



OFFICE OF THE CITY CLERK

**LIQUOR LICENSE APPLICATION OR
3.2% FERMENTED MALT BEVERAGE
LICENSE APPLICATION (ALCOHOL BEVERAGE)**

Received CITY CLERK'S OFFICE 2018 MAY -4 A 10: 21

It shall be unlawful for any person to knowingly make any false statement or omit any pertinent information on any application for a license. In the event any person knowingly makes any false statement or omits any pertinent information on any application, that act or omission shall, in addition to all other remedies, be grounds for denial of the license or for suspension or revocation of any license issued upon the basis of the false statement. City Code § 2.1.404.

THIS APPLICATION MUST BE FULLY COMPLETE, WITH APPLICABLE FEES AND ALL REQUIRED ATTACHMENTS.
Return fully completed applications to the City Clerk's Office, 30 S. Nevada Avenue, Suite 101, 80903.

☒ **NEW LICENSE** ☐ **TRANSFER OF OWNERSHIP**

Type of License applying for (Check One)

- | | | | |
|-------------------------------------------------------|------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------|
| <input type="checkbox"/> Hotel/Restaurant (or Resort) | <input type="checkbox"/> Hotel/Restaurant w/Optional | <input type="checkbox"/> Tavern | <input type="checkbox"/> Brew Pub |
| <input type="checkbox"/> Distillery Pub | <input type="checkbox"/> Vintner's Restaurant | <input type="checkbox"/> Beer and Wine | <input type="checkbox"/> Optional Premises |
| <input type="checkbox"/> Retail Liquor Store* | <input type="checkbox"/> Liquor Licensed Drugstore* | <input type="checkbox"/> Racetrack | <input type="checkbox"/> Arts |
| <input type="checkbox"/> Lodging & Entertainment | <input type="checkbox"/> 3.2% Beer On Premises | <input checked="" type="checkbox"/> 3.2% Beer Off Premises | <input type="checkbox"/> 3.2% Beer On & Off Premises |

* New Retail Liquor Store (RLS) and Liquor Licensed Drugstore (LLD) applications may not be within 1500' of an existing RLS or LLD location.

Section A: APPLICANT/LICENSEE INFORMATION

1. Name of Applicant/Licensee (list Corporation/LLC/Partnership/Association/Sole Proprietor):
WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST L.P.

2. Trade Name (DBA): WHOLE FOODS MARKET

3. Premises Address: 7635 N. ACADEMY BOULEVARD *CSC 80920* Location Phone: 719-531-9999

Property Tax Schedule No. : 6305405036 Zoning: PBC/CR OC

4. Mailing Address: P O BOX 684786; AUSTIN TX 78703 Alt Phone: 512-542-3743

Primary Contact Name And Title: JAKE CRESWELL / LICENSING TEAM Email: Jacob.Creswell@wholefoods.com

5. IF THIS IS A TRANSFER OF AN EXISTING LICENSE – THE FOLLOWING MUST BE ANSWERED: N/A

Present trade name of establishment (dba)	Present State License No.	Present Class of License	Present Expiration Date

6. If the applicant is: a Corporation, Limited Liability Company, Partnership or Association, list all officers, directors, general partners and managing members, position held and percentage owned. Attach supplemental pages as needed. ****NOTE: ATTACH ONE AFFIRMATION AND CONSENT (page 3), and ONE APPLICANT INTERVIEW (page 4), FOR EACH NAME LISTED.**

NAME	POSITION HELD	%OWNED
Albert E. Percival	Pres, VP, Treas, Sec	0%
Michael D. Deal	Director -- Whole Foods Market Inc.	0%
Anthony C. Gallo	President--Whole Foods Market Inc.	0%
Heather C. Stern	VP/Sec --Whole Foods Market Inc.	0%
PLEASE SEE ATTACHED FOR FULL DISCLOSURE OF ORGANIZATION STRUCTURE		

Section B: FINANCIAL INFORMATION

7. Source(s) of funds invested for total purchase, startup, and inventory costs (provide names, banks, and indicate checking, savings, loan, promissory note, gift or other). Attach supplemental pages as needed.

