



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Product Manufacturer

General Information:

License Number: MP281314

Original Issued Date: 12/17/2018

Issued Date: 12/23/2019

Expiration Date: 12/23/2020

Payment Received: \$5000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: T. Bear Inc.

Federal Tax Identification Number EIN/TIN: [REDACTED]

Phone Number: 781-690-1950 Email Address: angela@tbearinc.com

Business Address 1: 72 Tuttle St.

Business Address 2:

Business City: Dorchester

Business State: MA

Business Zip Code: 02125

Mailing Address 1: 72 Tuttle St

Mailing Address 2:

Mailing City: Dorchester

Mailing State: MA

Mailing Zip Code: 02125

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

To your knowledge, is the existing RMD certificate of registration in good standing?:

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 29.73 Percentage Of Control: 29.73

Role: Owner / Partner Other Role:

First Name: Brian Middle Name: Last Name: Cusick Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 34.55 Percentage Of Control: 34.55

Role: Owner / Partner Other Role:

First Name: Angela Middle Name: Last Name: Brown Suffix:

Gender: Female User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 9.38 Percentage Of Control: 9.38

Role: Owner / Partner Other Role:

First Name: Donald Middle Name: Last Name: Guzzetti Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Annamarie Middle Name: Last Name: Stewart-Guzzetti Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Spouse of Donald Guzzetti and is listed on the bank account. Annamarie will have no controlling interest in the Marijuana Establishment.

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Donald Middle Name: Last Name: Guzzetti Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$300000 Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 3103 Cranberry Highway

Establishment Address 2:

Establishment City: Wareham

Establishment Zip Code: 02538

Approximate square footage of the Establishment: 8500

How many abutters does this property have?: 11

Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Single-page certification of host community agreement.pdf	pdf	5b1065d69a67bb11cc7e543f	05/31/2018
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Form.pdf	pdf	5b1068869bcf5a047e352350	05/31/2018
Plan to Remain Compliant with Local Zoning	T. Bear Plan for ongoing zoning compliance.docx (2).pdf	pdf	5b10c38153899e3d7b6620e7	05/31/2018
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Attachment A_ Wareham Week (04.26.2018).pdf	pdf	5b6bbab64e62492d8f343af1	08/08/2018
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Attachments B&C.pdf	pdf	5b6bbdadd389b22d7bd630fd	08/09/2018

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$-1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	5b6bbf9f5e9b3d2d528a6c47	08/09/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:

Other Role:

First Name: Brian

Middle Name: Last Name: Cusick Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

Individual Background Information 2

Role:

Other Role:

First Name: Angela

Middle Name: Last Name: Brown Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

Individual Background Information 3

Role: Other Role:
First Name: Donald Middle Name: Last Name: Guzzetti Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Annamare Middle Name: Last Name: Guzzetti Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	FHBOSTON-#4767212-v1-T_Bear_Inc_-_MA_-_Articles_of_Organization_(certif....pdf	pdf	5afcd2fb52bc563da3bfe18e	05/16/2018
Secretary of Commonwealth - Certificate of Good Standing	Secretary of the Commonwealth Good Standing.pdf	pdf	5afdbee0a6b56e3d67571ef9	05/17/2018
Department of Revenue - Certificate of Good standing	Certificate of Good Standing DOR.pdf	pdf	5afdbee975ce4404378586e1	05/17/2018
Bylaws	TBI Bylaws.pdf	pdf	5b109106b2a9e2046441ca5d	05/31/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Certificate of Good Standing DOR 2019.pdf	pdf	5d923660b107e415ca90f585	09/30/2019
Department of Unemployment Assistance - Certificate of Good standing	Certificate of Good Standing - Unemployment Office 2019.pdf	pdf	5d9236704e842f1b123badd9	09/30/2019
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing Sec. of Commonwealth .pdf	pdf	5d92375e79b12e15e03d8f3c	09/30/2019

Massachusetts Business Identification Number: 001300839

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Business Plan	T. Bear Inc. Complete Business Plan (1).pdf	pdf	5d92438d2e767115bf43746e	09/30/2019
Proposed Timeline	T. Bear Updated Timeline (Renewal).pdf	pdf	5da4b38cb35b62300f5d702f	10/14/2019
Plan for Liability Insurance	Liability Insurance - CCC.pdf	pdf	5da5dd77cdbfc22fc658b0df	10/15/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	T. Bear Policy for Separating Recreational from Medical Operations.pdf	pdf	5da4ba1b90352a2b339ab75a	10/14/2019
Dispensing procedures	T. Bear Policy for Dispensing.pdf	pdf	5da4bab5c9aebd2b498a751e	10/14/2019
Qualifications and training	T. Bear Inc. Qualifications and Training Policy.pdf	pdf	5da4bc6ee3decf2b0b0d21cc	10/14/2019
Types of products Manufactured.	T. Bear Product Line.pdf	pdf	5da4bcf4b207f82b12a922ff	10/14/2019
Method used to produce products	T. Bear Methods Used To Produce Products.pdf	pdf	5da4be65d5c8962b282d9690	10/14/2019
Sample of unique identifying marks used for branding	T. Bear Unique Identifying Marks Used for Branding.pdf	pdf	5da4beaa0724b82ff99cc75a	10/14/2019
Restricting Access to age 21 and older	T. Bear Policy for Limiting Access to Persons Age 21 and Older.pdf	pdf	5da4bf0351e4622fd8068af7	10/14/2019
Security plan	T. Bear Security Plan.pdf	pdf	5da4bf74ec4af12b54269345	10/14/2019
Prevention of diversion	T. Bear Prevention of Diversion Policy.pdf	pdf	5da4bfc173225f2fcd763aca	10/14/2019
Storage of marijuana	T. Bear Storage of Marijuana and Marijuana Product Policy.pdf	pdf	5da4c24251e4622fd8068b04	10/14/2019
Transportation of marijuana	T. Bear Transportation of Marijuana Policy.pdf	pdf	5da4c47ad5c8962b282d96a9	10/14/2019
Inventory procedures	T. Bear Policy for Inventory.pdf	pdf	5da4c4b6cdbfc22fc658af55	10/14/2019
Quality control and testing	T. Bear Inc. Quality Control & Product Testing Policy.pdf	pdf	5da4c50cd5c8962b282d96ad	10/14/2019
Personnel policies including background checks	T. Bear Personnel Policies.pdf	pdf	5da4c55ee3decf2b0b0d21ee	10/14/2019
Record Keeping procedures	T. Bear Record Keeping Procedure.pdf	pdf	5da4c5b8c9aebd2b498a753d	10/14/2019
Maintaining of financial records	T. Bear Maintaining Financial Records Policy.pdf	pdf	5da4c5ddb35b62300f5d7087	10/14/2019
Diversity plan	T. Bear Diversity Plan.pdf	pdf	5da4c77351e4622fd8068b22	10/14/2019

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.:

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.:

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.:

Notification: I Understand

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.: I Agree

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.: I Agree

I certify that all information contained within this renewal application is complete and true.: I Agree

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: As T. Bear is not operational nor revenue generating we have not made charitable contributions to date; however T. Bear has identified and engaged with 4 local charities which we will support with both financial and volunteer hour contributions.

The first charity "Don't Trash Wareham" focuses on cleaning up Wareham with a huge focus on the beaches and waterways which are the most vulnerable to litter. They aim

to keep Wareham clean and a great community for those living, working and visiting here.

The 2nd charity is "Turning Point" which works with Wareham residents who are homeless or may become homeless. They help those residents with locating housing,

utility bills, rent and have a small food pantry. There are over 500 homeless people in

Wareham alone.

The 3rd charity we have identified is the "Mass Audubon Society" which has a focus in Wareham to help preserve the wildlife and to create a safe and welcoming

environment for the residents of Wareham to get outside and enjoy nature.

The 4th charity T. Bear will support is "Community Connections". Community Connections works with adults 22 years and older who have mental and physical disabilities. Their day program here in Wareham is focused on giving those individuals a sense of self worth and normalcy in their lives. They depend on financial and volunteer contributions to bring access to more resources for their members. As T. Bear grows as a company, we will explore ways in which we can employ members of Community Connections at our Wareham facility.

The 5th organization T. Bear will support is "Damien's Food Pantry" located in East Wareham. This is one of the few food pantries still serving the Wareham community. They rely solely on donations and grants to operate their food pantry. Over the last 5 years, the organization has seen an increase in those who need their services and with donations from T. Bear, Damien's Food Pantry can help more Wareham residents when they need it most.

T. Bear strives to be a great community partner and leader. It is our goal to support these organizations and to also expand the number of charities in Wareham we can support with both financial and volunteer hour contributions.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: T. Bear Inc. has just begun its hiring processes and onboarding its first employees earlier this month (Sept. 2019). We still have additional roles to fill and are working to meet the goals of a diverse workplace. Throughout the initial hiring process a "blind hiring" process has been instituted in which the personal information of the candidate is hidden from the hiring manager that could lead to unconscious (or conscious) bias about the candidate. This process has led to hiring seven day-to-day employees. Currently T. Bear Inc's workforce includes the following:

42% female; 58% male, 14% veteran, 14% Wareham residents (a community of disproportionate impact).

It is our goal to continue implementing a blind hiring process and to continue the growth of a diverse workforce. T. Bear is committed to having a diverse

workforce.

