

COSTCO WHOLESALE CORPORATION

Concept Plan Submittal



Verona Technology Park City of Verona, WI

June 08, 2020

PROPOSED COSTCO WHOLESALE
VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

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VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

1.0 Property Owner and Project Team

Property Owner: Anorev LLC
2248 Deming Way, Suite 200
Middleton, WI 53562
(See Appendix 1 for Owner Authorization Letter)

Contract Purchaser: Costco Wholesale
999 Lake Drive
Issaquah, WA 98027

Real Estate Consultant: Brian Whelan
Senior Vice President
Northwest Atlantic
2311 W. 22nd Street
Oak Brook, IL 60523

Development Manager: Stephen Cross
President
Cross Engineering & Associates, Inc.
1955 Raymond Drive, Suite 119
Northbrook, IL 60062

Architect: Risa Yuki
Principal
MG2
1101 Second Ave, Ste 100
Seattle, WA 98101

Engineer, Surveyor
and Traffic Consultant: Brent Pitcher, PE
Vice President, Principal
Graef
275 West Wisconsin Avenue, Suite 300
Milwaukee, WI 53203

PROPOSED COSTCO WHOLESALE

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2.0 Introduction and Subject Property

Costco Wholesale (Costco) began operations in 1983 in Seattle. In October 1993, Costco merged with The Price Company, which pioneered the membership warehouse concept in 1976. In January 1997, after the spin-off of most of its non-warehouse assets to Price Enterprises, Inc., the Company changed its name to Costco Wholesale Corporation, which trades under the NASDAQ symbol "COST."

Costco originated the warehouse club concept in 1976 and continues to be an industry leader in terms of service, quality, value and innovation. Costco has grown to become, in terms of sales, the second-largest Global retailer and the largest operator of membership clubs worldwide. (See Appendix 2 -About Costco)

Costco has two existing warehouses within the Madison area. The closest facility is located in City of Middleton, approximately 8 miles north of the City of Verona. The other facility is located in City of Sun Prairie, approximately 20 miles northeast of the City of Verona. Currently, approximately 45% of all households in Verona have a Costco membership and travel outside of the community to shop at one of the other Madison area locations. Costco has entered into an agreement to purchase Lots 1 through 8, 11 through 15 and part of Lot 16 of the Verona Technology Park, located at the northeast corner of the intersection of County Highway PB and American Way, in order to develop a membership warehouse retail store and fuel facility (see Exhibit A - Location Map, and Exhibit B - Aerial Photo). The Verona Technology Park was platted, and the park infrastructure constructed in 2004. Underground utilities have been installed along the John P. Livesey Boulevard right-of-way between American Way and Thousand Oaks Drive that runs between the subject lots, however, the final grading, curb and gutter, pavement, sidewalk and street lights have not been installed. The subject lots were graded as part of the park improvements, and stormwater detention is provided within the existing stormwater management facility located on the south side of American Way.

In order to construct the Costco warehouse, a portion of the John P. Livesey Boulevard right-of-way (ROW) would need to be vacated. As part of the entitlement approvals, a ROW vacation request would be submitted to the City by the property owner, and the vacated ROW area would be included within the proposed Costco development project. (See Exhibit C - Verona Technology Park Plat). As previously noted, the ROW runs between the subject lots to be purchased by Costco, and it should be noted that the portion of ROW that would be vacated only serves the proposed lots to be purchased by Costco. The lots on either side of the vacated ROW would be consolidated with the vacated ROW to form a single lot for the warehouse and fuel facility, with four platted outlots for future commercial uses. The combined lot area is

PROPOSED COSTCO WHOLESALE

VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

approximately 22.5 acres, and the vacated ROW is approximately 1.3 acres, which would be a total of approximately 23.8 acres. As part of the Costco project, Costco will construct the public roadway within the remaining John P. Livesey Boulevard ROW in order to serve the Costco development project and the four outlots.

The Costco warehouse would utilize approximately 17.80 acres of the 23.80-acre property purchase, with 4 outlots totaling approximately 6 acres for future sale and development.

The existing zoning is Suburban Commercial, which would allow for the proposed Costco warehouse and fuel facility. However, due to the size of the development, a Planned Unit Development overlay is required.

3.0 Concept Plan Proposal

The goal of the proposed Concept Plan is to develop the vacant parcels with a Costco warehouse and fuel facility. The proposed Costco building will be approximately 161,050 sf, and the overall site plan will provide for approximately 751 parking stalls, with room to expand the parking lot by an additional 59 stalls. (See Exhibit D - Site Plan, Exhibit E - Site Context Plan with Aerial Overlay). The initial parking count will provide a ratio of 4.65 stalls per 1,000 sf of building area, which provides ample parking based on Costco's anticipated initial member use.

The property will be accessed from County Highway PB and American Way at the southwest corner of the development and CTH M and Thousand Oaks Trail on the east side. Both access points have excellent access to the adjacent highways, as well as access to US 18/151. Four access driveways have been designed to provide multiple locations to enter and exit the Costco site. Parking has been efficiently distributed around the south and west sides of the warehouse to maximize the convenient parking spaces proximate to the customer entrance and exit located at the southwest corner of the building.

A large heritage oak tree is located near the northwest corner of the property near the intersection of County Highway PB and CTH M. The site plan has been designed to save this tree.

