



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

APPLICATION FOR A NEW LICENSE

Municipality

1. LICENSE CLASSIFICATION INFORMATION

ON/OFF-PREMISES

On-Premises-12

TYPE

\$12 General On-Premises

CATEGORY

All Alcoholic Beverages

CLASS

Annual

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

See attached Schedule A

Is this license application pursuant to special legislation?

☐ Yes ☒ No

Chapter

Acts of

2. BUSINESS ENTITY INFORMATION

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

Entity Name

FEIN

DBA

Manager of Record

Street Address

Phone

Email

Alternative Phone

Website

3. DESCRIPTION OF PREMISES

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

The Essex Agricultural Society owns the property known as the Topsfield Fairgrounds, consisting of 106 acres of land and 16 buildings. EAS will provide function facilities as an existing Conference and Event Facility under the terms of the Topsfield Zoning By-Law. Functions will be identified in the following areas: Arena, Club House, Coolidge Hall, and outside areas of the Picnic Areas (2) and the Trianon. Map and floor plans are attached.

Total Square Footage:

Number of Entrances:

Seating Capacity:

Number of Floors

Number of Exits:

Occupancy Number:

4. APPLICATION CONTACT

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

Name:

Phone:

Title:

Email:

APPLICATION FOR A NEW LICENSE

5. CORPORATE STRUCTURE

Entity Legal Structure Date of Incorporation
 State of Incorporation Is the Corporation publicly traded? ☐ Yes ☒ No

6. PROPOSED OFFICERS, STOCK OR OWNERSHIP INTEREST

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

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

Name of Principal	Residential Address	SSN	DOB
James P. O'Brien	[REDACTED]	[REDACTED]	[REDACTED]
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
General Manager, Topsfield Fair	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
William D. Fitzgerald	[REDACTED]	[REDACTED]	[REDACTED]
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
President, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Bruce P. Potter	[REDACTED]	[REDACTED]	[REDACTED]
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Treasurer, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Gene N. Demsey	[REDACTED]	[REDACTED]	[REDACTED]
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
Secretary, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No

Name of Principal	Residential Address	SSN	DOB
Clifford J. Taylor	[REDACTED]	[REDACTED]	[REDACTED]
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen
1st Vice-President, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
MA Resident			<input checked="" type="radio"/> Yes <input type="radio"/> No

Additional pages attached? ☒ Yes ☐ No

CRIMINAL HISTORY

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

☐ Yes ☒ No

ADDENDUM A

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

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

Entity Name	Percentage of Ownership in Entity being Licensed (Write "NA" if this is the entity being licensed)			
Essex Agricultural Society				
Name of Principal	Residential Address	SSN	DOB	
Donna J. Bartlett				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
2nd Vice-President, Essex Agricultural Societ	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Forrester A. Clark, Jr.				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Board Member, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
William H. Clark, Jr.				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Board Member, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Lisa D. Colby				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Board Member, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Francis A. Di Luna				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Board Member, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
Priscilla M. Gerrard				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Board Member, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No
Name of Principal	Residential Address	SSN	DOB	
John S. Hall, II				
Title and or Position	Percentage of Ownership	Director/ LLC Manager	US Citizen	MA Resident
Board Member, Essex Agricultural Society	n/a	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No	<input checked="" type="radio"/> Yes <input type="radio"/> No

CRIMINAL HISTORY

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

☐ Yes ☒ No

ADDENDUM A

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

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

Entity Name

Essex Agricultural Society

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

Name of Principal

Erwin W. Haynes

Residential Address

SSN

DOB

Title and or Position

Board Member, Essex Agricultural Society

Percentage of Ownership

n/a

Director/ LLC Manager US Citizen

☒ Yes ☐ No

☒ Yes ☐ No

MA Resident

☒ Yes ☐ No

Name of Principal

Edward A. White

Residential Address

SSN

DOB

Title and or Position

Board Member, Essex Agricultural Society

Percentage of Ownership

n/a

Director/ LLC Manager US Citizen

☒ Yes ☐ No

☒ Yes ☐ No

MA Resident

☒ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

Name of Principal

Residential Address

SSN

DOB

Title and or Position

Percentage of Ownership

Director/ LLC Manager US Citizen

☐ Yes ☐ No

☐ Yes ☐ No

MA Resident

☐ Yes ☐ No

CRIMINAL HISTORY

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

☐ Yes ☒ No

APPLICATION FOR A NEW LICENSE

6A. INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

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

Name	License Type	License Name	Municipality

6B. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

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

Name	License Type	License Name	Municipality

6C. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

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

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

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

7. OCCUPANCY OF PREMISES

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

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

Please indicate by what means the applicant will occupy the premises

Own

Landlord Name

Landlord Phone

Landlord Email

Landlord Address

Lease Beginning Date

Rent per Month

Lease Ending Date

Rent per Year

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

☐ Yes ☐ No

APPLICATION FOR A NEW LICENSE

8. FINANCIAL DISCLOSURE

A. Purchase Price for Real Estate	\$.00
B. Purchase Price for Business Assets	\$.00
C. Other * (Please specify below)	[REDACTED]
D. Total Cost	[REDACTED]

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

SOURCE OF CASH CONTRIBUTION

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

Name of Contributor	Amount of Contribution
Essex Agricultural Society/Costs of Renovations/Construction	[REDACTED]
Essex Agricultural Society/Initial Start-Up Costs	[REDACTED]
Essex Agricultural Society/Purchase Price for Inventory	[REDACTED]
Total	[REDACTED]

SOURCE OF FINANCING

Please provide signed financing documentation.

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

FINANCIAL INFORMATION

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

The Essex Agricultural Society will privately fund the costs identified above.

9. PLEDGE INFORMATION

Please provide signed pledge documentation.

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

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

To whom is the pledge being made?

10. MANAGER APPLICATION

A. MANAGER INFORMATION

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

Proposed Manager Name James P. O'Brien

Date of Birth

SSN

Residential Address

Email

jobrien@topsfair.org

Phone

(978) 887-5000

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

40+

B. CITIZENSHIP/BACKGROUND INFORMATION

Are you a U.S. Citizen?*

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

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

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

☐ Yes ☒ No

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

Date	Municipality	Charge	Disposition

C. EMPLOYMENT INFORMATION

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

Start Date	End Date	Position	Employer	Supervisor Name
Fall 2005	Current	General Manager	Essex Agricultural Society	EAS Executive Board
		General Manager	Brooksby Farm	City of Peabody

D. PRIOR DISCIPLINARY ACTION

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

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

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

Manager's Signature

James P O'Brien

Date

2-16-2021

11. MANAGEMENT AGREEMENT

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

☐ Yes ☒ No

If yes, please fill out section 11.

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

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

11A. MANAGEMENT ENTITY

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

Entity Name	Address	Phone
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

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

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

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

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

CRIMINAL HISTORY

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

☐ Yes ☐ No

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

11B. EXISTING MANAGEMENT AGREEMENTS AND INTEREST IN AN ALCOHOLIC BEVERAGES

LICENSE

Does any individual or entity identified in question 11A, and applicable attachments, have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages; and or have an active management agreement with any other licensees?

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

Name	License Type	License Name	Municipality

11C. PREVIOUSLY HELD INTEREST IN AN ALCOHOLIC BEVERAGES LICENSE

Has any individual or entity identified in question 11A, and applicable attachments, ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held?

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

Name	License Type	License Name	Municipality

11D. PREVIOUSLY HELD MANAGEMENT AGREEMENT

Has any individual or entity identified in question 11A, and applicable attachments, ever held a management agreement with any other Massachusetts licensee?

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

Licensee Name	License Type	Municipality	Date(s) of Agreement

11E. DISCLOSURE OF LICENSE DISCIPLINARY ACTION

Has any of the disclosed licenses listed in questions in section 11B, 11C, 11D ever been suspended, revoked or cancelled?

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

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

11F. TERMS OF AGREEMENT

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

Yes ☐ No ☐

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

Yes ☐ No ☐

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

Yes ☐ No ☐

d. Management Term Begin Date

e. Management Term End Date

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

☐ \$ per month/year (indicate amount)

☐ % of alcohol sales (indicate percentage)

☐ % of overall sales (indicate percentage)

☐ other (please explain)

ABCC Licensee Officer/LLC Manager

Management Agreement Entity Officer/LLC Manager

Signature:

Signature:

Title:

Title:

Date:

Date:

ADDITIONAL INFORMATION

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

APPLICANT'S STATEMENT

I, James P. O'Brien the: ☐ sole proprietor; ☐ partner; ☒ corporate principal; ☐ LLC/LLP manager
Authorized Signatory

of Essex Agricultural Society
Name of the Entity/Corporation

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

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

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises are in compliance with state and local laws and regulations;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the ownership as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including, but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of the area used for the sale, delivery, storage, or consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and representations made in the Application may result in sanctions, including the revocation of any license for which the Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or sanctions including revocation of any license for which this Application is submitted.
- (10) I confirm that the applicant corporation and each individual listed in the ownership section of the application is in good standing with the Massachusetts Department of Revenue and has complied with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting of child support.