T. Bear Inc. is still solidifying its contracts with both licensed marijuana establishments and non-marijuana vendors and contractors. We have engaged with both marijuana establishments and prospective licensees that are located in Wareham, other areas of disproportionate impact, Economic Empowerment priority applicants, and Social Equity Program participants and actively working to develop working relationships and contracts. Similarly we are working to solidify contracts with non-marijuana vendors and contractors from Wareham, other areas of disproportionate impact, or qualify as one of the following; MBE, WBE, PBE, DBE, ACDBE, TPCB, VBE.

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

Item 1

Label Picture:

Document Category	Document Name	Type	ID	Upload Date
	Not Applicable.pdf	pdf	5da4d778b35b62300f5d70b8	10/14/2019

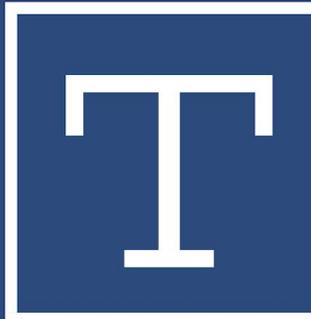
Name of Item: N/A

Item Type: Non-Edible MIP

Item Description: T. Bear is not operational at this time and is not producing any product(s).

HOURS OF OPERATION

Monday From: 8:00 AM Monday To: 8:00 PM
Tuesday From: 8:00 AM Tuesday To: 8:00 PM
Wednesday From: 8:00 AM Wednesday To: 8:00 PM
Thursday From: 8:00 AM Thursday To: 8:00 PM
Friday From: 8:00 AM Friday To: 8:00 PM
Saturday From: 8:00 AM Saturday To: 8:00 PM
Sunday From: 8:00 AM Sunday To: 8:00 PM



T. BEAR INC.

Business Plan

- I. Company Description**
- II. Products & Services**
- III. Market & Opportunity**
- IV. Marketing & Advertising**
- V. Operating Plan**
- VI. Management & Personal**
- VII. Sales Forecast**
- VIII. Financial Plan**

I. Company Description

T.Bear Inc. (TBI) is a registered corporation in the state of Massachusetts, focused on providing Marijuana concentrate products and Infused Products (MIPs) to the emerging adult use market. TBI currently holds a marijuana manufacturing license.

TBI stands apart from other Massachusetts marijuana manufacturers by providing the marketplace with premium, high quality marijuana products. TBI further differentiates itself from other marijuana manufacturers in the space by focusing on techniques free from harsh chemicals and other harmful solvents, as well as solvent-free extraction methods. TBI will utilize an ethanol extraction and distillation process, which utilizes food-grade ethanol as a solvent to capture the marijuana plants cannabinoid compounds producing full-spectrum or “crude oil”, which is further refined through several techniques to create THC distillate; a near clear odorless and tasteless concentrate. The distillate will be used to create vaporizer cartridges, disposable pens and dabable applicators, as well as the active ingredient used to infuse our edible products. TBI plans to launch a second generation of products geared to a connoisseur market consisting of several solvent-free extraction methods such as ice water hash and rosin. These concentrate products will be sold at wholesale to licensed distributors and retailers throughout Massachusetts.

TBI has developed its own proprietary processes for the creation of infused edible products. Our infused product line will pair natural and organic food ingredients and distillate to create quality products that have little, if any marijuana taste or smell. Our goal is to provide the consumer with a proper dosage and effect, everytime. TBI is focused on providing our retail & wholesale partners with safe, fresh and delicious items through regular delivery, proven to be consistently dosed, supported by lab testing, all while preserving flavor and quality.

All TBI products will be prepared in a continuous-small batch manner. This will allow a higher level of quality control while initiating operational production, as well as frequent touch points with our retail customers through weekly or bi-weekly deliveries ensuring quality and

freshness. The “fresh and frequent” model will offer more contact points with the market, providing real-time data on trends and popular items, and allow TBI to pivot and evolve with consumer demands more proactively.

TBI was founded by Angela Brown, Brian Cusick, and joined by his father, Donald Guzzetti. In early 2015 the Massachusetts cannabis market was desperately underserved. Products available were illicit, untested, and inconsistent or only available to medical patients at dispensaries where the same quality and inconsistencies existed.

To solve this problem, founders Angela Brown and Brian Cusick began exploring new approaches to infuse cannabis oil with high quality ingredients. After working with a local chef, the pair were inspired to create Natural & Organic edibles, truly embodying cannabis as a wellness product. Working with expert cannabis cultivators, certified analytics laboratories, and a lot of trial and error, T. Bear was born. T. Bear was created from the desire to provide consistent products created from the highest quality ingredients, dependable, and enjoyable to consume - not only for patients but for all lifestyles!

With quality, integrity and consumer focus, T. Bear Inc. will provide the safest, most dependable products and lead the way forward through innovation, consumer insight, and constant improvement.

After navigating the difficult local & state process, T. Bear Inc. was awarded a license and developed **Coast Cannabis Co™**, the first branded product line created for consumers in Massachusetts. **COAST™** sets itself apart from the others through artisan processing, high quality ingredients, and consistent, dependable products.

Donald comes to the team with 40 years of experience as a Certified Project Startup Manager for a premier global construction company. Managing multiple mega-projects both domestic and abroad in demanding and highly regulated environments including: The Central Artery Tunnel Project, nuclear power plants, DOD operations control centers, Biosafety Level 2 and 3 laboratories in the Republic of Georgia, Kazakhstan and Uzbekistan. Angela, a Fitchburg State University alumni, has an extensive B2B Business Development & Sales background with over 10 years experience. Spanning from FDA-regulated sales and distribution of manufactured food products to Technology and Advertising sales. Including Management & Mentorship positions

from startup through IPO. Brian, a fellow FSU alumni, has 10 years of Business Development & Management experience ranging from commercial construction including contract negotiation, project execution, supply chain, & personnel management to international sales and account management.

Combined with a passion for cannabis and over 60 years of professional experience; the TBI team is poised for success. With a diverse background in sales, business development, and management; the leadership team of TBI will be primed to evolve and pivot in an ever-changing market, as laws, regulations, and consumer demands form and shift.

Mission:

T. Bear, Inc. is a licensed cannabis product manufacturer, focused on creating a lifestyle brand with multiple offerings. Products include high quality cryo-ethanol extracted vaporizer products and edibles made from organic & natural ingredients. TBI is projecting to be the first stand alone product manufacturer in the state & with it's 8,500 SF facility the largest.

With quality, integrity and consumer focus, T. Bear Inc. will provide the safest, most dependable products on the market today, and lead the way forward through innovation, consumer insight & constant improvement.

Main Goals:

- Develop & maintain state and municipal compliance program
- Net Annual income to support operational expenses, and become profitable within 14-20 months of operation
- Have brand placement & sales in majority of Massachusetts Recreational Dispensaries
- Build a recognizable brand in a rapidly growing industry
- Prepare for regional & national growth as State & Federal laws adjust and evolve to benefit the cannabis industry
- Use Natural and Organic ingredients
- Provide high quality solvent free concentrate products to consumers.

- Produce consistent, reliable, safe, and delicious marijuana infused food and beverage products.

Keys to Success:

- Focused on producing consistent, high quality marijuana concentrates and products
- Develop long-term relationships with cultivator to ensure consistent delivery of raw product.
- Maintain direct relations with all recreational dispensaries in MA.
- Product training for dispensary owners and staff so they can accurately advise consumers on TBI's features and benefits.
 - This will be done through incentivized training onsite and at TBI's facility to learn about our mission and products to increase their knowledge and empower them to adequately educate the public on using our product. This will help increase sales and brand awareness.
- Maintain an operational structure that allows us to quickly respond to shifting consumer demands and needs. Leverage relationships with dispensaries to learn first-hand about the consumers wants.
- Provide education for the community on the benefits of cannabis both for health and recreation, and how to safely acquire and consume.
- Working with the community to foster goodwill through community participation and actively engaging our host municipality.

II. Products & Services

All products developed by TBI will be in accordance with general operational requirements for Marijuana Establishments under *935 CMR 500.105*, as well as operational requirements required under *935 CMR 500.130: Additional Operating Requirements for Marijuana Product Manufacturers*. In addition to these operational requirements any marijuana product developed by TBI must be packaged and labelled as required by *935 CMR 500.105 (5) Labeling of Marijuana and Marijuana Products* and *500.105 (6) Packaging of Marijuana and Marijuana Products*. Further to these CNB regulations all edible marijuana products shall be prepared, handled, and stored in compliance with the sanitation requirements in *105 CMR 500.000: Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in *105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.

TBI will provide the Massachusetts Adult use recreational market with a variety of marijuana products including solvent free concentrates, plungers, vaporizer cartridges and infused products comprised of confections, gummy candies, chocolates, baked goods and beverages.

TBI will develop solvent-free concentrate products, and products derived from ethanol extracted cannabinoids free from harsh chemicals and other harmful solvents. TBI's main focus will be ethanol extraction and distillation, which utilizes food-grade ethanol as a solvent to capture the plants cannabinoid compounds, and post extraction refinement techniques to produce ethanol hash oil (EHO), which then will be further processed to create a near order-free, taste-free THC concentrate known as Distillate. TBI will source high quality cannabis from licensed Massachusetts cultivators. This marijuana will then be processed through several solvent-free extraction methods such as ice water hash and rosin to create concentrates ready for the end user. These methods provide an end-product that is free of residual chemicals unlike many other extraction methods, providing the consumer with high quality, health conscious cannabis concentrate options.