Architecture: The proposed warehouse design is a timeless solution utilizing a mixture of modern, traditional and sustainable materials in a warm color palette of browns and beige. Horizontal and vertical articulation are achieved through color, texture and material distribution along the façades. Materials used include high quality, recycled, architectural metal panels, structural brick, integral color split-face concrete masonry units and cultured

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stone veneer. The warehouse entry is a focal point to the site and incorporates pedestrian scaled detailing and the use of glass. Enhanced landscaping along the base of the north façade will compliment this elevation providing depth, softening and visual interest. The fuel facility design takes cues from the warehouse and incorporates similar materials, colors and textures creating a visual connection. (See Exhibit F - Warehouse Elevations, Exhibit G - Concept Building Perspectives, Exhibit H - Fuel Facility Elevations and Exhibit I - Floorplan)

Sustainable Design: Awareness and responsibility to design, construct and operate Costco sites and buildings in an energy-efficient, sustainable and environmentally responsible manner are embedded into the Costco program. This include, but are not limited to:

- The building structure steel system and architectural metal panels are comprised of 80% recycled content with the associated batt insulation comprised of greater than 50% of recycled content.
- The roof maintains reflectance, emittance and SRI ratings that lessen heat gain and the premanufactured building system provides erection efficiency reducing impacts to the carbon footprint.
- Landscaping exceeds minimum requirements in order to create high impact and beautiful landscapes through larger caliper trees, native vegetation and drought tolerant species, which in turn minimize irrigation needs.
- All site and building lighting systems utilize LED Technology
- Implementation of the APANA water management systems drive operational efficiency to lower waste water and sewer use.

The fueling facility will initially provide three islands with 18 pumping locations. It has been planned with room to extend the islands in order to add three more pumps which will provide an additional 6 pumping locations. In the ultimate configuration the fueling facility could provide a total of 24 pumping locations. The fuel facility has been designed to provide access from the internal driveways, the cul-de-sac or American Way. It is anticipated that 70-80 percent of the members visiting the warehouse will also purchase gasoline during the same visit.

The subject properties were included in a Traffic Impact Analysis dated October 2017, and prepared by AECOM on behalf of the City of Verona. As the project progresses through the entitlement and design process, Costco will work closely with the city staff to develop roadway improvements needed as part of the Costco development.

Public improvements anticipated as part of this development include the construction of the roadway within the John P. Livesey Boulevard ROW that will remain, as well as relocation or removal of any public utilities that are within the ROW to be vacated. Utilities to service the

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project have already been extended to the property, and have adequate capacity for the proposed project and outlots.

Stormwater management facilities constructed on the south side of American Way as part of the overall technology park improvements provide the required Stormwater detention. Onsite infiltration facilities for best management practices will be provided with construction of the Costco parcel.

In addition to the floor merchandise, the warehouse also provides other specialty departments and services such as bakery, photo center, tire center, pharmacy, optical and hearing departments.

The loading dock is located at the southeast corner of the building, adjacent to Thousand Oaks Trail. With the exception of local vendors/suppliers and delivery service such as UPS or Fedex, all deliveries to the warehouse are controlled by Costco so that most deliveries are completed during the morning hours, prior to the store opening.

Following are the anticipated warehouse and fuel facility operation hours:

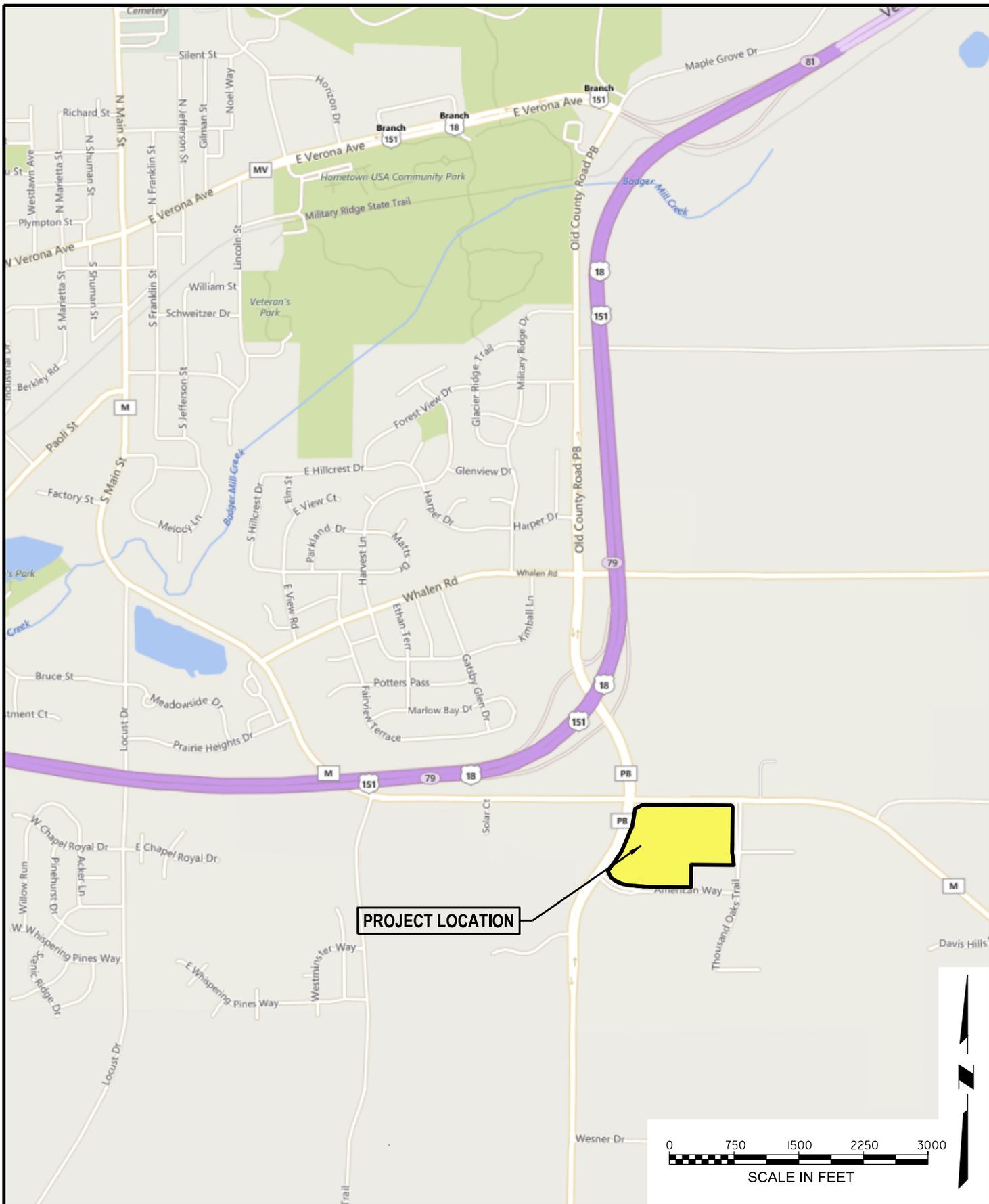
HOURS	Warehouse	Fuel
Mon-Fri	10 am - 8:30 pm	6 am - 9:00 pm
Sat	9:30 am - 6 pm	7 am - 7 pm
Sun	10 am - 6 pm	7 am - 7 pm