Signature:

James P. O'Brien

Date:

2-16-2021

Title:

General Manager, Topsfield Fair

CORPORATE VOTE

The Board of Directors or LLC Managers of

Essex Agricultural Society

Entity Name

duly voted to apply to the Licensing Authority of

Topsfield

City/Town

and the

Commonwealth of Massachusetts Alcoholic Beverages Control Commission on

April 22, 2021

Date of Meeting

For the following transactions (Check all that apply):

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

"VOTED: To authorize

James P. O'Brien

Name of Person

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

"VOTED: To appoint

James P. O'Brien

Name of Liquor License Manager

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

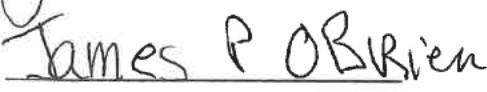
A true copy attest,

For Corporations ONLY

A true copy attest,


Corporate Officer / LLC Manager Signature

Corporation Clerk's Signature


(Print Name)

(Print Name)

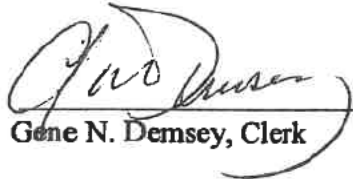
Essex Agricultural Society

CLERK'S CERTIFICATE OF VOTE OF THE EXECUTIVE COMMITTEE

Effective Date: April 22, 2021
Topsfield, MA

I, Gene N. Demsey, Clerk of Essex Agricultural Society (the "Corporation"), hereby certify that through a vote of the Executive Committee of the Corporation pursuant to the provisions of the By-Laws, taken and approved on April 22, 2021, the following votes were adopted:

- VOTED: To authorize the acquisition of an All Alcoholic Beverage License ("the License") from the Town of Topsfield, MA and the Massachusetts Alcoholic Beverages Control Commission relative to the service of alcoholic beverages at its property located at 207 Boston Street, Topsfield, MA;
- VOTED: To appoint James P. O'Brien to serve as the Manager fully authorized to control the Premises and the conduct of all business thereon related to alcoholic beverage sales as required by the Town of Topsfield, Massachusetts Rules and Regulations Relative to Alcoholic Beverage Licenses and the Massachusetts Alcoholic Beverages Control Commission;
- VOTED: To authorize James P. O'Brien to execute the Application for Retail Alcoholic Beverage License and any other forms related thereto on behalf of the Corporation;
- VOTED: To authorize and direct James P. O'Brien to take all such action and to execute all such documents, instruments, certificates and agreements as may be necessary or convenient to give effect to the above referenced actions.


Gene N. Demsey, Clerk



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

**RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM**

APPLICATION FOR A NEW LICENSE

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

ECRT CODE: RETA

Please make \$200.00 payment here: ABCC PAYMENT WEBSITE

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

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

ENTITY/ LICENSEE NAME

ADDRESS

CITY/TOWN

STATE

ZIP CODE

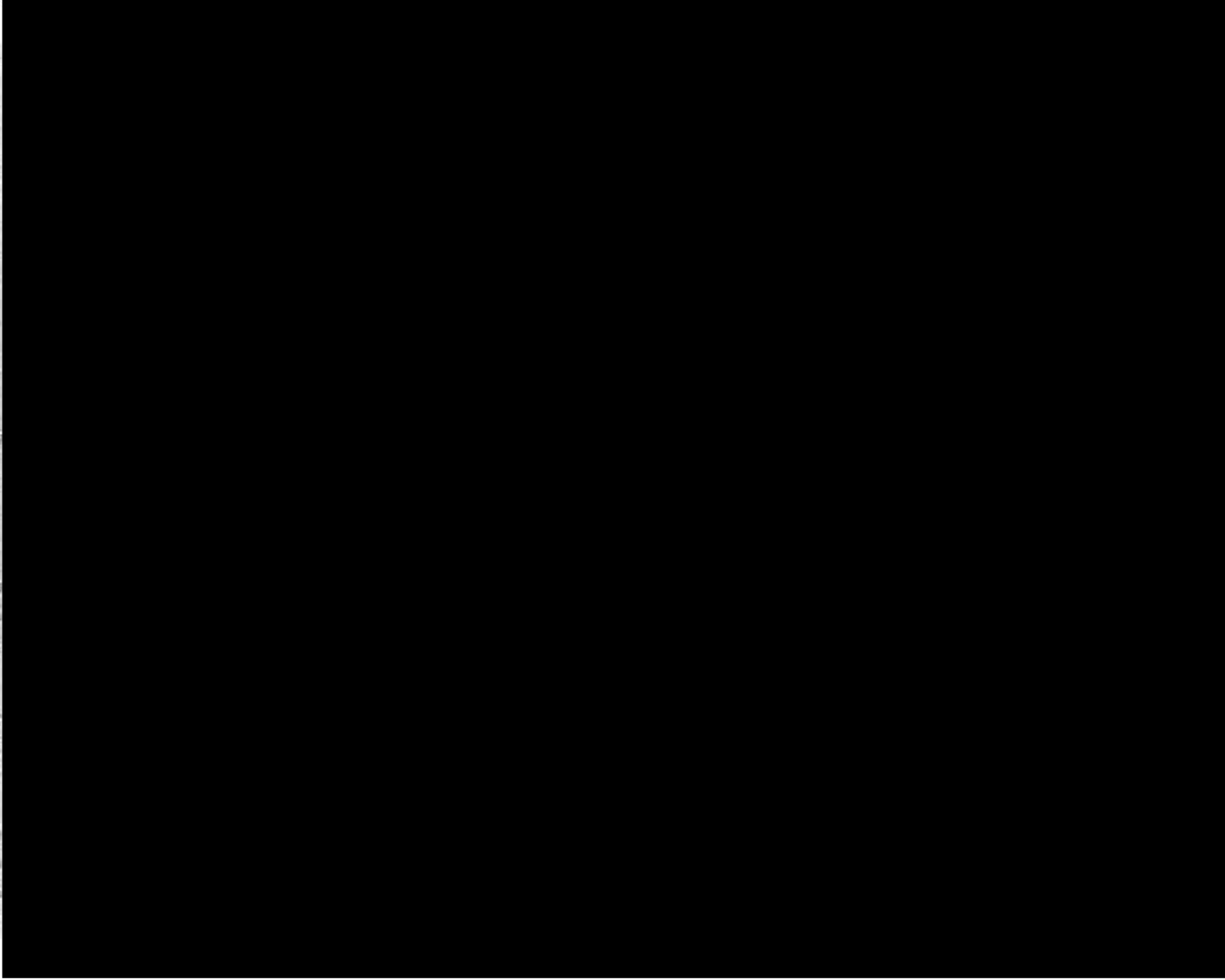
For the following transactions (Check all that apply):

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

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

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

Section V. A.
Proof of Citizenship



Section V.B.3

IDENTIFICATION

NO. 042135160 ✓

Filing Fee: \$35.00


Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)


Notary
Approved

We, Francis A. Di Luna, *President / *Vice-President,

and Gene N. Demsey, *Clerk / *Assistant-Clerk,

of Essex Agricultural Society
(Exact name of corporation)

located at 207 Boston Street, Topsfield, MA 01923
(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on December 16, 20 14, by a vote of: _____ members,

twelve of thirteen, one being absent _____ directors, or _____ shareholders**.

- ☐ Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- ☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- ☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; OR
- ☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein where there is an amendment to the Articles of Organization.

C ☐
P ☐
M ☐
R.A. ☐

9
P.C.

*Delete the inapplicable words.

**Check only one box that applies.

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

ARTICLE I

The name of the corporation is:

Essex Agricultural Society

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Continuation Sheet II

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

N/A

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Continuation Sheet IV

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

CONTINUATION SHEET II

This corporation is formed and shall be operated, supervised or controlled by and for the benefit of the Essex Agricultural Society in performing its charitable functions or carrying out its charitable purposes.

The purposes of the Corporation is:

- (a) To encourage, promote and preserve Essex County agricultural activities; educate the general public about agriculture; develop, maintain, preserve the Topsfield Fair and its grounds for the purpose of funding the Corporation; to acquire real and personal property and interests therein within said County, both tangible and intangible, by gift, purchase or otherwise;
- (b) To promote the preservation of open space within Essex County in its natural or agricultural state; to acquire real and personal property and interests therein within said County, both tangible and intangible, by gift, purchase or otherwise;
- (c) To promote the preservation of historic agricultural structures, tools, machinery and other implements of agriculture; to acquire real and personal property and interests therein within said County, both tangible and intangible, by gift, purchase or otherwise;
- (d) For such other charitable, educational and scientific purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code of 2014 and M.G.L. c. 180 §4, as the same may be amended from time to time.