THE FOLLOWING INFORMATION MUST REFLECT THE ENTIRE SOURCE OF FUNDS INVESTED. NO OTHER PERSON OR PARTIES MAY HAVE A FINANCIAL INTEREST IN THE BUSINESS FOR WHICH THIS APPLICATION IS SUBMITTED.

NAME/ADDRESS OF FUNDING SOURCE (bank(s), individual(s), et al.)	FUNDING SOURCE (checking/savings/ loan/ note/ gift)	AMOUNT
Wells Fargo N.A.; POB 6995; Portland OR 97228	Business Checking	\$20,000
TOTAL INVESTMENT IN BUSINESS:		\$ 20,000 0

Section C: PREMISES / LOCATION INFORMATION

8. Registered Manager Name: Clark Howard Barnett

9. Terms of legal possession for which application is made: ☐ OWN ☒ LEASE ☐ OTHER

If leased, provide the terms: START DATE: 11/20/2002 END DATE: 03/31/2027

DIMENSIONS OF PREMISES: 191' x 207' TOTAL SQUARE FOOTAGE: 40,210

Is there a patio area? ☐ Yes ☒ No --- If yes, provide dimensions

Anticipated number of employees: 103 FT, 54 PT Anticipated opening date: N/A--Existing Business

Will training be offered or required? ☒ Yes ☐ No --- If yes, through what agency? ServSafe

Section D: BACKGROUND INFORMATION

10. Has the applicant/licensee, any partners, any officers, any stockholders or directors, or any manager of said applicant previously been issued an alcohol beverage license, or have a financial interest in any alcohol beverage license in Colorado?

☒ Yes ☐ No IF YES, ATTACH a statement or affidavit of explanation, to identify the business and any current or former financial interest in said business including any loans to or from another license or licensee. See Attachment

11. Has the applicant/licensee, any partners, any officers, any stockholders or directors, or any manager of said applicant ever received a violation notice, suspension, or revocation for any alcohol beverage license law violation, have charges pending, or been denied any alcohol beverage license anywhere in the United States? See Attachment

☒ Yes ☐ No IF YES, ATTACH a statement or affidavit of explanation, including date(s) and location(s).

12. Has the applicant/licensee, any partners, any officers, any stockholders or directors, or any manager of said applicant ever been convicted of any crime, received a suspended sentence, a deferred sentence, or have charges pending?

☐ Yes ☒ No IF YES, ATTACH statement or affidavit of explanation, including date(s) and location(s).

13. List every individual applicant's prior experience in the sale of alcoholic beverages. Attach supplement as needed.

Business Name & Address	Applicant's Name	Experience/Position	Dates
SEE LIST OF LICENSES HELD BY THIS APPLICANT IN COLORADO			
Whole Foods Market Inc. holds alcohol beverage licenses in other states as well.			

ATTACHMENT TO CSC LIQUOR LICENSE APPLICATION

**RE: WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST, L.P.,
d/b/a, WHOLE FOODS MARKET**

QUESTION #6: If applicant is a corporation, limited liability company, partnership, or association, list all officers, directors, general partners and managing members, position held and percentage owned. Attach supplemental pages as needed. Note: Attach one affirmation and consent and one applicant interview for each name listed.

**WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST, L.P.
-the licensee**

Note: This partnership originally registered the name as "Southwest Whole Foods Market L.P." on 3/2/1995; the partnership name was later changed on 3/27/1995 to "Whole Foods Market Southwest, L.P. " ; the partnership name was again changed on 12/22/2004 to be "Whole Foods Market Rocky Mountain/Southwest, L.P."

NAME	HOME ADDRESS	DOB	POSITION	% OWNED
Albert E. Percival			President, Vice President, Secretary & Treasurer	0%
Whole Foods Market Rocky Mountain / Southwest I, Inc.	550 Bowie St Austin TX 78703	N/A	General Partner	1%
Whole Foods Market Southwest Investments, Inc.	2751 Centerville Rd Ste 334 Wilmington DE 19808	N/A	Limited Partner	99%

WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST I, INC.

–the 1% General Partner of the applicant partnership

Note: This corporation originally filed as "Whole Foods Market Southwest, Inc." on 2/23/1995.