It is anticipated that construction would either begin in the fall of 2021 or fall of 2022, with an opening date of summer 2022 or summer 2023 depending on the start date. Submittals for the General Development Plan (GDP) would likely be made in the fall of 2020, followed by the Precise Implementation Plan (PIP) submittals in 2021 or early 2022.

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EXHIBIT A

LOCATION MAP



Cross
 Cross Engineering & Associates, Inc.
 1955 Raymond Drive, Suite 119
 Northbrook, IL 60062
 Tel: 847/498-0800

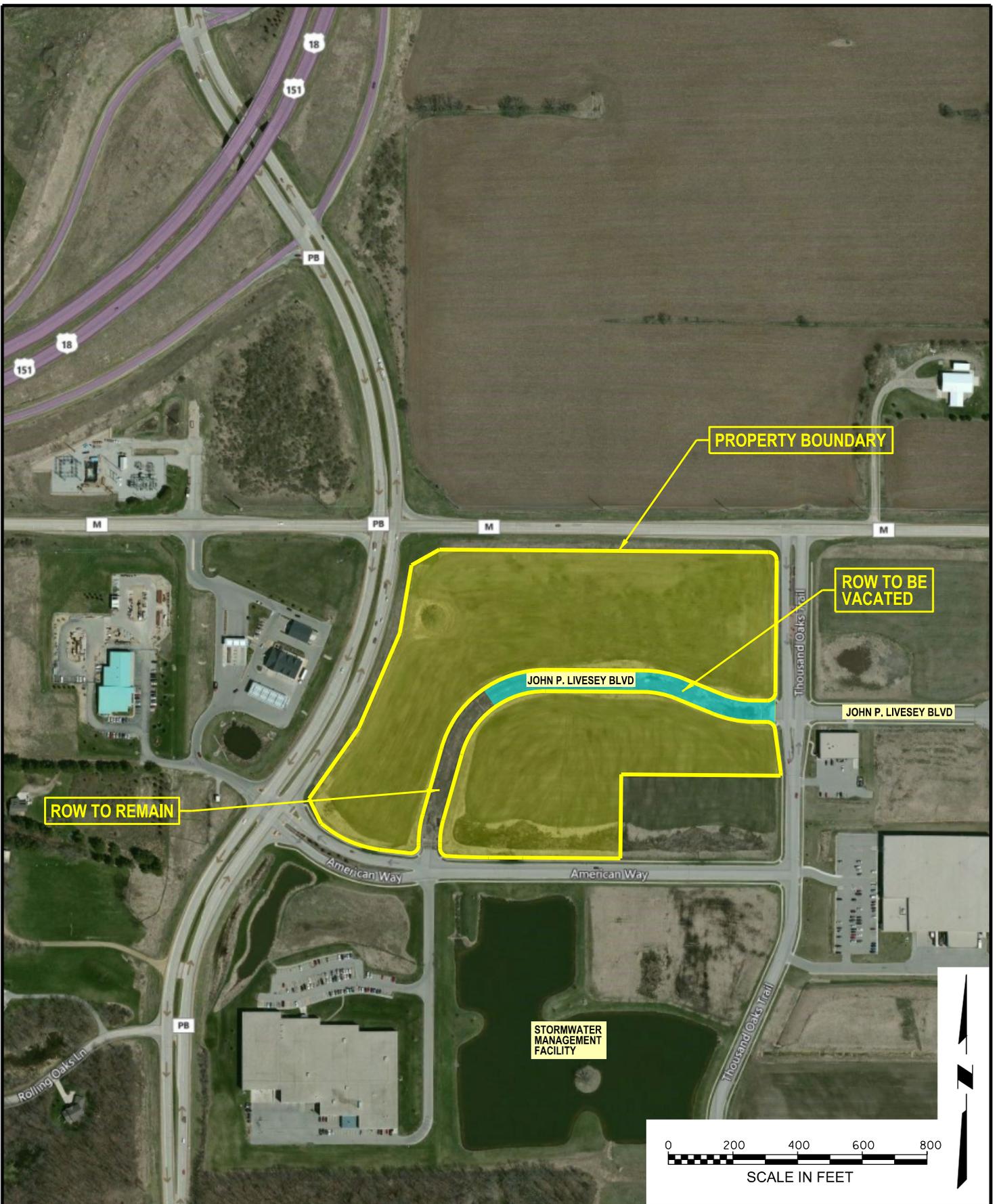
Prepared for:
Costco Wholesale
 999 Lake Drive
 Issaquah, WA 98027