The property of the Corporation shall be used primarily for the foregoing purposes

As such, the corporation is organized exclusively for charitable, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

CONTINUATION SHEET 4A

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the power of the corporation, or of its directors, officers or members, are as follows:
- (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Section 9A and paragraphs (a) through (l) and (n) through (p), inclusive, of Section 9 of Massachusetts General Laws, Chapter 156B.
 - (b) The directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the members, and subject to the power of the members to amend or repeal any By-law adopted by the directors.
 - (c) The corporation may be a partner in any enterprise which it would have power to conduct by itself.
 - (d) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.
 - (e) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, scientific or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this

corporation exclusively for said educational, charitable, scientific or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

- (f) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the Corporation, the following provisions shall apply:

The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

- (g) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, scientific or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation and conducting their activities primarily in Essex County, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to

charitable, educational, scientific or literary purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

- (h) Subject to the provisions of paragraphs (a) and (c) through (e), inclusive, of this Article 4, no contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder in such other corporation, association or partnership or (ii) any one or more of the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.
- (i) No director of the corporation shall be personally liable to the corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a director to the extent that such liability is imposed by applicable law, (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which the foregoing became effective. No amendment or deletion of the foregoing provisions of

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.


ARTICLE VI

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

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

207 Boston Street, Topsfield, MA 01923

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Francis A. Di Luna		
Treasurer: Bruce P. Potter		
Clerk: Gene N. Demsey		
Directors: (or officers having the powers of directors)		
Alvin Craig		
Erwin W. Haynes		
Edward White		
Peter Gibney		
See Cont. Sheet VI		

c. The fiscal year of the corporation shall end on the last day of the month of: December 31

d. The name and business address of the resident agent, if any, of the corporation is:

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

SIGNED UNDER THE PENALTIES OF PERJURY, this 16th day of December 16th, 20 14

Francis A. Di Luna, *President / *Vice President

Gene N. Demsey, *Clerk / *Assistant Clerk

*Delete the inapplicable words.

**If there are no such amendments, state "None".

CONTINUATION SHEET VI

Priscilla M. Gerrard

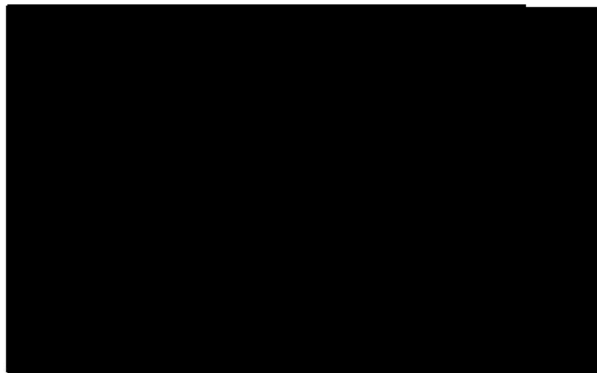
Forrester A. Clark Jr.

William H. Clark

Richard F. Moore

Richard Bonanno

Lisa Colby



THE COMMONWEALTH OF MASSACHUSETTS
RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter 180, Section 7)

Check: 64025

I hereby approve the within Restated Articles of Organization and,
the filing fee in the amount of \$ 30⁰⁰ having been paid, said
Articles are deemed to have been filed with me this 31st day of
December, 2014.

Effective Date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Francis A. Di Luna, Esq.

Murtha Cullina LLP

600 Unicorn Park Drive, Woburn, MA 01801

Telephone: _____

Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

SECRETARY OF THE
COMMONWEALTH
2014 DEC 31 AM 11:38
CORPORATIONS DIVISION

1236081

(11)

LAWS

OF THE

Commonwealth of Massachusetts,

PASSED AT THE SEVERAL

SESSIONS OF THE GENERAL COURT,

BEGINNING MAY, 1818.....AND ENDING FEBRUARY, 1822.

Published agreeably to a Resolve of 16th January, 1812.



VOL. VIII.

BOSTON:

PRINTED FOR BENJ. RUSSELL, PRINTER TO THE STATE,
BY RUSSELL AND GARDNER.

1822.

CHAP. XXV.

An Act to incorporate the Essex Agricultural Society.

SEC. 1. *BE it enacted by the Senate and House of Representatives, in General Court assembled, and by the authority of the same, That Timothy Pickering, William Bartlett, John Heard, Thomas Kittredge, David Howe, Ichabod Tucker, Asa Andrews, Nehemiah Cleveland, David Cummins, Joseph Peabody, Ichabod Nichols, Robert Dodge, Thomas M. Clark, William B. Banister, Isaac Osgood, John Adams, Frederick Howes, Hobart Clarke, Jesse Putnam, Hezekiah Flint, Thomas Stephens, Nathaniel Hooper, Benjamin T. Reed, William Reed, Temple Cutler, Paul Kent, Elisha Mack, John G. King, Theodore Eames, Joseph Andrews, Michael Webb, Benjamin R. Nichols, and Leverett Saltonstall, together with such others as may hereafter associate with them, and their successors, be, and they are hereby made a corporation, by the name of the Essex Agricultural Society; and for this purpose, shall have the same powers and privileges, and be subject to the like duties and restrictions, as the other incorporated agricultural societies in this Commonwealth; and the said corporation may lawfully hold and possess real estate, not exceeding twenty thousand dollars, and personal estate, the annual income whereof shall not exceed five thousand dollars; and also have power to sell, alien, or dispose of the same estate, real and personal, not using the same in trade or commerce.*

*Persons in
corporated.*

SEC. 2. *Be it further enacted, That David Cummins, Esquire, of Salem, in said county, be, and he hereby is authorized to notify and call the first meeting of the society aforesaid, for the purpose of organizing the same, and for establishing rules and by-laws for the government of the same, by giving public notice of the time and place of holding said meeting, two weeks, in each of the newspapers printed within the said county of Essex.*

First meeting

[Approved by the Governor, June 12, 1818.]

claims and demands of all persons And for the consideration aforesaid we, Eva O. Peabody, wife of said Eben A. Peabody, and Clarence H. Lunt, husband of said Grace P. Lunt, do hereby release unto the said grantee and its heirs and assigns all right of or to both dower and homestead in the granted premises, and all other rights and interests therein. IN WITNESS WHERE-
OF we the said Lydia A. Peabody, Grace P. Lunt, Eben A. Peabody, Alice P. Carmichael, Eva O. Peabody and Clarence H. Lunt, hereunto set our hands and seals this seventeenth day of November in the year one thousand nine hundred and twenty two.

	Eva O. Peabody	(seal)
Signed and sealed in the presence)	Eben A. Peabody	(seal)
of E.L. McLean to E. A. P.)	Alice P. Carmichael	(seal)
Harry O. Peterson to L.A.P.)	Lydia A. Peabody	(seal)
G. P. L. G. H. L.)	Grace P. Lunt	(seal)
COMMONWEALTH OF MASSACHUSETTS)	Clarence H. Lunt	(seal)

Essex Co. Dec. 4, 1922 Then personally appeared the above named Lydia A. Peabody, Grace P. Lunt, and Clarence H. Lunt and acknowledged the foregoing instrument to be their free act and deed, before me,

Harry O. Peterson Notary Public (Notarial seal)

Commission expires July 12, 1929.

STATE OF MAINE Kennebec County ss. November 17, 1922 Then personally appeared the above named Eben O. Peabody and acknowledged the foregoing instrument to be his free act and deed, before me

Ernest L. McLean Notary Public (Notarial seal)

My commission expires Dec. 27, 1924

Middlesex ss. Nov. 28, 1922. Then personally appeared the above named Alice P. Carmichael and acknowledged the foregoing instrument to be her free act and deed, before me Luther K. Wedgewood Notary Public

My com. expires Feb. 1, 1926

Essex ss. Received Dec. 23, 1922. 58 m. past 10 A.M. Recorded and Examined

Peabody
to
Essex Agricul-
tural Society

I, Eben A. Peabody, of Augusta, Kennebec County, Maine, for consideration paid, grant to Essex Agricultural Society, a corporation duly established under the laws of the Commonwealth of Massachusetts, with quitclaim covenants, a certain parcel of land in TOPSFIELD, in the County of Essex and said Commonwealth, bounded and described as follows: Easterly by land now or formerly of Moses Wildes; Southerly by the Ipswich River; Westerly by land now or formerly of William Homan; and Northerly by land of said Essex Agricultural Society; containing about two (2) acres of land. For my title reference may be had to the Estate of Ebenezer Peabody, Essex Probate, Number 99311. I, Eva O. Peabody, wife of said grantor, hereby release to

said grantee all rights of dower and homestead, and other interests therein. WITNESS our hands and seals this - day of November, 1922.