TBI will provide the following individually packaged and branded products:

- First Generation Products
 - Distillate Cartridges

- o Distillate Dabable Applicators
- o Disposable Pens
- Second Generation Products
 - o Rosin
 - o Cold Water Hash

Our infused product line, pairing natural and organic food ingredients with Distillate, create infused items that have little, if any marijuana taste or smell and provide the consumer with a proper THC effect, everytime. TBI has developed its own recipes, proven to be consistently dosed, supported by lab testing, all while preserving flavor and quality. TBI is focused on providing our retail & wholesale partners with fresh and delicious items through regular delivery.

These recipes include:

- First Generation Products
 - o Confections (gummy candies, hard candies etc.)
 - o Chocolate (bars, peanut butter cups, candies)
- Second Generation Products
 - o Baked Goods
 - o Single serve beverages
 - o Tinctures
 - o Mints
 - o Transdermal Patches

All TBI products will be prepared in a continuous-small batch manner and made several times a week. This will allow us to frequently service dispensary customers with weekly or bi-weekly deliveries ensuring quality and freshness. The “fresh and frequent” model will offer more contact points with the market, providing real-time data on trends and popular items, and allow TBI to pivot and evolve with consumer demands more proactively.

What are Marijuana Infused Products (MIPs)? How do they work?

Marijuana-Infused Products (MIPs) are items containing cannabinoids that you can eat or drink. Cannabis consumed orally enters the bloodstream after being digested or broken down in the stomach and is absorbed in the intestines. Many feel that MIPs are healthier and more enjoyable way of consuming cannabis. MIPs are more discreet, and are often preferred over smoking because they avoid the negative health effects associated with inhaling marijuana into your lungs.

MIPs produce a stronger and longer-lasting effect. The effects tend to last between 4 to 12 hours, depending on the dose taken, and is usually felt 30 to 90 minutes after being consumed.

Though there are untold varieties of products available today, they all can be split into three basic categories: gastrointestinal uptake (digested in stomach), oral uptake (through saliva), and a hybrid option of the previous two categories targeting both uptake options.

What is Full-Spectrum Concentrates & Distillate? How is it Made?

full-spectrum concentrates are made in a closed-loop stainless steel wash system utilizing subzero high proof food-grade ethanol alcohol as a solvent agent to “wash” the cannabinoid resin from the plant material. The cannabinoid resin laden ethanol is then refined through filtration and evaporation process creating a full-spectrum solvent free cannabis concentrate. The use of the closed loop system in conjunction with the evaporation process allows for the collection and recycling of the alcohol while removing any residual solvent from the cannabis oil. This oil can be further refined through distillation, this process isolates cannabinoid molecules, creating a near pure concentrate.

Distillate is one of, if not the most pure form of marijuana concentrate on the market. TBI utilizes food-grade ethanol alcohol derived concentrates for this process, opposed to other extraction methods using harsh chemical agents such as propane or other hydrocarbon chemicals. Distillation will result in the cleanest concentrate form, having zero parts-per-million (ppm) of residual solvents left behind.

The Short Path Distillation process allows distilled total cannabinoid potency to reach near pure levels, resulting in over 90% THC content in many cases. Most hydrocarbon or CO2-extracted concentrates range between 65% and 80%. Additionally, the scent and flavors of these extracts can be undesirable in many MIPs because they include excess lipids, plant matter, and impurities that the distillation process removes.

Short path distillation allows TBI to take ethanol extracted resins and further refine it to a pure compound which takes the form of a near clear/golden liquid with little to no taste or color. This final product is extremely potent. The end result is a concentrate that is perfect for infusing MIPs, vaporizing products, as well as a precursor for crystallization.

What is Ice Water Hash (Bubble)? How is it Made?

Ice water hash, or bubble hash, hash is a concentrate made through the use of ice, ice water, and agitation along with a series of mesh screens to knock resin off the cannabis plant. This method doesn't use any sort of chemical and is known for creating extracts that are especially clean, pure, and healthy.

The resin is pulled off the plant matter through agitation and mixing with ice & water, it then passes through a series of mesh bubble bags, each of which separates out the resin from both the plant and the ice. Once the resin is collected, processed through a dry freezer to remove and moisture, and packaged as a vaporizable concentrate. This product is considered to be of the finest concentrate product by many connoisseurs due to the lack of chemical agents and the high quality end result.

What is Rosin? How is it Made?

Rosin refers to an extraction process that utilizes a combination of heat and pressure to nearly instantaneously squeeze a resinous cannabinoid rich liquid from your initial starting material.

One reason for rosin's popularity is that it's a solvent free technique, meaning the process does not require the use of added solvents. Instead, rosin uses a mechanical process involving heat and pressure to extract the resin from the plant. Other extraction methods utilize light hydrocarbons such as butane and/or propane. Often, these complex and mechanical systems

require a lengthy purge to safely remove most, if not all, the residual solvents from the final product.

Rosin, on the other hand, simply uses heat and pressure and does not require any additional cleaning, so your final product is clean and ready in just minutes. When compared to BHO (butane hash oil), the two are aesthetically indistinguishable. Rosin, when made properly, retains just as many valuable terpenes that account for aroma and flavor. However, in a lab test, rosin will never contain a single part per million (PPM) of residual hydrocarbon.

III. Market & Opportunity

The legal cannabis industry accelerated at a remarkable pace in 2016. United States consumers spent \$10.4 billion on legal cannabis products, up 18% from 2017 (*see 1*). Currently 33 states and Washington D.C. have legalized marijuana in some form, with 10 of those moving to legalize recreational adult-use. Marijuana Business Daily reported that nearly 60% of the US population live in a state where Marijuana is legalized in some form (*see 2*).

The growth from there is projected to steadily increase as more states come live and the country moves towards Federal Legalization. The overall market projection for legal adult-use and medical sales in the U.S. will reach \$50 billion by 2026, with no indication sales will slow or decline projecting to reach \$80 billion by 2030.

Massachusetts Market:

As of November 8, 2016, Massachusetts became the first state on the East Coast to legalize recreational marijuana, with 1.7 million voters approving this ballot initiative (Question 4).

Massachusetts has a marketplace with over 6.8 million people. Marijuana Business Daily predicts there to be close to 800,000 in-state customers in Massachusetts (*see 2*), plus the millions of tourists who visit annually. The median income is \$67,846 in Massachusetts, roughly \$14,000 more than the national average. With a higher expendable income and a large population, Marijuana sales are expected to skyrocket in the commonwealth. ArcView and New Frontier researchers have projected revenues for the sale of recreational marijuana to top \$1.2 billion by 2022.

Massachusetts is the 7th state in the United States to embark into the legal cannabis marketplace. Massachusetts is expected to bring in over \$250 million in sales in 2019. TBI has an opportunity to be the first operational product manufacturer in Massachusetts. "States that legalized in 2016 are expected to eventually rack up annual sales of \$7-\$8 billion, becoming the main drivers of growth in the coming years." (*see 3*). Being first to market in Massachusetts would further solidify TBI's opportunity to gain national traction as new states come online, and federal law softens.

TBI has participated in various events and market studies allowing us to bring our products directly to the consumers and ask for feedback. TBI has unanimous feedback that our products not only look, taste and present well but they are also effective and consistent.

Target Market

- Male/Female
- 28-60 years old
- MA resident/tourist/visitor
- Working professional
- Desire high quality cannabis concentrates and infused items
- Desire a craft, gourmet tasting food item
- Prefer small batch versus commercial scale operations
- Health conscience - prefer natural and organic ingredients
- Consumers looking for a discreet way to enjoy cannabis

The Money is in Manufacturing!

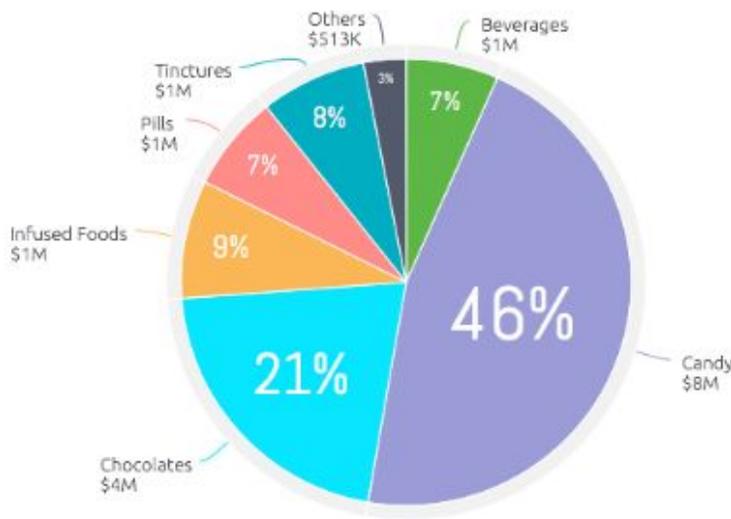
Goods produced under manufacturing and processing licenses in the current adult use markets made up over 54% of all cannabis sold in 2018.