Title: LOCATION MAP		
Project: Costco Wholesale - Verona, WI		
Project #: 2008	Date: 6/8/20	Sheet #: Exhibit A

PROPOSED COSTCO WHOLESALE
VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

EXHIBIT B

AERIAL PHOTO



Cross
 Cross Engineering & Associates, Inc.
 1955 Raymond Drive, Suite 119
 Northbrook, IL 60062
 Tel: 847/498-0800

Prepared for:
Costco Wholesale
 999 Lake Drive
 Issaquah, WA 98027

Title: AERIAL PHOTO		
Project: Costco Wholesale - Verona, WI		
Project #: 2008	Date: 6/8/20	Sheet #: Exhibit B

PROPOSED COSTCO WHOLESALE
VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

EXHIBIT C

VERONA TECHNOLOGY PARK PLAT

PROPOSED COSTCO WHOLESALE
VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

EXHIBIT D

SITE PLAN

PROJECT DATA

CLIENT: COSTCO WHOLESALE
999 LAKE DRIVE
ISSAQUAH, WA 98027

PROJECT ADDRESS: NWC AMERICAN WAY &
THOUSAND OAKS TRAIL
VERONA, WI

SITE DATA:

TOTAL SITE AREA: 23.79 ACRES (1,036,103 SF)

INCLUDES:
COSTCO SITE AREA: 17.81 ACRES (775,602 SF)
OUTLOT 1: 1.74 ACRES (75,837 SF)
OUTLOT 2: 1.37 ACRES (59,590 SF)
OUTLOT 3: 1.51 ACRES (65,884 SF)
OUTLOT 4: 1.36 ACRES (59,190 SF)

JURISDICTION: CITY OF VERONA

ZONING: SUBURBAN COMMERCIAL

BUILDING DATA:

TOTAL BUILDING FOOTPRINT AREA: 161,223 SF

INCLUDES:
WAREHOUSE MAIN LEVEL: 155,600 SF
VESTIBULE: 5,623 SF

PARKING DATA:

TOTAL PARKING: 751 STALLS

INCLUDES:
MAIN LEVEL PARKING PROVIDED:
○ 10' WIDE STALLS: 731 STALLS
⊕ ACCESSIBLE STALLS: 20 STALLS

NUMBER OF STALLS PER 1000 SF OF BUILDING AREA: 4.65 STALLS

FUTURE PARKING (NOT INCLUDED IN TOTAL ABOVE): +59 STALLS

NOTES:
EXISTING CONDITIONS TO BE FIELD VERIFIED.



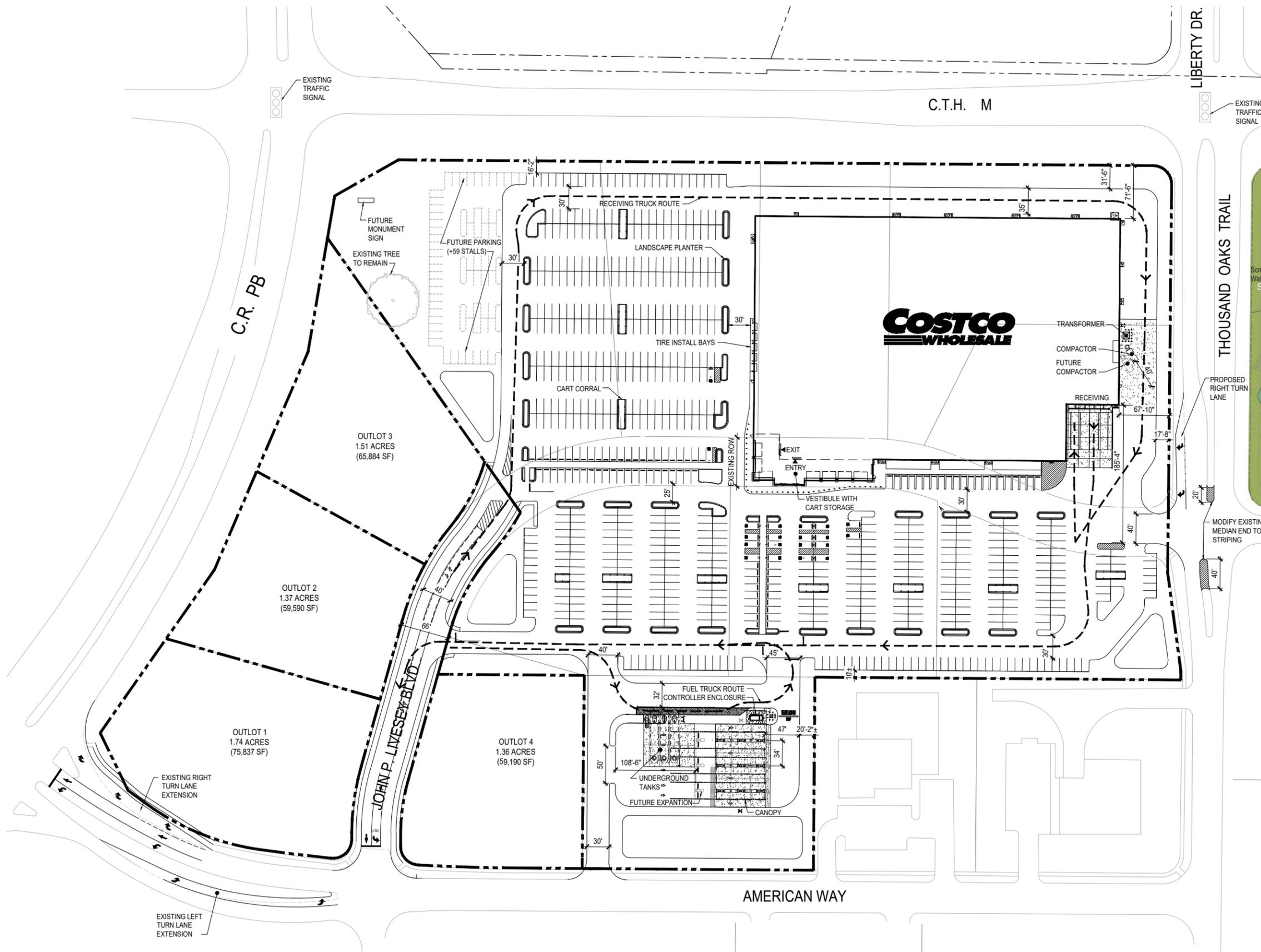
0 25' 50' 100'
1" = 50'-0"