Witness: E.L. McLean to E.A.P.) Eben A. Peabody (seal)

STATE OF MAINE Kennebec, ss.) Eva O. Peabody (seal)

Augusta, Me. November - 1922. Then personally appeared the above named Eben A. Peabody, and acknowledged the foregoing instrument to be his free act and deed, before me, Ernest L. McLean Notary Public (Notarial seal)

My Commission Expires Dec. 27, 1924.

Essex ss. Received Dec. 23, 1922. 58 m. past 10 A.M. Recorded and Examined

I, Arthur H. Wellman, of Topsfield, Essex County, Massachusetts, for consideration paid, grant to Essex Agricultural Society, a corporation duly established, under the laws of the Commonwealth of Massachusetts, with quit-claim covenants, a certain parcel of meadow land in said TOPSFIELD, situated on the Northerly side of the Ipswich River; bounded Westerly by land of said Essex Agricultural Society; Northerly by land of said Essex Agricultural Society; Easterly by land now or formerly of Eben A. Peabody; and Southerly by the Ipswich River; containing two (2) acres more or less, together with a right to pass and repass over the right of way between the granted premises and the Newburyport Turnpike; Being a part of the premises conveyed to me by deed of Thomas W. Peirce dated March 21, 1922, and recorded with Essex South District Deeds, Book 2511, Page 21. I, Jennie L. Wellman, wife of said grantor, release to said grantee all rights of dower and homestead and other interests therein. WITNESS our hands and seals this 27th day of November, 1922.

Arthur H. Wellman (seal)

No revenue stamps are hereto affixed) Jennie L. Wellman (seal)

as none are required under law.) COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss. November 27 1922 Then personally appeared the above named Arthur H. Wellman, and acknowledged the foregoing instrument to be his free act and deed, before me, Sargent H. Wellman Justice of the Peace
Essex ss. Received Dec. 23, 1922. 58 m. past 10 A.M. Recorded and Examined

Wellman

to

Essex Agricultural Society

KNOW ALL MEN BY THESE PRESENTS that I, Isabella McCormick of Topsfield, County of Essex and Commonwealth of Massachusetts in consideration of one dollar and other valuable consideration to me paid by Edith M. Andrews of said Topsfield the receipt whereof is hereby acknowledged, do hereby give, grant, bargain, sell and convey unto the said Edith M. Andrews a certain parcel of land with buildings thereon, situated on High St. in said TOPSFIELD and bounded and described as follows: Northerly by land of Alice S. Tidd and Maria R. Hodges, easterly by said High St., southerly by land of

McCormick

to

Andrews

Levine, dated Oct. 17, 1923, recorded with Essex South District Deeds, Book 2574, Page 415. This mortgage is upon the statutory condition, for any breach of which the mortgagee shall have the statutory power of sale. WITNESS our hands and seals this twenty eighth day of December 1925.

A. B. Tolman to M.L.) Morris Levine (seal)
her
and mark J. L.) Julia X Levine (seal)
mark
COMMONWEALTH OF MASSACHUSETTS Essex, ss. December 28, 1925. Then personally appeared the above named Julia Levine and acknowledged the foregoing instrument to be her free act and deed, before me

A. B. Tolman Justice of the Peace

Essex ss. Received Dec. 28, 1925. 14 m. past 2 P.M. Recorded and Examined

KNOW ALL MEN BY THESE PRESENTS that I, Julia Levine, wife of Morris Levine, of Levine, Essex County, Massachusetts, being married, for consideration paid, grant to Harris Goldman, of Boston, Suffolk County with MORTGAGE COVENANTS to secure the payment of eight thousand (\$8000) Dollars, payable \$100 a Month, with six per centum interest per annum payable monthly, balance in 5 years. as provided in a note of even date, a certain parcel of land with the buildings thereon in said LYNN bounded Westerly by Blossom Street, three and one half rods; Northerly by Wheeler Street, seven rods, and six links; Easterly by land of Cusiok, three and one half rods; and Southerly by land now or late of Bancroft, seven rods and one link, be all of said measurements more or less. Said premises are conveyed subject to a first mortgage for \$10,000.00 held by Barnet Swartz This mortgage is upon the statutory condition, for any breach of which the mortgagee shall have the statutory power of sale. I, Morris Levine husband of said mortgagor release to the mortgagee all rights of dower curtesy and homestead and all other interests in the mortgaged premises. WITNESS our hands and seals this 28th day of Dec. 1925

Morris Levine (seal)
her
A. B. Tolman to M.L.) Julia X Levine (seal)
mark
A. B. Tolman to J.L.) COMMONWEALTH OF MASSACHUSETTS

Essex ss Lynn, December 28, 1925 Then personally appeared the above named Julia Levine and acknowledged the foregoing instrument to be her free act and deed, before me A. B. Tolman Notary Public.

Essex ss. Received Dec. 28, 1925. 14 m. past 2 P.M. Recorded and Examined

I, Archer A. Towne, of Topsfield, Essex County, Massachusetts, being unmarried, for consideration paid, grant to the Essex Agricultural Society, of said Topsfield with WARRANTY COVENANTS the land in said TOPSFIELD, being a tract of meadow and upland containing by estimation about one and one

Levine
et ux
to
Goldman

Towne ✓

Essex Agricultural Society,
Topsfield

half acres, more or less, bounded, Beginning at the northerly corner of the lot at a corner at the Newburyport Railroad and the road leading westerly to the Newburyport Turnpike, formerly so called, thence running westerly by said road to the brook at land belonging to the said Essex Agricultural Society; thence bounded on the south with the brook by land of said Society to the Railroad aforesaid, thence bounded on the northerly side by said Railroad to the corner begun at. Being one of the parcels conveyed to me by Sarah E. Sylvester et als by deed dated May 15, 1920, and recorded with Essex County, South District, Registry of Deeds, Book 2452, Page 44. WITNESS my hand and seal this 19th day of October, 1925.

I. H. Sawyer)

Archer A. Towne

(seal)

COMMONWEALTH OF MASSACHUSETTS Essex, ss. Dec 12, 1925. Then personally appeared the above named Archer A. Towne and acknowledged the foregoing instrument to be his free act and deed, before me.

Sargent H. Wellman

Justice of the Peace.

Essex ss. Received Dec. 28, 1925. 30 m. past 2 P.M. Recorded and Examined.

Needham
et ux
to
Cape Ann Sav.Bk.

Discharge

03.2765P.324

We, Alfred C. Needham and Bessie K. Needham, his wife, both of Manchester, in the County of Essex and Commonwealth of Massachusetts, for consideration paid, grant to the Cape Ann Savings Bank, a corporation organized under the laws of said Massachusetts, and having its usual place of business in Gloucester in said County and Commonwealth, with MORTGAGE COVENANTS, to secure the payment of Fifteen Hundred Dollars (\$1500.) in one year with six per cent interest per annum payable quarterly, and with interest at said rate on all overdue interest, as provided in our note of even date, and also to secure the performance and observance of all the conditions and agreements herein contained, a certain parcel of land situated in that part of said GLOUCESTER called West Gloucester, bounded and described as follows: Beginning at the Northeasterly corner of the granted premises at a stake by a proposed road twenty feet wide; thence South 55° 28' West thirty four (34) feet to a point; thence on a curve to the right of seventeen and eighty five hundredths (17.85) feet radius twenty six and seventy two hundredths (26.72) feet to a point on a road twenty feet wide; thence by said road North 41° 15' West one hundred fifty and seventeen hundredths (150.17) feet to a stake near the marsh; thence Northeasterly about fifty one (51) feet to a stake; thence South 41° 15' East, one hundred fifty two (152) feet more or less to the stake begun at. Containing 7,878 square feet. Being lot #35 as shown on a plan made by George W. Proctor dated July 1, 1904, entitled "Plan of Land belonging to Barnard Stanwood Estate." Together with that part of the marsh in front of the above described premises and between



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

mass.gov/dor

Section V.B.3

Letter ID: L1182774080
Notice Date: April 15, 2021
Case ID: 0-001-140-509



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ESSEX AGRICULTURAL SOCIETY
PO BOX 134
TOPSFIELD MA 01983-0234

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, ESSEX AGRICULTURAL SOCIETY is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Section V. F.
Financial Records

ESSEX AGRICULTURAL SOCIETY

Financial Statements

December 31, 2020

DAN CLASBY & COMPANY

Certified Public Accountants

DAN CLASBY & COMPANY
Certified Public Accountants

-1-

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Essex Agricultural Society
Topsfield, Massachusetts

We have audited the accompanying financial statements of Essex Agricultural Society (a nonprofit organization), which comprise the statement of financial position as of December 31, 2020, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Essex Agricultural Society as of December 31, 2020, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter – Subsequent Event

As discussed in Note 7 to the financial statements, in 2020, the Organization received an unsecured loan in the amount of [REDACTED] due to the Small Business Administration (SBA) and administered by a local bank, as part of the Coronavirus Aid, Relief and Economic Security Act (CARES Act) Paycheck Protection Program (PPP). On January 15, 2021, the Organization received notification from the SBA that the entire [REDACTED] loan balance and deferred interest was forgiven. Our opinion is not modified with respect to this matter.