Infused product manufacturers are better positioned to capitalize on the increasing marijuana legalization than retailers and cultivators. Cannabis manufactures have the benefits of falling wholesale cannabis prices, reasonable tax liabilities, and a growing recreational market that shows increasing preference towards infused products and concentrates, including vaporizer cartridges.

The Washington Liquor Control Board that regulates the marijuana industry reported in February 2017 that over 2.6 million units of MIPs were sold during the fiscal year-to-date and over 72,000 units month-to-date. MIPs have increased 121% in sales from 2016 to 2017 in Washington state, per data from Headset Inc., a cannabis analytics firm. *(see 4)*

In Colorado, Washington, and Oregon, MIP sales have ranked #3, behind flower and concentrates in the market share of cannabis sold in 2016. MIP products made up roughly \$270 million in sales in 1 year, across only 3 states.

Sales by Super Class



This snapshot of the Colorado MIP sales in January 2017. In one month alone, over \$16 million in sales occurred. (see 5)

In California, customers purchased more than \$180 million worth of MIPs in 2017. Those sales accounted for 10% of all Marijuana sales in California. (see 3)

The trend has shifted and many consumers prefer manufactured cannabis products over flower. This trend will continue to shift as cannabis consumers become more educated about market and products available. This is further accelerated as users look to healthier dosing methods than smoking. This is highlighted by the growth seen in the three eldest recreational markets; Colorado, Washington, and Oregon.

Concentrate sales in the US accounted for 54% of the overall cannabis sales in 2018. 58% of Concentrate spending in 2018 came from Vape Cartridges. Vaporizer sales are expected to reach \$6.5 billion by 2022. In 2018 sales of Edibles topped \$1.5 billion. The Edible category is anticipated to hit over \$4.1 billion by 2022.

IV. Marketing & Advertising

State Government, Regulators, and online advertising platforms have strict rules on how cannabis companies can market their products. All TBI marketing and advertising will be done in accordance with Massachusetts law *935 CMR 500.105 (4) Marketing and Advertising Requirements* which provides cannabis organizations directive on advertising and marketing practices.

In addition to this branding developed by TBI will be submitted for approval by the Cannabis Control Commission including but not limited to package design, defining marks used, and child resistant packaging per *935 CMR 500.105 (7) Packaging and Labeling Pre-approval*.

Advertising Obstacles & Strategy:

In addition to State regulatory restrictions platforms like Google, Facebook, Instagram, and Twitter have advertising policies that restrict the promotion of the sale of cannabis. Some social media outlets have taken it a step further by removing pages of cannabis related businesses. TBI will overcome these advertising and marketing obstacles through various programs. TBI will utilize alternative online advertising sites, as well as direct marketing at industry conferences and other events focused on building communities around marijuana-related concerns such as health and wellness, as well as to fully educate consumers, and dispensary agents on TBI products to ensure proper and safe usage, and in turn drive sales.

Consumer Brand Awareness & Education Program:

- Brand development & strategy with Hippo Consulting an award winning cannabis marketing agency
- Join & become active members of business and industry associations
 - Elevate New England (formerly Women Grow Boston)
 - Cannabis Society
 - National Cannabis Industry Association (NCIA)
 - Minority Cannabis Business Association (MCBA)
 - Coalition for Cannabis Standards & Ethics
 - MassCBA

- Participate in regional industry trade shows and events to build brand awareness.
- Provide on-site consumer education at retail partner locations highlighting the benefits of TBI products versus others in the market space.
- Create various branded collateral to hand out at sponsored events and at point of purchase
- Explain the benefits of our free from harsh chemicals, natural approach to provide a better user experience.
 - How MIPs work, and how to dose safely
 - What are concentrates, benefits of using them over flower
- Sponsor and/or advertise (no sales) at events where at least 85% of the audience is presumed to be 21+ years old
 - Adult sports leagues
 - Charitable events (adult only attendees)
 - Collegiate reunions/fundraisers

Industry Education & Incentive Program:

- Providing on-site training and education for dispensary staff and & management on the benefits of TBI products versus others in the market space. Explain the benefits of our organic, solvent free approach to provide a better user experience.
- Develop spiff program for retail dispensary sales agents, creating an incentive for them to sell our products (no cannabis or cannabis products will be utilized. Items such as restaurant gift cards, lift tickets, sporting events, etc. will be primary rewards)
 - Site specific retail dispensary contests
 - Statewide contests
 - Awarding dispensaries and employees at Industry Appreciation Nights.
- TBI Industry Appreciation Nights:
 - TBI will sponsor industry appreciation nights at off-site locations. Hosting those who grow, create, and retail our products. These attendees will include wholesalers, cultivators, dispensary owners & associates. These events can range from awards ceremonies, new product demos, to holiday parties, or networking.

Alternative Online & Print Advertising

- Email marketing: subscription mailing list
- Website development including age verification & blog
- Advertising and articles in publications, including:
 - Dope
 - Sensi Magazine
 - Greenleaf Magazine
 - Marijuana Business Daily
 - High Times Magazine
 - 1000 Watt
 - Cannabis Now
 - 420 Magazine
 - Marijuana Venture
 - MG Magazine
- Promotional Marketing directly through special platforms, including:
 - weedmaps.com
 - leafly.com
 - allbuds.com
 - stickyguide.com
 - Mantis
 - www.cannasaver.com
- AdWords
 - Testing various keywords familiar to the cannabis topic at the same time acceptable by Google's algorithm: green, medicine, recreational, MIPs, infused, relaxing, stimulating, enhanced, alternative therapies, alternative medicine, natural, and others.

SWOT Analysis:

Strengths:

- Strong founding team
 - 60 years of Startup, Project Management & Development Experience, and Cannabis Processing
- State license awarded November 2018
- Early market entry
- Real Estate secured with Local approval
- High quality natural & organic ingredients used
- Solvent-Free extraction methods
- Top quality cannabis concentrate
- Building brand awareness through networking, sponsorships and industry events

Weaknesses:

- Product Availability
 - Must buy raw product from cultivators.
- Heavy capital burden
- Restrictive marketing and advertising laws create additional hurdles to build brand awareness

Opportunities:

- High Growth Industry
- Raw Product cost will decrease significantly over time
 - Allow for greater profit margin on concentrates and MIPs
- National legalization

Threats:

- Self-performing, vertically integrated dispensaries creating their own products
- Other Cannabis Manufacturers & Processors in Massachusetts
- Existing Out of State brands entering the Massachusetts market
- Current federal legal limitations
- Low dosage restraints on MIPs; illicit market opportunity

V. Operating Plan

At the core of every successful and thriving business or organization is a clear and well defined operating plan. Our operating plan outlines the various aspects and the functional areas to be established. These functional areas include TBI's operating policy and requirements that will flow down into specific Standard Operating Procedures (SOP's). SOP's contain the specific means, methods and controls to be performed that ensure production and product safety and quality as well as adherence to regulatory requirements.

Each specific section of the operating plan describes the policies, requirements and content to be established and contained within the SOP's. TBI's complete operating plan covers the following functional areas:

- Organization and Management Team
- Key Position Descriptions, Duties & Attributes
- Employee Qualifications and Training
- Types of Products Manufactured
- General Sanitation Standards
- Opening & Closing Policies
- Restricting access to persons aged 21 and older
- Security
- Prevention of Diversion
- Storing of Marijuana and Marijuana Products Procedures
- Transportation of Marijuana Operating Procedures
- Record Keeping Procedures
- Inventory Procedures
- Quality Control and Product Testing Procedures
- Personnel Policy Procedures
- Dispensing procedures
- Maintenance of financial records
- Diversity plans
- General Cannabis Procedures & SOPs
 - SSOP Checklist
 - Requirements for the Handling of Marijuana
 - Cleaning Equipment
 - Labeling of Marijuana and Marijuana Products
 - Laboratory Testing
 - Disposal of Waste
 - Safety Checklists
- MIPs SOPs
 - Marijuana Infused Products Checklist
 - Manufactured Marijuana Infused Products Preparation

