEVELOPMENT COMMITTEE,

PLANNING BOARD, DEPARTMENT OF PLANNING & COMMUNITY DEVELOPMENT

DATE:

JUNE 12, 2013

Included for review by the Town Council is a Zoning Bylaw Amendment that would allow the use of an offstreet parking area by special permit from the Planning Board as a primary use in the Downtown Commercial District; currently, off-street parking is allowed only as an accessory use in the DC Zoning District. The proposed Zoning Bylaw Amendment also presents removal of parking facilities from all zoning districts as a primary use; this use would be allowed only as an accessory use.

The following Zoning Bylaw Amendment is presented to the Town Council for consideration and recommendation to the Planning Board.

13-718: 185-7 Compliance required

I will be in attendance at the June 19, 2013 Town Council meeting should you have any questions or require any additional information.

TOWN OF FRANKLIN

ZONING BY-LAW AMENDMENT 13-718

Changes to §185-7 Compliance required.

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

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

BE IT ENACTED BY THE FRANKLIN TOWN COUNCIL THAT:

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

				TOWN OF F	RANKLIN							
					NS SCHEDULE							
				PART	r II							
							I					
	3-25-1987 by B											
	000 by Bylaw A											
6-1-20	03 by Bylaw Am	endment 03-5	11; 12-17-200	3 by Bylaw A	Amendment 03-5	32; 10-6-200	4 by Bylaw	Amendment	04-549]			
Symbols in the Use Regulations Schedule shall mean the fo	ollowing:											
Y = A permitted use.												
N = An excluded or prohibited use.												
BA = A use authorized under special permit from t	he Board of A	ppeals.										
PB = A use authorized under special permit from the	he Planning Bo	ard.										
P/SP = Permitted as of right. A special permit from	the Board of A	Appeals is re	quired if the p	proposed p	roject results i	n an increas	e in estima	ited water c	onsumption	of more		
than 15,000 gallons per day.												
	RRI											
	RRII											
Principal Uses	RVI	SFRIII	SFRIV	GRV	NC	CI	CII	DC	В	I	LI	О
2. Commercial ¹												
2.1 Adult entertainment establishment	N	N	N	N	N	N	N	N	N	N ²	N	N
2.2 Animal kennel, hospital	BA	BA	BA	BA	BA	BA	BA	N	BA	BA	BA	BA
2.21 Animal Daycare, Training,	BA	BA	BA	BA	BA	BA	BA	N	BA	BA	BA	BA
2.22 Animal Grooming	BA	BA	BA	BA	BA	Y	BA	Y	BA	BA	BA	BA
2.3 Office, excluding office parks:												
a. Bank or credit union	N	N	PB	PB	PB	Y	Y	Y	Y	Y	Y	Y
b. Medical or dental	PB	PB	PB	PB	PB	P/SP	P/SP	P/SP	P/SP	P/SP	P/SP	P/SP
c. Professional	PB	PB	PB	PB	PB	P/SP	P/SP	P/SP	P/SP	P/SP	P/SP	P/SF
d. Clerical, or administrative	N	N	N	PB	PB	Y ⁶	Y	Y	Y	Y	Y	Y
2.4 Funeral home, undertaking	N	N	N	N	P/SP	P/SP	P/SP	P/SP	P/SP	N	N	N
2.5 Hotel, motel	N	N	N	N	N	PB	PB	Y	PB	PB	PB	PB
2.6 Motor vehicle, boat, farm implement												
sales, rentals and leasing:												
With repair service	N	N	N	N	N	N	PB	N	N	N	N	N
b. Without repair service	N	N	N	N	N	N	PB	N	PB	N	N	N
c. Other	N	N	N	N	N	N	PB	N	N	N	N	N
2.7 Motor vehicle service, repair:												_
a. Auto body, painting												
soldering, welding	N	N	N	N	N	N	PB	N	N	PB	N	N
b. Filling or service station	N	N	N	N	N	PB	PB	N	PB	PB	N	N
c. Other	N	N	N	N	N	PB	PB	N	PB	PB	N	N
2.8 Parking facility	₽B	PB	PB	PB	PB	PB	₽B	N	PB	PB	PB	PB
2.8 Parking	.,	.,	.,	27	.,							
a. Parking facility	N N	N N	N N	N N	N N	<u>N</u>	N N	N DD	N N	N N	N N	<u>N</u>
b. Off-street parking	<u>N</u>	<u>N</u>	<u>N</u>	<u>N</u>	<u>N</u>	N P/SP ³	N D/GD	PB P/SP ³	N D/GD	N DD	N ⁴	N DD
2.9 Restaurant, bar	N	N	N	N	N		P/SP		P/SP	PB		PB
2.10 Shopping center	N	N	N	N	N	PB	PB	N	PB	N	N	N
2.11 Storage facility	N N	N N	N N	N N	N N	N N	PB N	N N	N N	N PB	N N	N N
2.12 Tattoo parlor/body-piercing studio 2.13 Tourist home	PB	PB	P/SP	P/SP	P/SP	P/SP	P/SP	N N	P/SP	PB N	N N	N N
	N PB		N N		P/SP PB	P/SP PB	P/SP PB	N N	P/SP PB	PB	N	Y
2.14 Office park		N		N	FD			IN		N ⁴	N ⁴	N ⁴
2.15 Other retail sales, services	N	N	N	N	.,	P/SP	P/SP	D/CD	P/SP	N N ⁴	N N ⁴	N N ⁴
a. General	N	N	N	N	N p/cp ⁵	P/SP	P/SP	P/SP	P/SP	N N ⁴	N N ⁴	N N ⁴
b. Personal	N	N	N	N	P/SP ⁵	P/SP	P/SP	P/SP	P/SP			
c. Other	N	N	N	N	N	P/SP	P/SP	P/SP	P/SP	N ⁴	N ⁴	N ⁴
2.16 Vehicular service establishment	N	N	N	N	N	PB	PB	PB	PB	N	N D/GD	N
2.17 Trade center	N	N	N	N	N	N	N	N	N	N	P/SP	PB
2.18 Catering	PB	PB	PB	PB	PB	PB	PB	PB	PB	Y	Y	N
2.19 Function hall	PB	N	PB	PB	PB	PB	PB	PB	PB	Y	Y	N
2.20 Psychic Services/Fortune-Telling	N	N	N D/CD	N D/CD	PB D/CD	N D/CD	N D/CD	N D/CD	N D/CD	PB	N	N
2.21 Bed and Breakfast	PB	PB	P/SP	P/SP	P/SP	P/SP	P/SP	P/SP	P/SP	N	N	N
NOTES:	D/ 8105 =	D C 22	,1 ·		F							
1. If any part of a principal use is considered a VSI												
2. Except as permitted by a special permit within the		verlay Distri	ct as describ	ed in § 185-	4/.							+
3. Except BA if involving live or mechanical entert			i in Tin P	.1.4: 0 1		T A	. 11					-
4. Only allowed as an accessory use to an otherwi				uiations Sch	ieduie, Part VI	i, Accessory	uses.	-				_
Establishments are limited to a maximum gross b	unaing footbr	mt ot 2,800 s	quare feet.									

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

DATED: , 2013	
	VOTED:
	UNANIMOUS
A True Record Attest:	YES NO
Daharah I. Dallagui	ABSTAIN
Deborah L. Pellegri Town Clerk	ABSENT
	Judith Pond Pfeffer, Clerk