Emphasis of Matter- Subsequent Event - New PPP Loan

As discussed in Note 7 to the financial statements, in January 2021, the Organization received a loan in the amount of [REDACTED] from the Small Business Administration (SBA) as part of Coronavirus Aid, Relief and Economic Security Act's Paycheck Protection Plan (PPP), as amended by the Consolidated Appropriations Act, 2021. Our opinion is not modified with respect to this matter.

San Clasby & Company

Beverly, Massachusetts
April 22, 2021

ESSEX AGRICULTURAL SOCIETY

Statement of Financial Position

December 31, 2020

Assets:

Cash and cash equivalents:

Cash - checking, savings and on hand

Money market funds

Total cash and cash equivalents

Accounts receivable

Inventory

Prepaid expenses

Investment securities

Investment - Essex County Co-operative

Property and equipment

Total Assets

Liabilities and Net Assets:

Note payable - demand

Accounts payable

Accrued expenses

Deferred revenue

Tenant security deposits

Paycheck Protection Program Loan

Note payable

Mortgage payable

Total liabilities

Net assets:

Without donor restrictions

Total Liabilities and Net Assets

ESSEX AGRICULTURAL SOCIETY

Statement of Activities

Year Ended December 31, 2020

Changes in net assets without donor restrictions:

Support and revenue - Schedule 1

Functional expenses:

Program services

Management and general

Fundraising

Total functional expenses

Change in net assets before other changes

Investment return

Change in net assets without donor restrictions

Net assets without donor restrictions, beginning of year

Net assets without donor restrictions, end of year



ESSEX AGRICULTURAL SOCIETY

Statement of Functional Expenses

Year Ended December 31, 2020

	<u>Program Services</u>	<u>Management & General</u>	<u>Fundraising</u>	<u>Total</u>
Salaries and wages				
Depreciation expense				
Insurance				
Utilities				
Grounds maintenance				
Real estate taxes				
Group insurance				
Repairs and maintenance				
Payroll taxes				
Advertising and promotion				
Meetings and conventions				
Interest expense				
Scholarships				
Information technology expense				
Office expenses, printing and postage				
Buy local				
Professional fees				
Retirement plan expense				
Telephone				
Bad debts				
Manager's expense, car allowance and travel				
Fees and permits				
Website				
Amusements/performers				
Bank and credit card fees				
Cost of agricultural exhibits - Schedule 2				
Miscellaneous				
Decorations, ribbons, signs and awards				
Rubbish removal				
Food vouchers				
Education program expenses				

See Independent Auditors' Report and notes to financial statements.

ESSEX AGRICULTURAL SOCIETY

Statement of Cash Flows

Year Ended December 31, 2020

Cash flows from operating activities:

Change in net assets

Adjustments to reconcile changes in net assets
to net cash provided by operating activities:

Depreciation

Net unrealized and realized gains on investments

Changes in assets and liabilities:

Accounts receivable

Inventory

Prepaid expenses

Accounts payable

Accrued expenses

Deferred revenue

Tenant security deposits

Net cash used by operating activities

Cash flows from investing activities:

Purchases of property and equipment

Purchases of investments securities

Proceeds from sales of investment securities

Net cash used by investing activities

Cash flows from financing activities:

Payments on mortgage payable

Proceeds from PPP loan

Proceeds from note payable

Net cash provided by financing activities

Change in cash and cash equivalents

Cash and cash equivalents, beginning of year

Cash and cash equivalents, end of year

Supplemental cash flows disclosure:

Cash paid during the year for:

Interest

See Independent Auditors' Report and notes to financial statements.

Section V. G.
Plan of Operation



207 Boston Street
Topsfield, MA 01983

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Plan of Operation
Essex Agricultural Society
207 Boston Street, Topsfield, MA

The Essex Agricultural Society (EAS) is a non-profit organization established in 1818 whose mission continues "to encourage, promote and preserve Essex County agricultural activities and to educate the general public regarding their importance. We strive to do this in an atmosphere of fun and excitement through the medium of the Topsfield Fair." The oldest running fair in the country!

EAS owns and operates the property more commonly known as the Topsfield Fairgrounds, consisting of over 100 acres. In addition to hosting the annual Topsfield Fair, EAS holds many independent functions on the fairground property to generate revenue that supports our mission statement to include, but not limited to, agricultural education, charity work, awarding of scholarships as well as daily operational expenses.

To date, EAS has had to rely on event caterers, under a caterer's license to provide alcoholic beverages at various functions and gatherings. As a result, many opportunities to host functions have been missed as an alcoholic beverage service was not available to meet the needs of a specific function or opportunity such as; Farm Bureau Dinners and meetings, Scouting Adult District Dinners, Wedding Receptions, School Fundraisers, and sporting events like a half marathon road race.

EAS wishes to have control over this type of service on its property so that a consistent policy and operating procedures can establish compliance with all alcoholic beverage service requirements without exception.

EAS would provide function facilities as an existing conference and event facility under the terms of the Topsfield Zoning By-law. Events that provide alcohol to be consumed on the premise will be in areas only identified on the alcoholic beverage license. Enclosed areas would include Coolidge Hall, the Club House, the Bee Building and the Arena whereas outdoor service would include the area in front of Coolidge Hall for receptions, the picnic and trianon areas for large outdoor venues and a newly constructed Beer Garden situated adjacent to the police and fire headquarters and operated solely during the "Fair" on reduced hours.

Alcoholic beverage service will be provided by servers/bartenders that are certified in alcoholic beverage service Training for Intervention Procedures (TIPS); Training for Intervention Procedures is a skills-based training program that is designed to prevent intoxication, underage drinking, and drunk driving.

Any event or function that would host more than 200 people, where alcohol is served, EAS will notify the Topsfield Police Department in advance and schedule private duty detail(s) as deemed necessary at the expense of EAS.

Events would be advertised seven days a week throughout the year with hours starting at 11:00 A.M. and ending one half hour before the end of the scheduled event.

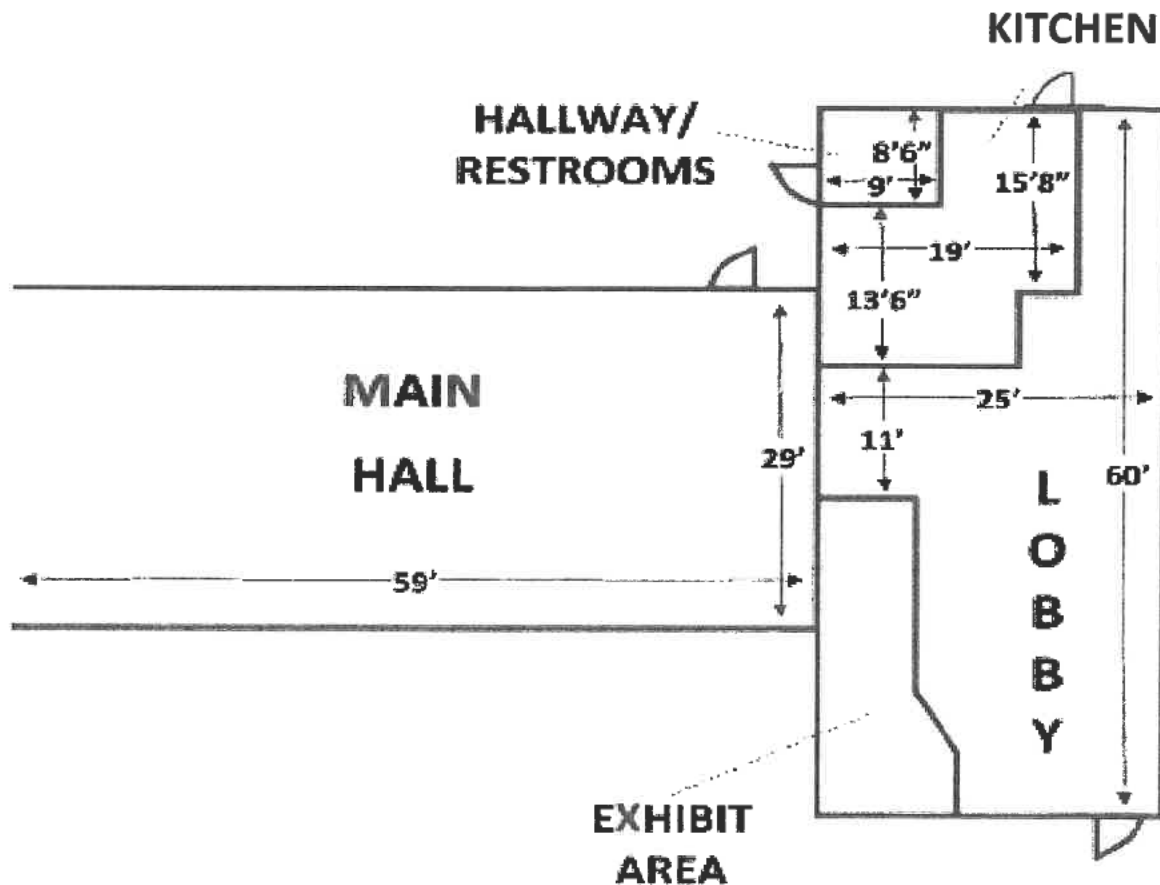
During the Fair, EAS would provide beer and wine only; no spirits or liquor would be made available. A police detail would be required during hours of operation between noon until 8:30 P.M. with the last service being ½ hour prior to closing or 8:00 P.M. In addition, the arena would provide beer and wine starting one hour before the start of the event and again ending ½ hour before the end of the specific event. No alcohol would be allowed, in any form, to leave the secure and police monitored enclosed or outdoor area(s).