19-5367-01
JUNE 5, 2020

CONCEPT
SITE PLAN

DD11-02



COSTCO WHOLESALE

VERONA, WISCONSIN

CONCEPT SITE PLAN

JUNE 5, 2020

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PROPOSED COSTCO WHOLESALE
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EXHIBIT E

SITE CONTEXT PLAN WITH AERIAL OVERLAY



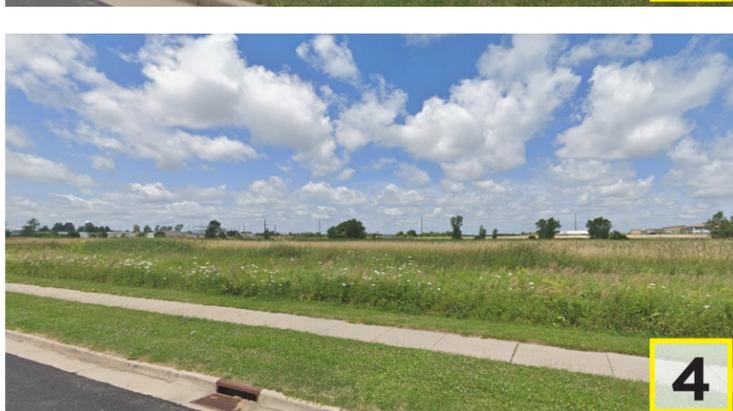
1



2



3



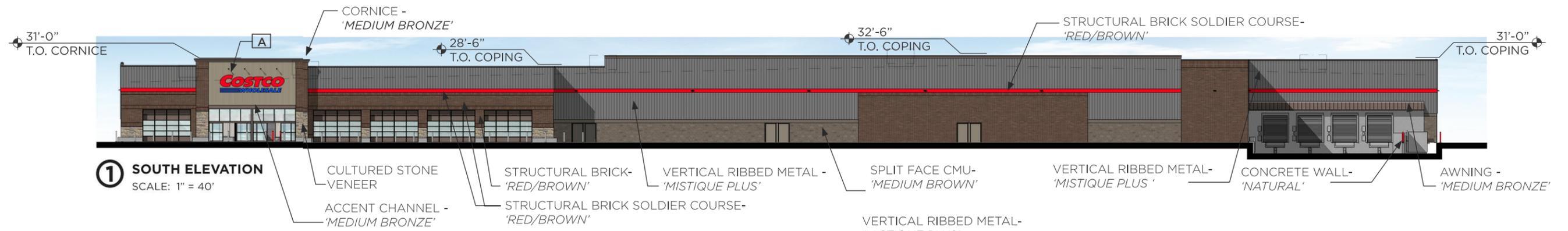
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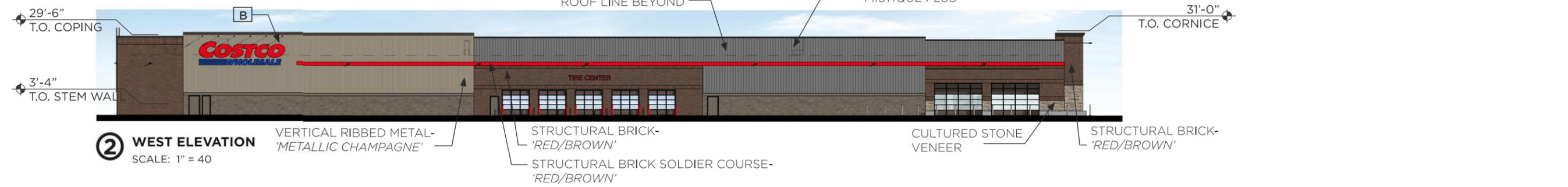
PROPOSED COSTCO WHOLESALE
VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