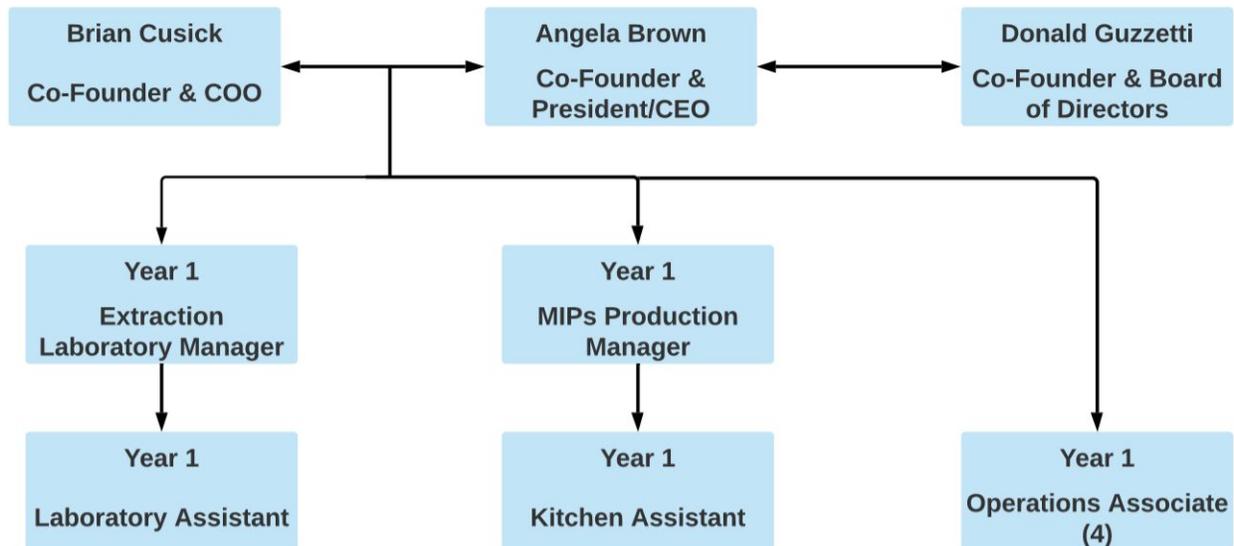
- o Confections (gummy candies, mints, caramels etc.)
- o Chocolate (bars, peanut butter cups, candies)
- o Baked Goods
- o Single serve beverages

- Extraction SOPs
 - o Alcohol Solvent Extraction Procedure
 - o Evaporating Alcohol Solvent: Rotary Evaporator
 - o Refinement: Filtration
 - o Refinement: Short Path Distillation
 - o Rosin Hash
 - o Ice Water Extraction (bubble hash)
 - o Safety Checklists

VI. Management & Personal

Personnel Plan:

T. Bear Inc. Organization Chart



Two of the three founders will work daily in the business performing in an executive management capacity. These duties will include business development, operational development and oversight, compliance program development & maintenance, security, developing marketing and sales campaigns, among a myriad of other needs. Salaries have been allocated for each starting at \$100,000 per year with a 10% increase. The third founder will not take a salary.

The budget includes hiring one Extraction Lab Manager, Sameul Adam who joins the team five years of pharmaceutical laboratory experience majority of which was spent in medical marijuana processing & product development for a large multi-state operator. The budget also includes hiring one Manufactured Infused Products (MIPs) Production Manager, which T. Bear Inc is in the process of on-boarding now. These roles will be integral hires in year 1 and key to the overall success of TBI and will be onboarded before any production occurs. They will be responsible for the oversight of each business segment and report to the executive management team.

To meet operational goals year 1 we anticipate the initial hiring of a kitchen lead associate, laboratory associate, and four operations associates. In year 2, we anticipate employee needs to increase and expect hiring two additional operational associates and two dedicated logistics and delivery associates. In years 3-5 we anticipate onboarding at least two sales & marketing team members, two more delivery & logistics agents, as well as two operations associate. TBI intends to keep labor costs down utilizing automation and technology to streamline processes and production. The total number of employees at the end of year 5 is 15-20 people (including the founders). These assumptions are based on sales estimates, and may be increased if sales warrant.

Personnel Expenses	Year 1	Year 2	Year 3	Year 4	Year 5
Founder 1	\$100,000	\$100,000	\$120,000	\$144,000	\$172,800
Founder 2	\$100,000	\$100,000	\$120,000	\$144,000	\$172,800
CFO	\$0	\$150,000	\$170,000	\$190,000	\$210,000
Executive Total	\$200,000	\$350,000	\$410,000	\$478,000	\$555,600
Extraction Manager	\$90,000	\$95,000	\$103,550	\$112,870	\$123,028
MIP's Production Manager	\$58,000	\$65,000	\$70,850	\$77,227	\$84,177
Marketing & Account Manager	\$0	\$70,000	\$75,000	\$80,000	\$85,000
Inventory & Compliance Manager	\$0	\$60,000	\$65,000	\$70,000	\$75,000
Management Total	\$148,000	\$290,000	\$314,400	\$340,096	\$367,205
Lab Lead Associate	\$52,000	\$54,600	\$57,330	\$60,197	\$63,206
Kitchen Lead Associate	\$52,000	\$54,600	\$57,330	\$60,197	\$63,206
Lead Associate Total	\$104,000	\$109,200	\$114,660	\$120,393	\$126,413
Operations Associate	\$35,360	\$36,421	\$37,513	\$38,639	\$39,798
Operations Associate	\$35,360	\$36,421	\$37,513	\$38,639	\$39,798
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Operations Associate	\$0	\$35,360	\$36,421	\$37,513	\$38,639
Operations Associate	\$0	\$0	\$36,421	\$37,513	\$38,639
Operations Associate	\$0	\$0	\$36,421	\$37,513	\$38,639
Operations Associate Total	\$141,440	\$216,403	\$295,737	\$304,609	\$313,747
Delivery and Logistics	\$0	\$35,360	\$36,421	\$37,513	\$38,639
Delivery and Logistics	\$0	\$35,360	\$36,421	\$37,513	\$38,639
Delivery and Logistics	\$0	\$0	\$36,421	\$37,513	\$38,639
Delivery and Logistics	\$0	\$0	\$36,421	\$37,513	\$38,639
Delivery and Logistics Total	\$0	\$70,720	\$145,683	\$150,054	\$154,555
Labor Total	\$593,440	\$1,036,323	\$1,280,480	\$1,393,152	\$1,517,520
Employee Benefits	\$178,032	\$310,897	\$384,144	\$417,946	\$455,256
Worker's Compensation	\$4,510	\$7,876	\$9,732	\$10,588	\$11,533
Employee Fees & Benefits Total	\$182,542	\$318,773	\$393,876	\$428,533	\$466,789
Personnel Total	\$775,982	\$1,355,096	\$1,674,356	\$1,821,685	\$1,984,309

Employee Training:

35 CMR 500.105(B) Marijuana Establishment Agent Training Marijuana Establishments shall ensure that all Marijuana Establishment Agents complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each Marijuana Establishment Agent, and at a minimum must include a responsible vendor program under 935 CMR 500.105(B). At a minimum, staff shall receive 8 hours of ongoing training annually.

TBI, will provide training upon hire in accordance with *935 CMR 500.105(B) Marijuana Establishment Agent* as well as at least 16 hours annually to each employee including but not limited to:

- Health, Safety, and Sanitation standards as required by the Cannabis Control Commission and Department of Public Health;
- Security procedures in accordance with 935 CMR 500.110;
- Confidentiality and all other provisions that apply to the individual's scope of employment
- All employees engaging in preparation of manufactured cannabis products for sale or distribution at a dispensing organization shall receive the following training upon hiring:
 - Servsafe
 - SERVSAFE Massachusetts Allergen Training Program
 - SERVSAFE Food Handler Program
 - SERVSAFE Food Protection Manager (Key Employees)
 - MA Good Food Manufacturing Training
 - TBI Good Practice Policy

VII. Sales Forecast

Sales to begin Winter 2019.

Based upon data provided by the Massachusetts Dept. of Public Health, in 2017 \$55,262,800 was generated in medical marijuana retail sales. According to the recent data as well as RMD operators, the current retail split is 65% flower 35% concentrate & MIPs. That would mean \$22,105,120.00 of sales revenue was created from these categories.

These sales were generated with less than 55,000 registered & active patients. On average these consumers are spending \$1,004.77 annually. Recent studies shows 17-21% of adults here in Massachusetts consume cannabis. This creates a potential customer base of 1,166,200-1,440,600 people. This doesn't account for the millions of tourists and legal-age students who visit and reside here annually. Projections based on these data points create a potential adult-use market demand of \$1.2B - \$1.4B, even utilizing the lower national average annual spend of \$647 per consumer this still equates to a \$755M - \$932M of potential sales in year 1 of the program. (based on current population 6,860,000)

T. Bear Inc. has structured its sales demand on a much more conservative model due to market factors such as challenging municipal approval, a lagging licensing process, and consumer's slowly transitioning purchasing habits to adult-use options. Due to these factors we project the market to initially be closer to 10X that of Medical Marijuana sales, an estimated \$552M. With an average spend of \$1,005 annually this creates a customer base of 550K people, or 8% of the population. Using the product split of 55% flower 45% concentrate & MIPs (current adult-use sales in MA), as well as 8% of the population, and an average spend of \$1,005 annually, an expected \$248.2M will be created in retail revenue for year one for concentrate and MIPs products.

With a 2X retail markup a \$124.1M wholesale demand for concentrates and MIPs will exist in year 1, T. Bear Inc. will capture at least 2% of this creating \$2,481,948 in revenue for the company.

T. Bear Inc. intends to capture market share through wide retail distribution, sales program development, and marketing & branding. T. Bear Inc. is actively pursuing retail partners throughout the commonwealth through development of relationships with existing RMD operators as well as new applicants & licensees. Further to these relationships TBI has entered into wholesale agreements and LIO's to solidify the foundation of wholesale purchasing agreements which will be finalized once T. Bear Inc. and its identified partners achieve operational status. In conjunction with securing marijuana feed material relationships, T. Bear,

Inc. has been diligent in securing shelf space by replicating this same process with retailers throughout the state, ensuring stability at both ends of the supply chain.