Alcohol would be stored in a locked and secure area designated as such within Coolidge Hall or the Club House. EAS has sufficient parking, water, septic facilities, and signage to adequately service the needs of the facility. EAS has a solid and historied relationship with law enforcement as well as town representatives and has complied with all regulations. EAS intends to continue this relationship, comply with all rules and regulations as directed by the alcoholic license and provide an atmosphere that is safe to all that attend.

Bee Building

The Bee Building is utilized for an assortment of smaller meetings and event purposes. The main entrance opens into a lobby area, which leads into the 59' x 29' main hall. There are full restroom facilities and a kitchen area. There are a total of 4 entrances/exits, 1 on the north-facing side, 2 on the east-facing side, and 1 on the west-facing side.

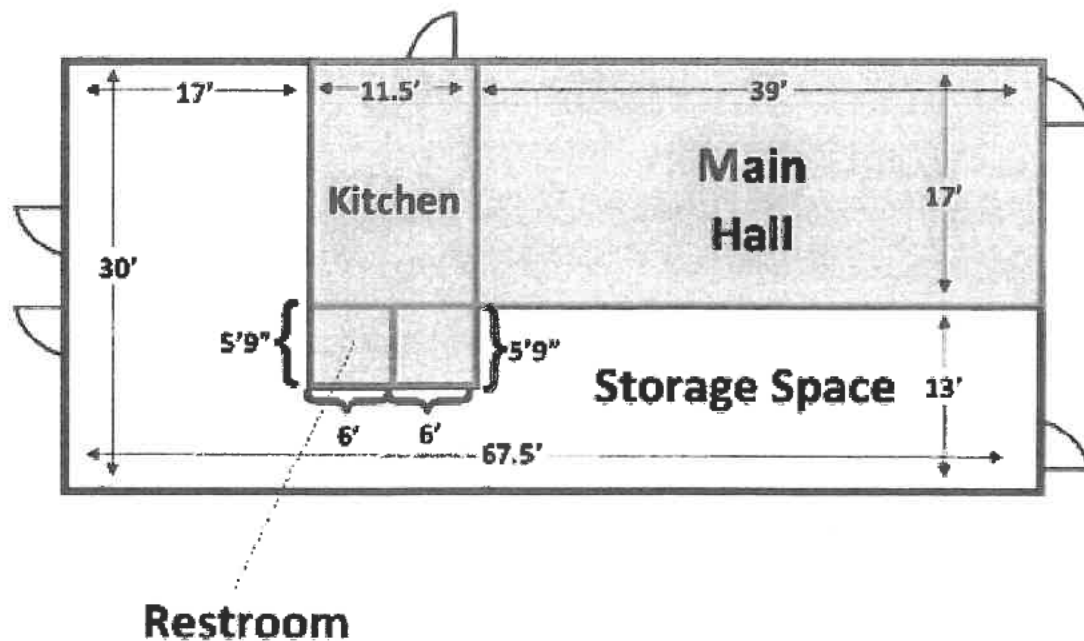
1. One floor consisting of 1,711 sq. ft.
2. There is an enclosed office area within the building along with one restroom
3. There is no outside area designated to this building
4. The building has a seating capacity 150
5. The building has front and rear entrances
6. The building has a separated kitchen



Clubhouse

The Clubhouse is a multi-purpose building used for events such as meetings, presentations, and social gatherings (horse shows). The Main Hall measures approximately 39 feet x 17 feet. There are also full restroom facilities and a kitchen. There is a total of 2 entrances/exits in the event area (highlighted below), 1 on both the south and west-facing sides.

1. One floor consisting of 663 sq. ft.
2. There are no enclosed rooms except for one restroom and storage
3. There is no outside area designated to this building
4. The building has a seating capacity of 60
5. The building has front and rear entrances
6. The building has a separated kitchen



Coolidge Hall

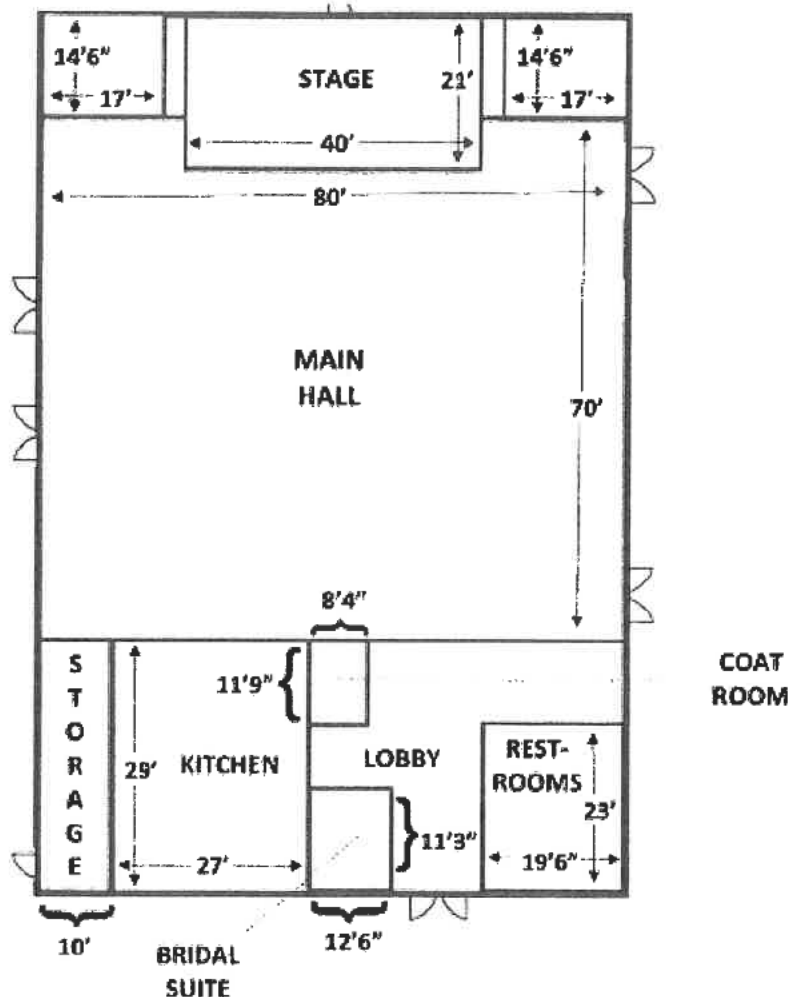
Coolidge Hall is a multi-use building that can be utilized for a variety of functions, such as weddings. It has a 5,400 square foot main hall, an 800 square foot stage, as well as kitchen, lobby, coat room and restrooms. There is a total of 7 entrances/exits, 1 on both the north and south-facing sides, 3 on the east-facing side, and 2 on the west-facing side.