EXHIBIT F

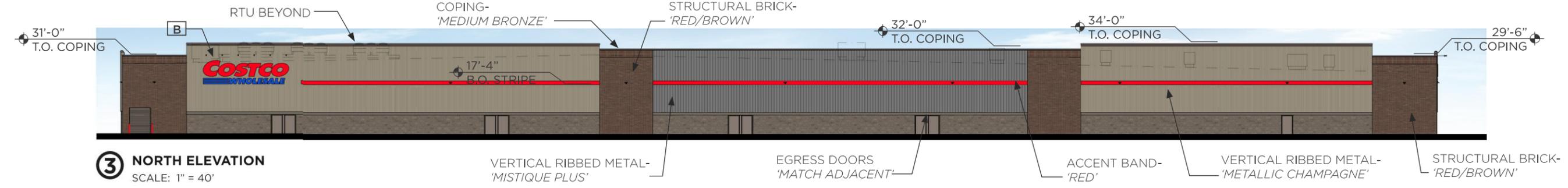
CONCEPT WAREHOUSE ELEVATIONS



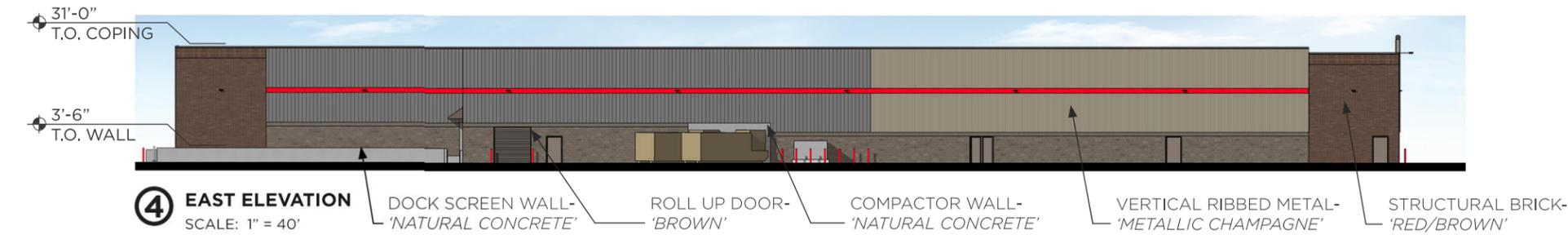
1 SOUTH ELEVATION
SCALE: 1" = 40'



2 WEST ELEVATION
SCALE: 1" = 40'

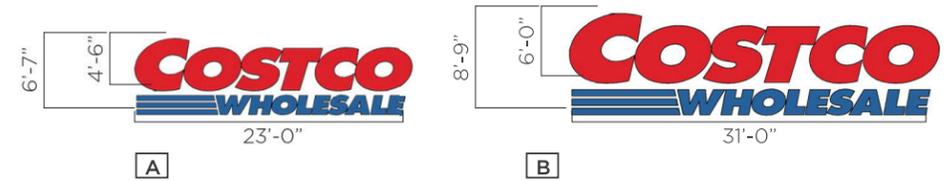


3 NORTH ELEVATION
SCALE: 1" = 40'

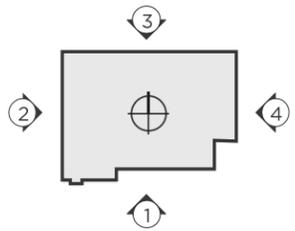


4 EAST ELEVATION
SCALE: 1" = 40'

SIGN TABLE					
QUANTITY	SIGN	SIZE	AREA (EACH)	TOTAL SF	
A	1	TIRE CENTER	17'-4" x 1'-9"	31 SF	31 SF
B	1	COSTCO WHOLESALE	4'-6" C	158 SF	158 SF
C	2	COSTCO WHOLESALE	6'-0" C	280 SF	560 SF
				TOTAL SIGN AREA	749 SF



5 WAREHOUSE SIGNS
SCALE: 1" = 40'



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EXHIBIT G

CONCEPT BUILDING PERSPECTIVES.





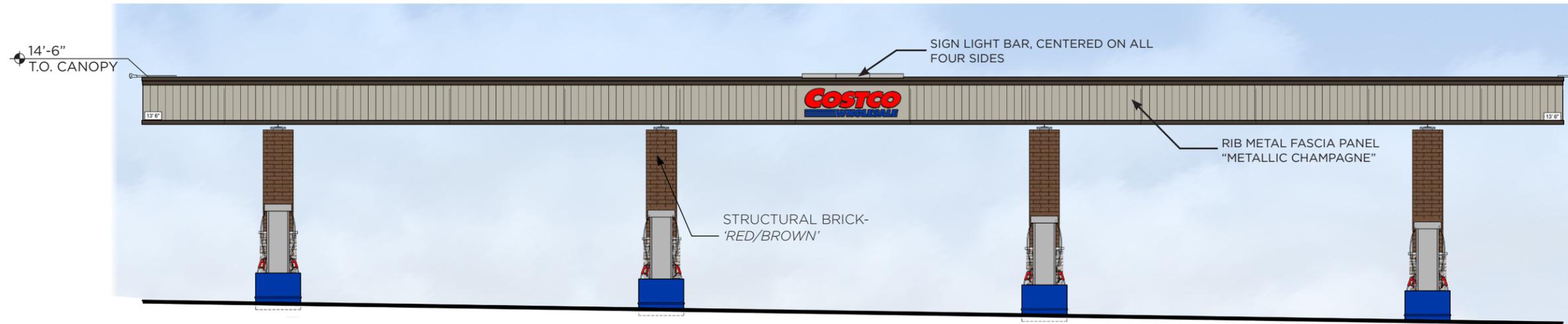




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EXHIBIT H

FUEL FACILITY ELEVATIONS



1 EAST & WEST ELEVATIONS
SCALE: 1/4" = 1'-0"

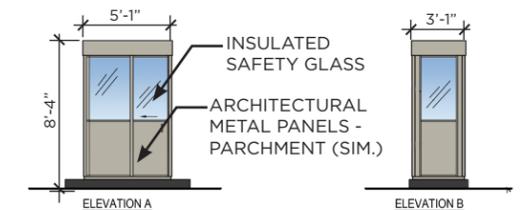


2 NORTH & SOUTH ELEVATIONS
SCALE: 1/4" = 1'-0"

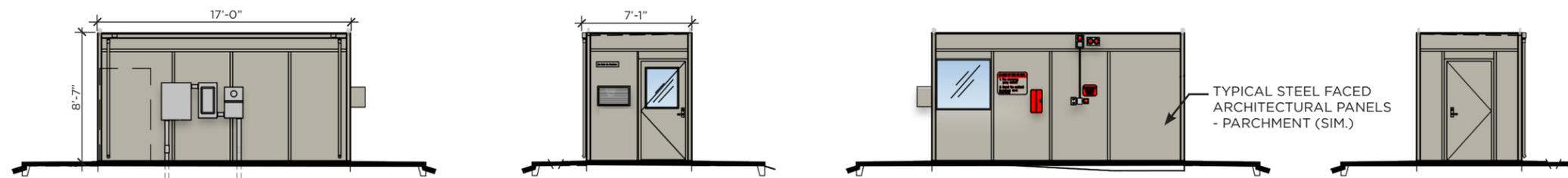
SIGNAGE AREA TABULATION (WALL SIGNS)				
QTY	SIGN	SIZE	AREA (SF)EA	TOTAL SF
4	COSTCO WHOLESALE	2'-6" x 8'-7"	21 SF	84 SF
TOTAL SIGNAGE AREA				84 SF