T. Bear, Inc. will create both consumer and industry advocates through strategic & influence campaigns. This will be done through actively participating and sponsoring in industry trade shows and events to build brand awareness, as well as events to grow market share such as adult-sports leagues. Providing on-site consumer education at retail partner locations highlighting the benefits of TBI products versus others in the marketplace. The creation of various branded collateral to hand out at sponsored events and at point of purchase including apparel and accessories. As well as leveraging social media campaigns and social influencers (food, lifestyle, nightlife, outdoors, athletes, musicians etc.) to extend brand reach. A heavy focus will be on Industry Education & Incentive Programs. Our goal is to become top of mind with retail employees throughout the State for the quality and consistency of our products as well as incentivising them to recommend and sell our products. This will be achieved through on-site training and education for dispensary staff and management on the benefits of TBI products and the development of a spiff program for retail dispensary sales agents, creating an incentive for them to sell our products by rewarding top sales agents with prizes.

In addition to developing strong supply chain relationships and sell-through retail advocates we will also implement a consumer rewards program focusing on creating brand loyalty as well collecting unique consumer data to tailor targeted campaigns based on spending habits, product interest, and geographically.

VIII. Financial Plan

TBI founders have contributed \$469,531 for business development needs. These funds have been utilized for site acquisition, municipal engagement, legal, consulting and administrative fees as well as state Provisional Licensing, architectural and site design and to commence construction. An additional \$380,000 has been raised from Friends and Family through a convertible note. T. Bear Inc. intends to raise additional investment funds to complete construction, purchase equipment and to provide operating capital. TBI is seeking to raise \$2 million through debt or equity deals.

TBI projects to generate revenue of \$2,481,948 in year 1. Shortly after 14 months TBI projects its break even point with expected revenue for year 2 to be over \$6.3 million with over \$300K in positive cash flow. Revenue in year 3 is projected to exceed \$12 million and a positive cash flow of over \$2 million.

Revenue and profit information for the first five years is summarized below:

T. Bear Inc. Summary 5 Year Pro Forma		Year 1	Year 2	Year 3	Year 4	Year 5
Revenue						
Extracts and Marijuana-Infused Products		\$2,481,948	\$6,380,572	\$12,055,831	\$19,258,353	\$28,240,777
Total Revenues		\$2,481,948	\$6,380,572	\$12,055,831	\$19,258,353	\$28,240,777
Cost of Goods						
Raw Material and Supplies		1,549,546	3,368,761	4,646,595	6,289,333	7,527,349
Labor		393,440	686,323	870,480	915,152	961,920
Packaging		205,369	443,388	858,893	1,444,233	2,219,903
Total Cost of Goods		\$2,148,355	\$4,498,472	\$6,375,968	\$8,648,718	\$10,709,171
Operating Expenses						
Rent & Utilities		81,500	90,625	102,828	118,075	137,284
Ongoing SG&A		715,501	1,133,537	1,457,592	1,783,641	2,180,675
Total Operating Expenses		\$797,001	\$1,224,162	\$1,560,420	\$1,901,716	\$2,317,959
Total Expenses		\$2,945,355	\$5,722,634	\$7,936,388	\$10,550,434	\$13,027,130
Total Operating Profit (EBITDA)		(\$463,407)	\$657,938	\$4,119,443	\$8,707,919	\$15,213,647
<i>Operating Profit %</i>		<i>-19%</i>	<i>10%</i>	<i>34%</i>	<i>45%</i>	<i>54%</i>
Capital Expenditures		759,500	35,400	626,000	35,400	35,400
Estimated Effective Tax Rate		37%	37%	35%	30%	27%
Free Cash Flow		(\$1,222,907)	\$379,101	\$2,051,638	\$6,060,144	\$11,070,563

Appendix

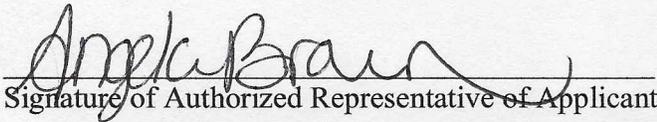
- 1: [Legal marijuana industry had banner year in 2018 with \\$10B worth of investments](#)
- 2: Walsh, C. (2017). *Marijuana business factbook 2017: exclusive financial data for cannabusinesses and major investors*. Pawtucket, RI: Marijuana Business Daily.
- 3: Dayton, T. (2017). *The State of Legal Marijuana Markets*. San Francisco, CA: ArcView Market Research.
- 4: <https://www.forbes.com/forbes/welcome/?toURL=https://www.forbes.com/sites/debraborchardt/2017/02/21/gummies-and-mints-are-hits-in-the-edible-marijuana-markets/2/&refURL=&referrer=#5bcc4972f917>
- 5: Consumers In CO and OR Go Their Own Way With Edibles. (2017, April 06). Retrieved <http://www.bdsanalytics.com/edibles-2/>
- 6: Spotlight: The State of Concentrates. (n.d.). Retrieved from <http://magazine.cannabisbusinesstimes.com/article/july-2017/spotlight-the-state-of-concentrates.aspx>
- 7: Headset Cannabis Market Insights. (2017, August). On the Come Up: Concentrates Category Shows Consistent Growth. Retrieved from <https://docsend.com/view/8re6w9h>
- 8: BDS analytics database portal
- 9: NCIA database
- 10: <https://finance.yahoo.com/news/ranked-apos-much-state-spend-125100381.html>

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

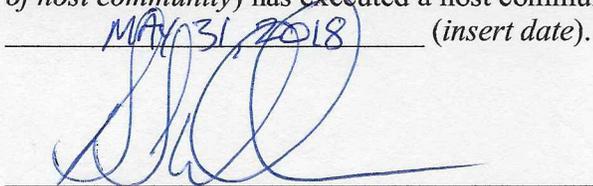
Applicant

I, Angela Brown, (*insert name*) certify as an authorized representative of T. Bear Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Wareham (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on May 31, 2018 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, DEEKE D. SULLIVAN, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for TOWN OF WAREHAM (*insert name of host community*) to certify that the applicant and TOWN OF WAREHAM (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on MAY 31, 2018 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community



T. BEAR INC

Attachment B

72 Tuttle St.
Boston, MA 02125
781-690-1950

April 23, 2018

Memorial Town Hall
54 Marion Road
Town Clerk's Office
Wareham, MA 02571

RECEIVED
11:25 AM
APR 23 2018
TOWN OF WAREHAM
TOWN CLERK

Re: T. Bear Inc. Community Outreach Meeting - 3103 Cranberry Highway, Wareham, MA 02538

To Whom It May Concern:

Notice is hereby given that T. Bear, Inc. is conducting a Community Outreach Meeting for a proposed Adult-use Marijuana Manufacturing facility scheduled for Friday May 4, 2018 at 5:00 PM. This meeting will be held at the Multi-Service Center room 320, 48 Marion Road. Wareham, MA 02571. The proposed Marijuana Manufacturer is anticipated to be located at 3103 Cranberry Highway, Wareham, MA 02538. T. Bear Inc. intends to provide information describing the proposed business, facility use, and opportunity for the public to ask questions.

Sincerely,

Angela Brown

President - T. Bear Inc.
(781) 690-1950
info@tbearinc.com

T. Bear, Inc.
Boston, MA 02125

Notice is hereby given that T. Bear, Inc. is conducting a Community Outreach Meeting for a proposed Adult-use Marijuana Manufacturing facility scheduled for Friday May 4, 2018 at 5:00 PM. This meeting will be held at the Multi-Service Center room 320, 48 Marion Road. Wareham, MA 02571. The proposed Marijuana Manufacturer is anticipated to be located at 3103 Cranberry Highway, Wareham, MA 02538. T. Bear Inc. intends to provide information describing the proposed business, facility use, and opportunity for the public to ask questions.



T. BEAR INC

72 Tuttle St.
Boston, MA 02125
(508) 274-3956

[REDACTED]

[REDACTED]

Re: T. Bear Inc. Proposed New Business - 3103 Cranberry Highway, Wareham, MA 02538

To Whom it May Concern:

This letter is to provide notice of a proposed new business at 3103 Cranberry Highway, Wareham, MA 02538. The prospective business will be an Adult-use Marijuana Manufacturing facility. A business to business (B2B) entity licensed to obtain, manufacture, process and package marijuana & marijuana products, to deliver marijuana and marijuana products to marijuana establishments and to transfer marijuana and marijuana products to other marijuana establishments, but not to consumers.

A Community Outreach Meeting has been scheduled for Friday May 4, 2018 at 5:00 PM. This meeting will be held at the Multi-Service Center room 320, 48 Marion Road. Wareham, MA 02571. This meeting will be to provide information describing the proposed business, facility use, and opportunity for the public to ask questions.

T.Bear Inc. is a manufacturing company focused on providing premium cannabis products to retailers throughout Massachusetts. With quality, integrity and consumer focus, T. Bear Inc. will provide the safest, most dependable products on the market, and lead the way forward through innovation, consumer insight, and constant improvement.

T. Bear Inc, has entered an agreement with the owners of 3103 Cranberry Highway, Wareham, MA 02538. The facility is approximately 8,000 square feet, comprised of the basement-level walkout unit. TBI will be making tenant improvements to the property including but not limited to; the development of cannabis processing and marijuana infused product manufacturing space, as well as security and infrastructure upgrades to support business operations. The premises shall be used as a marijuana processing and manufacturing facility, to include the processing and manufacturing of marijuana and marijuana products, including any and all uses ancillary thereto, including but not limited to storage, extraction, processing, maintenance, packaging, shipping, and any other cannabis-related activity permitted to marijuana product manufacturers by local ordinance and Massachusetts law.