Capacity:

250 People (Social Gathering Style)

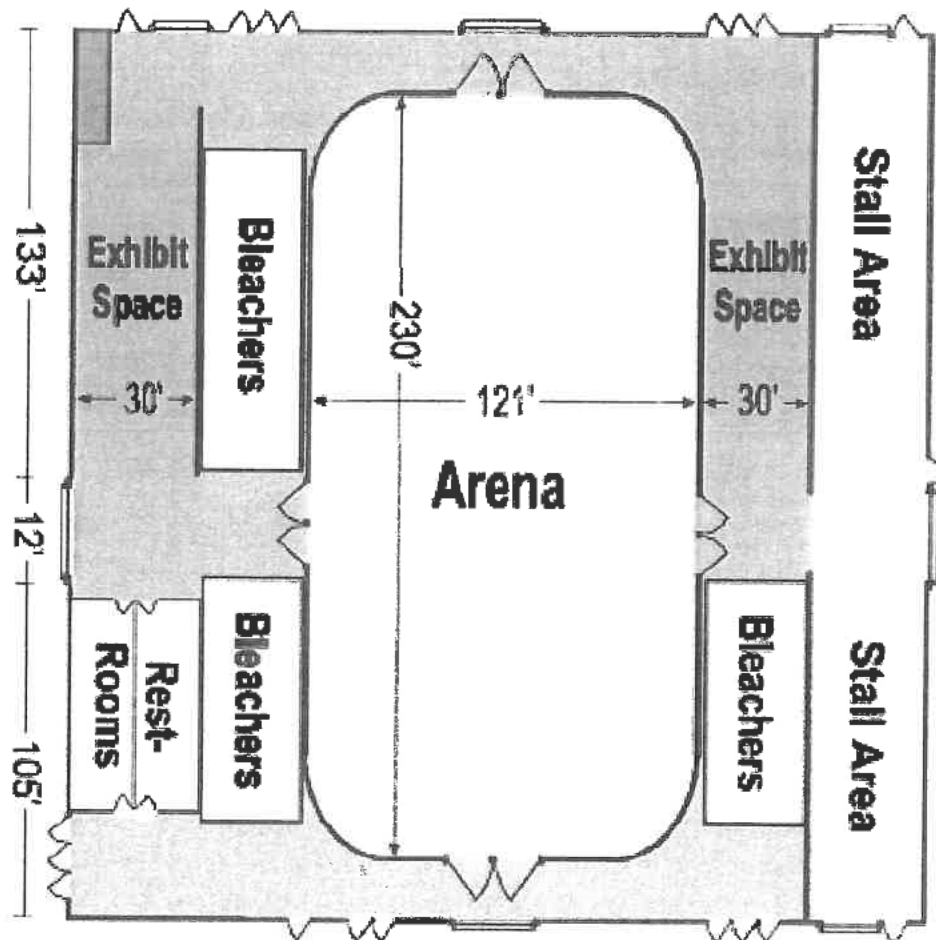
400 People (Meeting Style) 600 (Legal Occupancy)

1. One floor consisting of 9,080 sq. ft.
2. There are three enclosed rooms on the floor (changing room and two storage rooms) as well as two restrooms
3. An outside area of approximately 10,000 sq. ft. is designated for this building
4. The building has a seating capacity of 400
5. The building has 5 access doors
6. The building has a separated kitchen



Arena

The Arena building is designed to host many types of functions, such as animal shows, trade shows, and musical performances. The building is 60,000 square feet, including a center exhibit area measuring 120 feet x 230 feet. The building is 60,000 square feet, including a center exhibit area measuring 120 feet x 230 feet. The center ring is surrounded by a 4.5-foot high wooden enclosure. There is an additional 9,000 square feet of exhibit space and full restroom facilities. There is a total of 10 entrances/exits, 1 on the northwest-facing side, 4 on the northeast-facing side, 1 on the southeast-facing side, and 4 on the southwest-facing side.



Capacity:

2,500 People (Bleachers+ Picnic Table Seating in Center Ring)

3,500 People (Bleachers+ Individual Floor Seating in Center Ring/Concert Style)

1. One Floor consisting of 60,000 sq. ft.
2. There are no enclosed rooms except for two restrooms
3. There is no outside area designated to this building
4. The building has a seating capacity of 3,500
5. The building has 6 access doors

Trianon

The Trianon is used for outdoor events including, but not limited to, festivals, receptions, and athletic events. When barricaded/roped off for events, the area is approximately 19,000 square feet. It is located just inside the Main Gate entrance and is easily accessible via the Maple Street and River Lot Gates, as well.

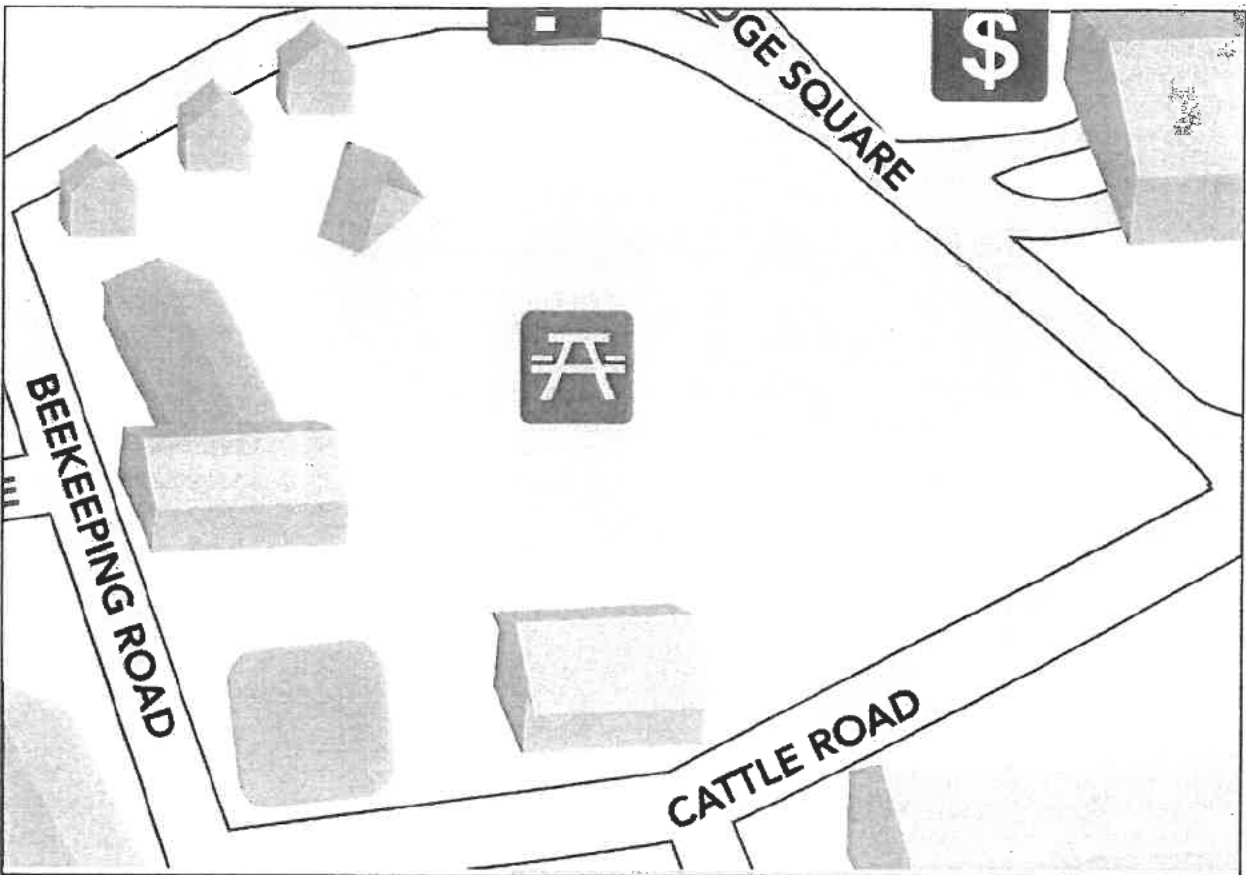
1. Area is approximately 20,000 sq. ft.
2. There are no enclosed rooms
3. The area has access to two restrooms
4. The area has seating capacity of 1,000



Picnic Area

The Picnic Area is used for outdoor events including, but not limited to, festivals, corporate picnic events, and outdoor weddings. When barricaded/roped off for events, the area is approximately 9,600 square feet. It is located at the center of the fairgrounds and is easily accessible from all four of our major gates - Main Gate, Maple Street Gate, River Lot Gate, and 97 Gate.