4 CANOPY SIGN
SCALE: 1/2" = 1'-0" (SUPPLIED AND INSTALLED BY CANOPY SUPPLIER)



5 WARMING HUT ELEVATIONS
SCALE: 1/4" = 1'-0"



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EXHIBIT I

FLOORPLAN

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VERONA TECHNOLOGY PARK, CITY OF VERONA, WI

APPENDIX 1

OWNER AUTHORIZATION LETTER



2248 Deming Way, Suite 200
Middleton, WI 53562
(608) 833-2929, (608) 824-9020 (Facsimile)

June 8, 2020

VIA EMAIL ONLY

Mr. Adam Sayre
City Administrator
City of Verona
111 Lincoln Street
Verona, WI 53593
adam.sayre@ci.verona.wi.us

Re: Anorev LLC Sale to Costco Wholesale Corporation

Dear Adam:

As you are aware, Anorev LLC, an affiliate of Livesey Company LLC, has entered into a contract to sell approximately 24 acres located in the "Verona Technology Park" to Costco Wholesale Corporation. In connection with that transaction, Costco has engaged Stephen J. Cross of Cross Engineering Associates, Inc. to perform certain services and to submit certain applications to the City of Verona, including an application to be submitted today, June 8, 2020.

By this letter, Anorev LLC hereby authorizes Mr. Cross and his firm to submit such applications. If you have any questions or comments, or need anything further from Anorev LLC in order to accept such submission, please let me know right away.

Very Truly Yours,

LIVESEY COMPANY LLC

John J. McEwan
Senior Vice President/General Counsel
(on behalf of Anorev LLC)

JJM/mad

cc: Stephen J. Cross (via Email Only ~ scross@crossengineering.net)

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APPENDIX 2

ABOUT COSTCO



About Costco

April 2020

Company Profile

Costco Wholesale Corporation operates an international chain of membership warehouses, mainly under the “Costco Wholesale” name, that carry quality, brand-name merchandise at lower prices than are typically found at conventional wholesale or retail sources.

Warehouses are designed to help small- to medium-size businesses reduce costs in purchasing for resale and for everyday business use. Individuals may also purchase for their personal needs.

Costco warehouses present one of the largest product category selections to be found under a single roof. Categories include groceries, candy, appliances, electronics, automotive supplies, tires, toys, hardware, sporting goods, jewelry, watches, cameras, books, housewares, apparel, health and beauty aids, furniture, office supplies, and office equipment. Costco is known for carrying top quality national and regional brands, with 100% satisfaction guaranteed, at prices consistently below traditional wholesale or retail outlets.

Members also can shop for private label Kirkland Signature™ products, designed to be of equal or better quality than national brands, including juice, cookies, coffee, housewares, luggage, clothing and detergent. Additionally, Costco operates self-service gasoline stations at a number of its U.S. and Canadian locations.

Costco Wholesale Industries, a division of the Company, operates manufacturing businesses, including special food packaging, optical laboratories, meat processing and jewelry distribution. These businesses have a common goal of providing members with high quality products at a greater value.

According to Craig Jelinek, president, CEO and director, “Costco is able to offer lower prices and better values by eliminating virtually all the frills and costs historically associated with conventional wholesalers and retailers, including salespeople, fancy buildings, delivery, billing, and accounts receivable. We run a tight operation with extremely low overhead that enables us to pass on dramatic savings to our members.”

Founded in 1983



Costco Wholesale began operations in 1983 in Seattle. In October 1993, Costco merged with The Price Company, which pioneered the membership warehouse concept in 1976. In January 1997, after the spin-off of most of its non-warehouse assets to Price Enterprises, Inc., the Company changed its name to Costco Wholesale Corporation, which trades under the NASDAQ symbol “COST.”

Costco originated the warehouse club concept in 1976 and continues to be an industry leader in terms of service, quality, value and innovation. Costco has grown to become, in terms of sales, the second-largest Global retailer and the largest operator of membership clubs worldwide.

Company Mission Statement



Costco's mission is to continually provide our members with quality goods and services at the lowest possible prices. In order to achieve our mission we will conduct our business with the following Code of Ethics in mind:

1. Obey the law
2. Take care of our members
3. Take care of our employees
4. Respect our vendors

If we do these four things throughout our organization, then we will realize our ultimate goal, which is to **reward our shareholders**.

Costco Risk-Free 100% Satisfaction Guarantee



On Membership:

Costco will refund the membership fee in full at any time if a member is dissatisfied.

On Merchandise:

We guarantee satisfaction on every product we sell with a full refund. Product specific limitations apply. See Costco.com for details.