The corporation filed an entity name change on 3/27/1995 to be "Whole Foods Market Southwest I, Inc."

The corporation filed another entity name change on 12/21/2004 to be "Whole Foods Market Rocky Mountain/Southwest I, Inc."

NAME	HOME ADDRESS	DOB	POSITION	% OWNED
Albert E. Percival			President, Vice President, Secretary & Treasurer	0%
Whole Foods Market Inc.	550 Bowie St Austin TX 78703	N/A	Shareholder	100%

WHOLE FOODS MARKET SOUTHWEST INVESTMENTS, INC.

–the 99% Limited Partner of the applicant partnership

NAME	HOME ADDRESS	DOB	POSITION	% OWNED
Albert E. Percival			President, VP, Secretary & Treasurer	0%
Whole Foods Market Inc.	550 Bowie St Austin TX 78703	N/A	Shareholder	100%

WHOLE FOODS MARKET INC.

–the 100% shareholder of Whole Foods Market Rocky Mountain/Southwest I Inc. and Whole Foods Market Southwest Investments Inc.

NAME	HOME ADDRESS	DOB	POSITION	% OWNED
Michael David Deal			Director	0%
Anthony Carl Gallo			President	0%
Heather Charlene Stern			VP, Secretary	0%
Albert E. Percival			Asst Sec	0%
Walnut Sub Properties LLC		N/A	Shareholder	100%

Note: Position of Treasurer is vacant.

WALNUT SUB PROPERTIES LLC

–the 100% shareholder of Whole Foods Market Inc.

NAME	HOME ADDRESS	DOB	POSITION	% OWNED
Michael David Deal <i>[Principal Person]</i>			Manager Pres, VP, S/T	0%
Walnut Sub Enterprises LLC	410 Terry Ave North Seattle WA 98109	N/A	Shareholder	100%

ATTACHMENT TO CSC LIQUOR LICENSE APPLICATION

**RE: WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST, L.P.,
d/b/a, WHOLE FOODS MARKET**

QUESTION #10: *Has the applicant/licensee, any partners, any officers, any stockholders or directors, or any manager of said applicant previously been issued an alcohol beverage license, or have a financial interest in any alcohol beverage license in Colorado?*

Whole Foods Market Rocky Mountain/Southwest L.P. holds the following current licenses in Colorado:

- 1 -- Whole Foods Wine and Spirits; 2315 30th Street; Boulder CO 80301
Retail Liquor Store #10-96510-0015; May 2011 - Present
- 2 -- Whole Foods Market; 7400 E. Hampden Ave, Unit D-1; Denver Co 80231
3.2% Beer Off Premise #4600077; Feb 2013 - Present
- 3 -- Whole Foods Market; 6853 S. York Ave, Ste 119; Centennial CO 80122
3.2% Beer Off Premise #4600216; Feb 2014 - Present
- 4 -- Whole Foods Market; 1701 Wewatta St; Denver CO 80202
3.2% On/Off Premise #4600646; Nov 2017 - Present

Whole Foods Market Rocky Mountain/Southwest L.P. previously held a retail liquor store license in Denver, Colorado, which was surrendered in May 2011 in order to hold the retail liquor store license in Boulder:

Merchant of Vino; 7400 E. Hampden Ave, Unit D-1, Ste A; Denver CO 80231
#10-96510-0008

Albert Percival is also an officer for WFM-WO Inc. which holds the following current licenses in Colorado:

- 1 -- Whole Foods Market; 1111 S. Washington St; Denver CO 80210
#4600076; April 2013 - Present
- 2 -- Whole Foods Market; 900 E. 11th Ave; Denver CO 80218
#4600244; 06/2014 - Present

Amazon has a pending retail liquor store license application in Thornton, CO.

ATTACHMENT TO CSC LIQUOR LICENSE APPLICATION

**RE: WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST L.P.
d/b/a WHOLE FOODS MARKET**

QUESTION 11: *Has the applicant/licensee, any partners, any officers, any stockholders or directors, or any manager of said applicant ever received a violation notice, suspension, or revocation for any alcohol beverage license law violation, have charges pending, or been denied any alcohol beverage license anywhere in the United States*

Whole Foods Market locations operated by various Whole Foods Market companies throughout the United States have received a small number of liquor citations [sales to minors] over the years, all of which have been resolved by payment of a fine administratively. None have resulted in a license suspension or revocation.