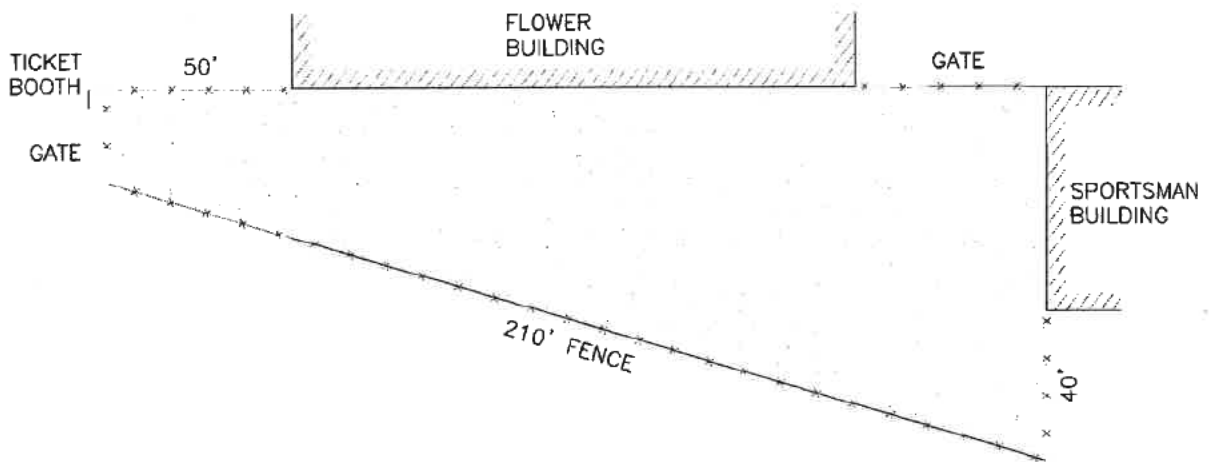
1. Area is approximately 10,500 sq. ft.
2. There are no enclosed rooms
3. The area has access to two restrooms
4. The area has seating capacity of 1,000
5. The area has access to a kitchen



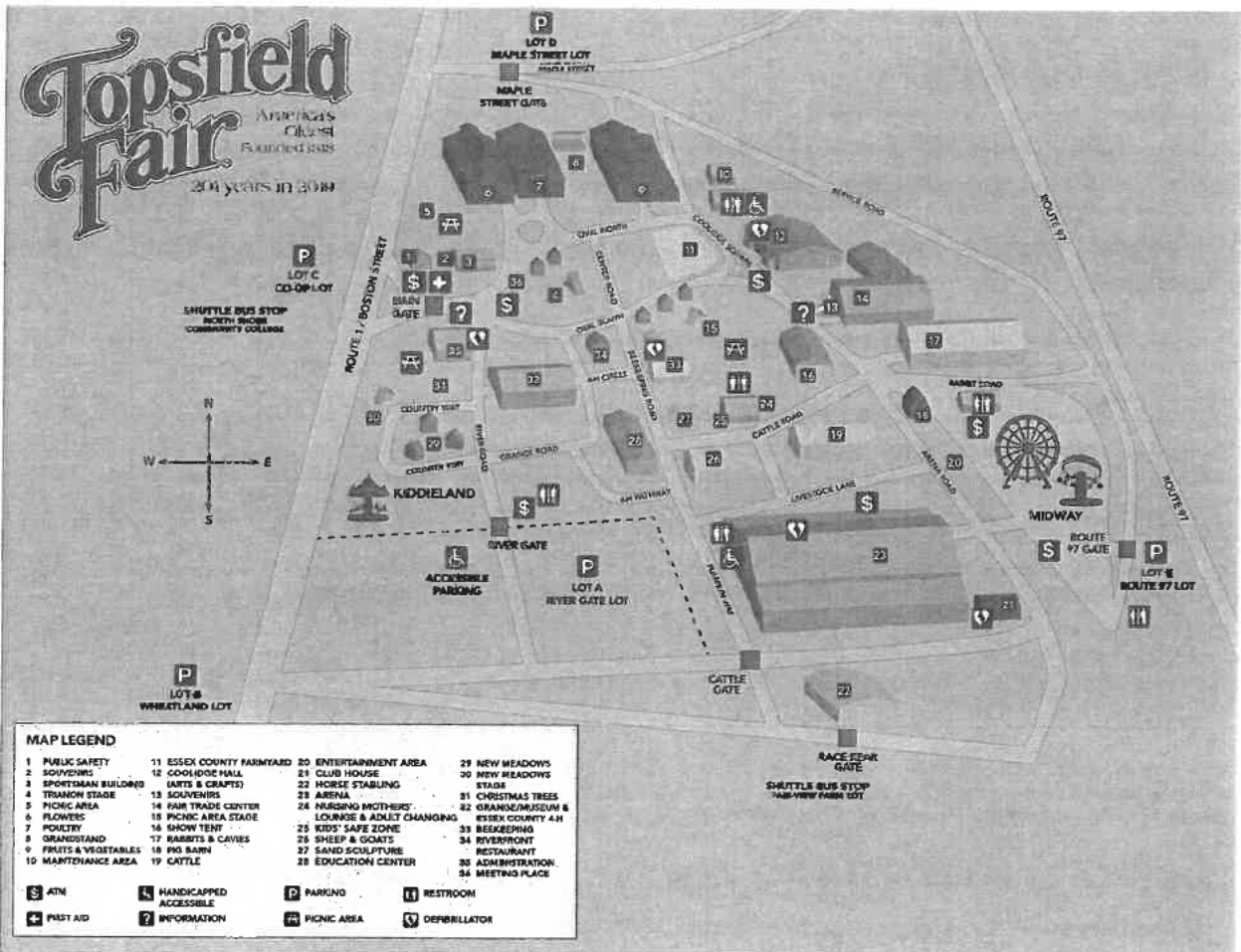
BEER GARDEN

The proposed Beer Garden would be constructed in the area formerly known as "cummerford" or the elephant ride. This area abuts the flower barn, sportsman building as well as the public safety building which houses local police officers during the Fair. The property is also abutted by Route 1 and is in close proximity to an area controlled by the fire department and ambulance services.

1. The area will be "tented" during Fair time
2. There is no enclosed building area(s)
3. The area will encompass approximately 8,400 s.f.
4. The area would be limited to a maximum capacity of 500
5. The area would have a front and rear entrance
6. The area would have two restrooms
7. The area would be adjacent to several food booths
8. The area would have an assigned police officer at each entrance



Route 1



Commonwealth of Massachusetts
Town of Topsfield



**INNOLDERS AND COMMON VICTUALLERS
LICENSE**

LICENSE NUMBER: 2021 - 04

License Fee: \$150.00

This is to certify that **Jamie O'Brien, Manager**
Name of Owner/Manager

Address of Owner/Manager

As the Responsible Owner/Manager for:

**Essex Agricultural Society dba: Topsfield Fair, Coolidge Hall
207 Boston Street, Topsfield**

Name and Address of Business

**IS HEREBY GRANTED AN INNOLDERS & COMMON
VICTUALLER'S LICENSE**

In said Town of Topsfield and at that place only and expires on **December 31, 2021** unless sooner suspended or revoked for violation of the laws of the Commonwealth respecting the licensing of Innholders & Common Victualler's. This license is issued in conformity with the authority granted to the licensing authorities by General Laws, Chapter 140, and amendments thereto. You have been approved for 250-600 seating capacity and 250 parking spaces.

In testimony whereof, the undersigned have hereunto affixed their official signatures.

TOPSFIELD SELECT BOARD

As the Licensing Authority

John K. Spencer, Select Chair

Lynne A. Bermudez, Vice-Chair & Clerk

Boyd R. Jackson

A. Richard Gandt

Marshall P. Hook

Date of Issue: **December 21, 2020**



ESSEX AGRICULTURAL SOCIETY

OPERATING ACCOUNT

P.O. BOX 134, TOPSFIELD, MA 01969-0234

Salem Five

210 Essex Street, Salem, MA 01970

53-7055/2113

4441

7/20/2021

PAY TO THE ORDER OF Town of Topsfield

Three Hundred and 00/100

\$ **300.00

DOLLARS

Town of Topsfield
PO Box 564
Medford, MA 02155-0006

VOID AFTER 90 DAYS

John P. OB...

MEMO Liquor License



ESSEX AGRICULTURAL SOCIETY OPERATING ACCOUNT

Town of Topsfield

Liquor License

7/20/2021

4441

300.00



Salem OPERATING A Liquor License

300.00

Payment Confirmation

YOUR PAYMENT HAS PROCESSED AND THIS IS YOUR RECEIPT

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



Transaction Processed Successfully.

INVOICE #: c56da489-86c3-439f-a299-93157cfdb5e8

Invoice Item	Applicant, License or Registration Number	Amount
FILING FEES-RETAIL	Essex Agricultural Society DBA Topsfield Fair	\$200.00
		\$200.00

Total Convenience Fee: \$4.70

Date Paid: 7/20/2021 12:34:49 PM EDT

Total Amount Paid: \$204.70

Payment On Behalf Of

License Number or Business Name:
Essex Agricultural Society DBA Topsfield Fair

Fee Type:
FILING FEES-RETAIL

Billing Information

First Name:
James

Last Name:
O'Brien

Address:
P. O. Box 134, 207 Boston Street

City:
Topsfield

State:
MA

Zip Code:
01983

Email Address:
jobrien@topsfieldfair.org