Worldwide Location Totals by Country



787 Warehouses (as of 4/15/20)

- 547 in U.S. (45 states) & Puerto Rico
- 100 in Canada (9 Canadian provinces)
- 39 in Mexico (18 states)
- 29 in the United Kingdom
- 26 in Japan
- 16 in South Korea
- 13 in Taiwan
- 12 in Australia
- 2 in Spain
- 1 in France
- 1 in Iceland
- 1 in China

Financial Performance FY '19



- Total Revenue \$152.7 Billion
- Net Income \$3.65 Billion
- Average Sales per Warehouse Worldwide \$182 Million

Employment Facts



- 258,000 employees worldwide; 172,000 U.S. employees.
- U.S. – 91% benefits eligible (97% enrolled).
- Low turnover (U.S.) – 13% first year; 7% after one year
- Costco recruits primarily from the community in which it is located.
- Costco's objective is to hire promotable employees with enthusiasm and a desire to build a career.
- Costco pays among the highest wages in the industry. U.S. hourly wages:
 - Service Assistant \$15.00 to \$24.50 per hour
 - Service Clerk \$15.50 to \$26.20 per hour
 - Meat Cutters \$15.50 to \$27.70 per hour
 - Long-term employees are also eligible for extra checks of \$5,000 to \$8,000 per year.
 - A full-time cashier's annual salary after 6 years is \$59,500.
- Costco provides a tremendous benefit package including medical, dental, vision, pharmacy, mental health, life insurance, disability, long term care, employee assistance program, flexible spending accounts, employee stock purchase program, 11 holidays per year, college student retention program, 401(k), and a free Costco membership with an annual 2% Reward.
- Part-time employees working more than 23 hours per week receive core medical, dental and vacation benefits after 6 months.
- Part-time employees are guaranteed 24 hours per week.
- Great opportunities for career advancement, Costco promotes from within.
- Strive for 50% full-time to part-time ratio.
- Costco employment grows as sales increase.
- Substantial disposable income generated within the community.

Membership Data

- 56 Million Households
- 102 Million Cardholders
- 52.8 Million Gold Star and Business Primary Members
- Renewal Rate: 90% (U.S. and CN)

Types of Membership:



- **Business Membership** is available to all licensed businesses, nonprofit organizations, government agencies, farmers and ranchers. The \$60 annual membership fee includes a spouse card. Up to six additional Business Membership cards are available at \$60 each, which includes a free Household card. Business identification (business license, resale certificate, or three pieces of business ID) is required when applying for a Business Membership. It is valid at any Costco worldwide.



- **Gold Star Membership** is available for individuals who do not qualify for a Business Membership. The Gold Star Membership is \$60 per year, which includes a free Household card. It is valid at any Costco worldwide.



- **Executive Membership** is available to anyone who wants the benefits of a Costco Gold Star Membership with the added value of an Executive Membership. It adds savings by offering exclusive services and an annual 2%

Reward. Executive Members also receive additional benefits on select Costco Services, such as identity protection, check printing and more. Executive Members also receive a complimentary subscription to the *Costco Connection* – a lifestyle magazine. The upgrade fee is \$60 for Gold Star and Business Members.

Why a Membership Fee?



Costco's operating philosophy is simple. We keep costs down and pass the savings on to our members. By charging a small annual membership fee, we are able to offset operating cost and price our merchandise even lower. We do not advertise and we do not have "sales." Our tremendous buying power combined with our never-ending quest for efficiency, results in the lowest possible prices on the items our members want most.

Merchandise Strategy



- Limited selection: 3,800 – 4,000 active SKU's
- Wide range of product categories
- Highest quality national brands
- Selected private label – Kirkland Signature™
 - High volume items – many in top 10
 - Ease of development not a factor
- Substantial price savings on all items
- Packaging innovation
- New products and services
- The Six Rights of Merchandising – the basis of Costco's merchandising philosophy and practices. It is emphasized in training at all levels.
 - The Right Merchandise
 - In the Right Place
 - At the Right Time
 - In the Right Quantity
 - In the Right Condition
 - At the Right Price

Specialty Departments and Services



- Fresh Produce
- Gourmet Deli & Rotisserie Chicken
- Fresh Meat
- Fresh Bakery
- Food Court
- Photo Center
- Auto Buying
- Pharmacy (also at Costco.com)
- Tire Center
- Optical Department/Independent Optometrist
- Hearing Aid Center
- Gas Station
- Travel Program
- Special Order Kiosk
- Costco.com

Typical Hours of Operation



- Warehouses
 - Monday – Friday 10:00 AM to 8:30 PM
 - Saturday 9:30 AM to 6:00 PM
 - Sunday 10:00 AM to 6:00 PM
- Gas Station hours vary

How does Costco benefit the city and community?

- Provides jobs
- Curbs Retail Leakage
- Generates property tax
- Involved in the community
- Local Services

What are examples of Costco's Community Involvement?



1% of pretax profit is designated annually for charitable organizations (\$43 Million FY19).

- **Volunteer Reading Program**

Costco employees volunteer to help students in first through fourth grades improve their reading skills. Currently, there are over 466 programs across the United States and Canada, with more than 2,500 volunteers working one-on-one with students.

- **Children's Miracle Network Hospitals Campaign**

In 2019, Costco members and employees helped to raise more than \$33 million for 114 Children's Miracle Network Hospitals across the U.S. and Canada.

- **United Way Campaign 2019-20**

All U.S. and Canada locations participated in raising over \$23 million (including company match).

- **Other Donation Programs**

- **New Eyes for the Needy** – Costco has partnered with New Eyes since 2012 to send members' used eyewear and hearing aids to those in need around the world.
- **Feeding America** – food donation program. In FY 2019, Costco donated over 62 million pounds of food.
- **Charity Backpack Program** – Since 1993, over 6.1 million backpacks have been donated to needy children across the U.S., Canada, Mexico, Taiwan, Korea, Japan, Puerto Rico, Australia, Spain, France, Iceland and the UK.
- **Costco Scholarship Fund** - Since 2000, Costco has joined forces with the University of Washington and Seattle University to create scholarships for highly qualified underrepresented students who wish to attend these universities.
- **World Vision** – Costco donates non-food items to people in need. In FY19, Costco donated \$76M in merchandise.