ATTACHMENT TO CSC LIQUOR LICENSE APPLICATION

**RE: WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST, L.P.,
d/b/a, WHOLE FOODS MARKET**

QUESTION #13: *List every individual applicant's prior experience in the sale of alcoholic beverages*

Whole Foods Market Rocky Mountain/Southwest L.P. holds the following current licenses in Colorado:

- 1 -- Whole Foods Wine and Spirits; 2315 30th Street; Boulder CO 80301
Retail Liquor Store #10-96510-0015; May 2011 - Present
- 2 -- Whole Foods Market; 7400 E. Hampden Ave, Unit D-1; Denver Co 80231
3.2% Beer Off Premise #4600077; Feb 2013 - Present
- 3 -- Whole Foods Market; 6853 S. York Ave, Ste 119; Centennial CO 80122
3.2% Beer Off Premise #4600216; Feb 2014 - Present
- 4 -- Whole Foods Market; 1701 Wewatta St; Denver CO 80202
3.2% On/Off Premise #4600646; Nov 2017 - Present

Whole Foods Market Rocky Mountain/Southwest L.P. previously held a retail liquor store license in Denver, Colorado, which was surrendered in May 2011 in order to hold the retail liquor store license in Boulder:

Merchant of Vino; 7400 E. Hampden Ave, Unit D-1, Ste A; Denver CO 80231
#10-96510-0008

The applicant also holds beer or liquor licenses in Kansas, Oklahoma, Utah, New Mexico and Idaho.

Albert Percival is also an officer for WFM-WO Inc. which holds the following current licenses in Colorado:

- 1 -- Whole Foods Market; 1111 S. Washington St; Denver CO 80210
#4600076; April 2013 - Present
- 2 -- Whole Foods Market; 900 E. 11th Ave; Denver CO 80218
#4600244; 06/2014 - Present

Amazon has a pending retail liquor store license application in Thornton, CO.

FLOOR PLAN / MAY 2018



BEFORE THE LOCAL LIQUOR AND BEER LICENSING AUTHORITY, CITY OF COLORADO SPRINGS, STATE OF COLORADO Address: 30 South Nevada Avenue, Suite 101 Colorado Springs, CO 80903 Telephone: (719) 385-5901 Fax Number: (719) 385-5114 Email: cityclerk@springsgov.com	CITY CLERK'S OFFICE 2018 MAY 22 P 1:51 ▲ CLERK USE ONLY ▲
IN THE MATTER OF: APPLICANT Whole Foods Market Rocky Mountain/Southwest L.P. d/b/a Whole Foods Market 7635 N. Academy Boulevard Colorado Springs, CO 80920 Mailing Address: P.O. Box 684786 Austin, TX 78703	Application No: N-33880
NOTICE OF HEARING AND INITIAL FINDINGS OF FACT	

NOTICE OF HEARING

This matter comes before the Local Licensing Authority Hearing Officer for hearing on **Friday, June 15, 2018 at 9:00 A.M. in Division 2, Municipal Court Building, 224 E. Kiowa Street, Colorado Springs, CO 80903** upon Whole Foods Market Rocky Mountain/Southwest L.P. d/b/a Whole Foods Market ("Applicant") application for a new 3.2% Beer Off Premises License at 7635 N. Academy Boulevard, Colorado Springs, CO 80920.

At this meeting, the Hearing Officer will consider the factors outlined in Rule No. 9.08 of the Liquor and Beer Rules and Regulations for the City of Colorado Springs ("City Rules"), and it is the Applicant's burden to provide the necessary evidence to satisfy the Local Licensing Authority.

A public notice poster has been prepared for the Applicant to pick up from the City Clerk's Office at 30 S. Nevada Avenue, Suite 101. This notice poster must be posted by the Applicant at the proposed premises in a manner that is visible and conspicuous to the public no later than **Tuesday, June 5, 2018.** Any applicable needs and desires petitions, remonstrances, and other reports or statements in writing must be filed with the City Clerk's Office by 12:00 P.M. on Tuesday, June 12, 2018.