T. Bear Inc. will be a fully licensed cannabis manufacturing & processing company. The company intends to utilize several techniques to harvest cannabinoids from the marijuana plant to create vaporizer and concentrate products. TBI will also produce Marijuana Infused Products



T. BEAR INC

72 Tuttle St.
Boston, MA 02125
(508) 274-3956

(MIPs) utilizing only the highest quality natural and organic food ingredients, focusing on baked goods and confections. All products will be prepared in a small batch continuous method. This will enable the highest level of care and quality control in the manufacturing processes on site.

All products will be certified for sale and use by a third-party independent licensed laboratory. All products will be prepared under State regulation for marijuana production, as well as State and local food safety and manufacturing standards. TBI will self-perform packaging and distribution of its products to wholesale and retail partners; all packaging will comply with Massachusetts law, and logistics will be performed under strict internal and State regulations. TBI will not perform any cultivation or retail operations at this facility, and will function purely in business to business capacity.

We hope you join us at the Community Outreach Meeting, Friday May 4, or contact us directly with any questions.

Sincerely,

Brian Cusick
Co- Founder - T. Bear Inc.

(508) 274-3956
brian@tbearinc.com

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Angela Brown, (insert name) attest as an authorized representative of T. Bear Inc (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on May 4, 2018 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 26, 2018 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on April 23, 2018 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 23, 2018 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Community Outreach Meeting Attestation Attachment A: Wareham Week (04.26.2018)

3. Documentation that the applicant has conducted a community outreach meeting consistent with the Commission's Guidance for License Applicant on Community Outreach within the six months prior to the application. The guidance document and certification forms can be found on our website at:

<http://mass-cannabis-control.com/wp-content/uploads/2018/04/Community-OutreachGuidance-and-Forms.pdf>. 935 CMR 500.101(1)(a)(9)(a-d) (required) Note: Please provide documentation that the notice placed in the Wareham Week was placed on April 26, 2018. The advertisement you submitted has a date of April 26, 2017.

Please find the below archive link to Wareham Week (04.26.2018). Note Volume 9 no. 13 was published Thursday, 04.26.2018. The cited issue is an omission unique to page 23, and not inherent to the published date of 04.26.2018. The notice was published within volume 9 no.13 with the notice date 04.26.2018 and a meeting date of May 4, 2018 an eight day notification period. <https://wareham-ma.villagesoup.com/edition/view/14658>

Please find the contact information for the publisher if further confirmation is required:

Anne Eisenmenger

Publisher

anne@beaverdampartners.com

508-717-9799



The image shows the front page of the 'Wareham Week' newspaper. On the left is the logo for 'Wareham VillageSoup.com', described as 'An online community at WarehamVillageSoup.com'. Below the logo is a section titled 'This week:' with a small photo of a group of people. The main title 'Wareham Week' is prominently displayed in large, bold, black letters. Below the title is the tagline 'ABOUT WAREHAM, FOR WAREHAM, BY WAREHAM RESIDENTS'. A yellow banner across the page reads 'VOL. 9, NO. 13 • TWENTY-FOUR PAGES • THURSDAY, APRIL 26, 2018' and 'FREE'. The main headline is 'Voters approve \$62 million budget' with a sub-headline 'Funds for pier plans OK'd after debate'. A photograph of two young girls is visible on the left side of the page.

Classifieds

To place a classified, please visit www.WarehamVillageSoup.com

HELP WANTED

Barnacle Bob's Lets get ready Summer Servers and Bartenders Wanted Call Wallace 774-678-4215 Nicole 508-291-3033

Bartender / Server at BB's Position open to help Chef Wallace as server in the Dining room/ Lounge and looking for Bartender for Bar Please call 508-330-0722

Real Estate for Rent

Office Space for Holistic Practitioners We are looking to rent shared/non-shared office space who would complement the successful modalities already located with the Wellness Center. Location, location, location. The Mattapoisett Wellness Center is located at 76 County Rd. (Route 6) Mattapoisett. Easy access off 195. 774-377-9692 jc@mattapoisettwellness.com

Services

CLEANING

Top Notch Errands and Cleaning Errand runs & home / office cleaning. For a full list of services visit us at topnotcherrandsandcleaning.com or call us at 508-863-2074

COMMUNITY

Low Cost Spay/Neuter For Felines A Helping Paw offers low-cost certificates for cat owners in need. Program is income based, and includes rabies & distemper vaccines. To see if you qualify please request an application at ahelpingpaw@aol.com.

CONSTRUCTION

Eric Cordeiro Electric For good work& reasonable prices, 24hr service, big& small jobs, will call back same day 5089954496

RP Construction Home improvement and repairs. New doors, windows, kitchen and bath remodeling. Licensed contractor. 40+ years experience. Call Rick. 508-799-0584

LANDSCAPE AND YARD WORK

Steve's Lawn Service mowing, aerating, dethatching, mulching, yard clean ups, hurricane clean ups, gutter cleaning, dump runs 508-221-1338

SERVICES

AFFORDABLE HAULING SINGLE ITEM TO COMPLETE HOME CLEANOUTS. LOCAL, FAST, FRIENDLY, PROMPT, PROFESSIONAL, RELIABLE, HONEST RATES, FULL SERVICE. MR. WASHINGTON www.capecodaffordablehauling.com 508-776-9628

Community Mini Storage-Affordable Storage for Every Need Come to Community Mini Storage, where we can meet all of your moving and storage needs in one convenient location! STORAGE - We offer affordable storage in a variety of sizes. Climate controlled units are available. U-HAUL - We rent U-Haul trucks, trailers, vans, and auto transports. MOVING SUPPLIES - We sell packing and shipping boxes, packing pads, bubble wrap, packing peanuts, wrapping paper, mattress covers, and more! SAVINGS - We regularly provide offers for ways to save on moving

and storage! Check our updates on Wareham Village Soup to find out about offers that can help you save on storage and truck rentals! For more information: VISIT US - 2370 Cranberry Highway, West Wareham, MA 02576 CALL - 508-291-0875 OUR WEBSITE - www.communityministorage.com 508-291-0875 cministorage@aol.com

Dave's Home Repair Carpentry & Home Repairs, Doors and Windows Installed, Roof Repairs, Gutter Cleaning, Yard Clean-ups, Interior and Exterior Painting, Pressure Washing, Snowplowing. 508-295-5320, or 774-454-4437 Repairmandave@aol.com

DUMP RUNS HOUSE, GARAGE AND CELLAR CLEANOUTS. BRUSH CUT AND HAULED AWAY. CALL G.C. 508-295-5079

EXPERIENCED CARPENTER!! NO JOB TOO SMALL, I HAVE YEARS OF EXPERIENCE. ONE CALL AND WE'LL FIX IT ALL. TOP TO BOTTOM HOME REPAIR, PROMPT RELIABLE SERVICE. CALL JOHN 508-209-4263

Matt's Auto Service NOW OPEN in WAREHAM After 19 years in Marshfield, Matt's Auto Service is now open in Wareham. Come see why so many families trust Matt at Matt's Auto Service, 17 Charge Pond Rd (774)678-7272

Seaside Handyman Service 508-648-8770 Trim work, cabinetry, painting, deck repair, installation of new fixtures seasidehandyman68@gmail.com

LEGAL ADVERTISEMENTS

TOWN OF WAREHAM CONSERVATION COMMISSION MEMORIAL TOWN HALL 54 MARION ROAD Wareham, Massachusetts 02571

NOTICE OF PUBLIC HEARING

Pursuant to the provisions of the Massachusetts Wetland Protection Act, General Laws Chapter 131, Section 40, and the Wareham Wetland Protective By-Law, Division VI, a public hearing will be held in Room 320, Wareham Multi-Service Center, 48 Marion Road, Wareham, MA on:

Wednesday, May 2, 2018 at 7:15 P.M.

on the Request for Determination of Applicability for:

Ann Saunderson
c/o G.A.F. Engineering, Inc.
266 Main Street
Wareham, MA 02571

To reset two wood piles on a pier for property located on Assessors Map 31, Lot 1008, 23 B Bourne Point Road, Wareham, MA

WAREHAM CONSERVATION COMMISSION
Kenneth Baptiste, Chairman

ZONING BOARD OF APPEALS
54 Marion Road
Wareham, MA 02571

NOTICE OF PUBLIC HEARING

The Zoning Board of Appeals will hold a public hearing on May 9, 2018 at 6:30 p.m. in Room 320

of the Wareham Multi Service Center, 48 Marion Road, Wareham, MA 02571 to consider Petition #12-18 for a Use Variance from the requirements of Article 3 Section 320, Article 14 Section 1460 of the Wareham Zoning By-Laws, to Wareham Family Dental, 108 High Street, Wareham, MA 02571, seeking to create a new dental office in a residential zone, located at 43 & 45 Sandwich Road, Wareham, MA (Assessors Map 45, Lots 1013, F46, F55B) in the MR-30 zoning district.