Pursuant to C.R.S. §12-47-312 and City Rule No. 7, the Local Licensing Authority, through the Office of the City Clerk, has conducted an investigation into Applicant's application. NOW THEREFORE these Initial Findings of Fact are presented.

INITIAL FINDINGS OF FACT

- I. Applicant's application was filed on May 4, 2018, and within a two (2) year period prior to this date, the Local Licensing Authority has not denied an application at the above referenced location for the reason that the reasonable requirements of the neighborhood were satisfied by existing outlets, pursuant to C.R.S. §12-47-313(1)(a)(I) and City Rule 7.00(A)(1).
- II. Applicant will be entitled to possession of the premises for which the application is made pursuant to a lease, rental agreement, or other arrangement for possession of the premises, or by virtue of ownership thereof as evidence by the possession documents submitted by Applicant and contained in the administrative file, pursuant to C.R.S. §12-47-313(1)(b) and City Rule 7.00(A)(2).
- III. The location of the premises to be licensed appears to be in compliance with the Zoning Ordinances of the City of Colorado Springs as evidenced by the Land use review report submitted by the Planning and Development Department of the City of Colorado Springs, pursuant to C.R.S. §12-47-313(1)(c) and City Rule 7.00(A)(3).
- IV. The location of the premises to be licensed appears to be in compliance with the distance prohibition in regard to any public or parochial school or the principal campus of any college, university or seminary, pursuant to C.R.S. §12-47-313(1)(d) and City Rule 7.00(A)(4).
- V. Pursuant to C.R.S. §12-47-307(1)(a)(VI), the Colorado Springs Police Department has conducted a background investigation into Applicant and there are no objections to Applicant at this time.
- VI. A review of Applicant's finances did not disclose any unlawful financial assistance as prohibited in C.R.S. §12-47-308.
- VII. Applicant is not a person prohibited as a licensee pursuant to C.R.S. §12-47-307.
- VIII. Pursuant to City Rule 6.01 neighborhood boundaries have been established, and a listing of existing licenses of a similar type that are within the established boundary area for the proposed establishment and boundary map are attached.

ON BEHALF OF THE LOCAL LICENSING AUTHORITY done May 22, 2018.

FOR
THE CITY OF COLORADO SPRINGS
LOCAL LICENSING AUTHORITY



By: Sarah B. Johnson
City Clerk

Direct questions regarding this notice and hearing to Lee McRae at 719-385-5106.

Liquor Survey Boundaries



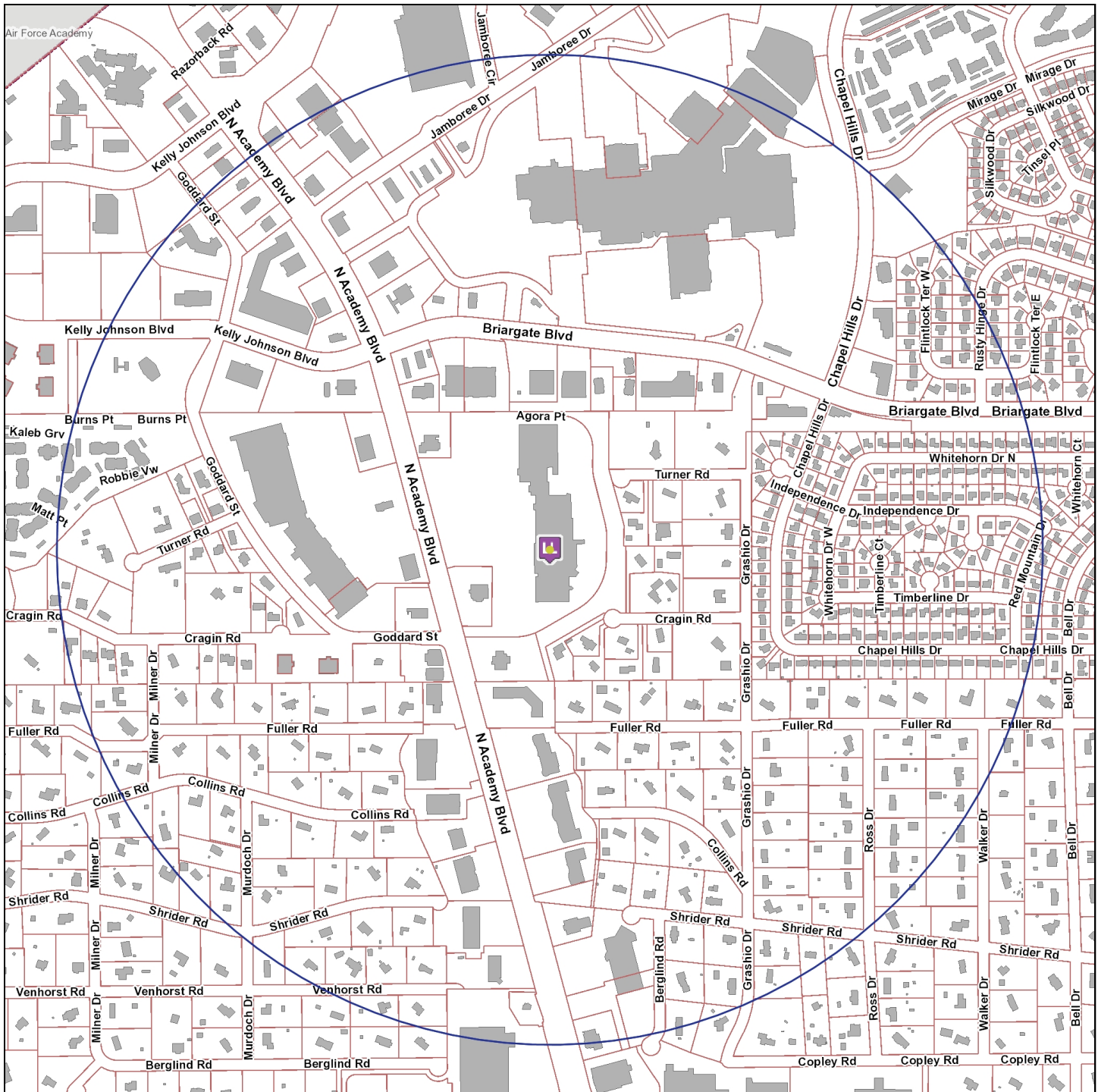
WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST L.P.

d/b/a WHOLE FOODS MARKET

7635 N ACADEMY BLVD

OFFICE OF THE CITY CLERK

License ID: 33880



The survey boundary is 0.5 miles from the establishment

Map Prepared: 5/22/2018 6:58 AM

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OFFICE OF THE CITY CLERK

HEARING LETTER ATTACHMENT

License ID: 33880

WHOLE FOODS MARKET ROCKY MOUNTAIN/SOUTHWEST L.P.

d/b/a WHOLE FOODS MARKET

7635 N ACADEMY BLVD

COLORADO SPRINGS, CO 80920

EXISTING SIMILAR LICENSES WITHIN BOUNDARY AREA

<u>Business d/b/a</u>	<u>Business Address</u>	<u>License Type</u>	
1) CIRCLE K STORE #2709881	7805 N ACADEMY BLVD	3.2 Beer Off Premise	1,204.84 ft
2) FAST MARKET 8152	1765 BRIARGATE BLVD	3.2 Beer Off Premise	1,266.13 ft

CERTIFICATE OF MAILING

I, Lee McRae, hereby certify that I have mailed a true copy of the foregoing **NOTICE OF HEARING AND INITIAL FINDINGS OF FACT** by United States mail, first class postage paid, on May 23, 2018 to the following address of record:

Whole Foods Market Rocky Mountain/Southwest L.P.
dba Whole Foods Market
P.O. Box 684786
Austin, TX 78703



Lee McRae
License Enforcement Officer
City Clerk's Office
30 S. Nevada Avenue, Suite 101
Colorado Springs, CO 80903

CC: Jacob.Creswell@wholefoods.com
Brenda Rowe <browe@dillanddill.com>