TOWN OF WAREHAM CONSERVATION COMMISSION MEMORIAL TOWN HALL 54 MARION ROAD Wareham, Massachusetts 02571

NOTICE OF PUBLIC HEARING

Pursuant to the provisions of the Massachusetts Wetland Protection Act, General Laws Chapter 131, Section 40, and the Wareham Wetland Protective By-Law, Division VI, a public hearing will be held in Room 320, Wareham Multi-Service Center, 48 Marion Road, Wareham, MA on:

Wednesday, May 2, 2018 at 7:15 P.M.

on the Notice of Intent for:

Greg Glavin/Brewer Onset Bay Marina
c/o CMG Environmental, Inc.
67 Hall Road
Sturbridge, MA 01566

To remove three gasoline & diesel marine fuel tanks & install one above-ground tank for property located on Assessors Map 3 & 3A-2, Lots 003-000-1014, 003A-002-0006, 003A-002-0015A, 3, 7, & 18 Green Street, Buzzards Bay, MA

WAREHAM CONSERVATION COMMISSION
Kenneth Baptiste, Chairman

TOWN OF WAREHAM CONSERVATION COMMISSION MEMORIAL TOWN HALL 54 MARION ROAD Wareham, Massachusetts 02571

NOTICE OF PUBLIC HEARING

Pursuant to the provisions of the Massachusetts Wetland Protection Act, General Laws Chapter 131, Section 40, and the Wareham Wetland Protective By-Law, Division VI, a public hearing will be held in Room 320, Wareham Multi-Service Center, 48 Marion Road, Wareham, MA on:

Wednesday, May 2, 2018 at 7:15 P.M.

on the Notice of Intent for:

Wayne Shaw
c/o Foresight Engineering, Inc.
518 County Road
West Wareham, MA 02576

To remove a deck/porch & construct a three-season room for property located on Assessors Map 46-A3, Lot 30, 46 Circuit Avenue, Wareham, MA

TOWN OF WAREHAM CONSERVATION COMMISSION MEMORIAL TOWN HALL 54 MARION ROAD Wareham, Massachusetts 02571

NOTICE OF PUBLIC HEARING

Pursuant to the provisions of the Massachusetts Wetland Protection Act, General Laws Chapter 131, Section 40, and the Wareham Wetland Protective By-Law, Division VI, a public hearing will be held in Room 320, Wareham Multi-Service Center, 48 Marion Road, Wareham, MA on:

Wednesday, May 2, 2018 at 7:15 P.M.

on the Request for Determination of Applicability for:

Reggie Flanders
26 Ames Island Road
Wareham, MA 02571

To construct a deck for property located on Assessors Map 31, Lot 5, 26 Ames Island Road, Wareham, MA

WAREHAM CONSERVATION COMMISSION
Kenneth Baptiste, Chairman

PUBLIC NOTICE T. BEAR Inc.

Notice is hereby given that T. Bear, Inc. is conducting a Community Outreach Meeting for a proposed Adult-use Marijuana Manufacturing facility scheduled for Friday May 4, 2018 at 5:00 PM. This meeting will be held at the Multi-Service Center room 320, 48 Marion Road, Wareham, MA 02571. The proposed Marijuana Manufacturer is anticipated to be located at 3103 Cranberry Highway, Wareham, MA 02538. T. Bear Inc. intends to provide information describing the proposed business, facility use, and opportunity for the public to ask questions.

First Notice: April 26, 2018

ZONING BOARD OF APPEALS
54 Marion Road
Wareham, MA 02571

NOTICE OF PUBLIC HEARING

The Zoning Board of Appeals will hold a public hearing on May 9, 2018 at 6:30 p.m. in Room 320 of the Wareham Multi Service Center, 48 Marion Road, Wareham, MA 02571 to consider Petition #12-18 for a Use Variance from the requirements of Article 3 Section 320, Article 14 Section 1460 of the Wareham Zoning By-Laws, to Wareham Family Dental, 108 High Street, Wareham, MA 02571, seeking to create a new dental office in a residential zone, located at 43 & 45 Sandwich Road, Wareham, MA (Assessors Map 45, Lots 1013, F46, F55B) in the MR-30 zoning district.

WarehamVillageSoup.com is Wareham Week online!

Plan to Remain Compliant with Local Zoning

I. Purpose

The purpose of this plan is to outline how T. Bear will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local bylaws for the physical address of our Marijuana Establishment at 3103 Cranberry Highway in Wareham, which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana; compliance with all local zoning by-laws. obtain and maintain the required Surety Bond as required pursuant to 935 CMR 500.105(16), or otherwise comply with this requirement.

II. Background

March 12, 2018 the Town of Wareham voted to allow Adult-Use marijuana establishments through two articles:

A. Article #1:

Add to Article 16 Definitions, before Medical Marijuana Treatment Cent, “**Marijuana Establishments** A marijuana cultivator, marijuana testing facility, marijuana product manufacturer, marijuana retailer or other type of licensed marijuana related business as defined according to State Regulations; 935 CMR 500.000, et seq., including any subsequent updates”

B. Article #2:

Rescind Zoning By-Laws, Article 3, Section 391, Medical Marijuana Treatment Centers and Section 392 , Marijuana Facilities and replace the following:

391. Medical Marijuana Treatment Center, also known as a Registered Marijuana Dispensary, as defined, and to the extent that such facilities are permitted under state laws and regulations, shall be allowed in Institutional (INS) zoning district.
392. Other Marijuana Establishments, to the extent that such facilities are permitted under state laws and regulations, shall be allowed by Special Permit in the Institutional (INS) and Industrial (IND) zoning districts, and in the Strip Commercial (CS) district east of Glen Charlie Road, Depot Street, and Great Neck Road.
393. The number of Marijuana Retailers shall be limited to a total of three (3) separate establishments within the town of Wareham
394. A minimum separation of 1,500 feet is required between Marijuana Retailers, but not including Marijuana Treatments Centers.
395. All Marijuana Establishments shall be in conformation with State regulations and licensing requirements for such establishments regarding buffers, access, and security.
396. All Marijuana Establishments shall be in conformation with the dimensional, intensity and setback requirements of the underlying zoning.
397. Signage for all Marijuana Establishments shall be in conformation with State regulations and licensing requirements for such establishments, and in conformation with Wareham Zoning By-Laws Article 11: Signs.

398. Use variances are not allowed for any Marijuana Establishment or Medical Marijuana Treatment Center

C. Amend the Zoning By-Laws, Article 3; Section 320 Table of Principle Use Regulations, to insert “Marijuana establishments” as a Special Permit Use ‘SPZ’ within the CS, INS, and IND districts, and prohibited “N” within all other districts, inserted as follows:

Principle Use	R130	R60	R30	MR30	WV1	WV2	OV1	OV2	CS	CG	CP	CNF	MAR	INS	IND
Marijuana Establishments	N	N	N	N	N	N	N	N	SPZ*	N	N	N	N	SPZ	SPZ

III. Plan

It is the intention of T. Bear Inc. to remain compliant with all relevant Zoning By-Laws:

391. Not Applicable: Not a Medical Marijuana Treatment Center; Not located in (INS) zone.

392. 3103 Cranberry Highway is located in the East Wareham Commercial Strip zone. Commercial Strip properties East of Glen Charlie Road, Depot Street, & Great Neck Road can be utilized by a Marijuana Establishments, the 3103 Cranberry Highway location meets this directive.

393. Not Applicable: Not a Marijuana Retailer

394. Not Applicable: Not a Marijuana Retailer

395. Wareham is utilizing the State suggested buffer zone put forth in 935 CMR 500.110(3) Buffer Zone: *“The property where the proposed Marijuana Establishment is to be located, at the time the license application is received by the Commission, is not located within 500 feet of a pre-existing public or private school providing education in kindergarten or any of grades one through 12”*; the facility at 3103 Cranberry Highway exceeds these requirements.

The facility security at the T. Bear Product Manufacturing Marijuana Establishment facility at 3103 Cranberry Highway in Wareham incorporates physical security elements, electronic security systems, manned security, and procedures to provide a comprehensive integrated secure environment that will deter and prevent unauthorized entrance into areas containing marijuana and theft of marijuana at the Marijuana Establishment. These security measures have been designed to protect the premises, T. Bear Agents and the public.

The security plans and systems have been designed and installed to be compliant will all the requirements of 935 CMR 500.000 et. seq. with particular attention to 935 CMR 500.110.

396. T. Bear Inc. will utilize the services of a licensed surveying engineer, and the service land-use attorney to remain in conformance with dimensional, intensity and setback requirements for the (CS) zone

397. Not Applicable: No signage is planned to be utilized at 3103 Cranberry Highway

Wareham location

398. Not Applicable: Use variance not needed for use of 3103 Cranberry Highway Wareham

- C. T. Bear Inc. will utilize the services of a licensed surveying engineer, licensed architect, and the service of a land-use attorney to remain compliant with local ordinances and by-laws related to securing the Special Permit Use from the TOWN of Wareham Zoning Board.

In addition to T. Bear remaining compliant with existing Zoning By-Laws; the CEO and General Council will continually engage with the Town of Wareham to remain up to date with local zoning ordinances and by-laws, to remain fully compliant.

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Organization (General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

FORM MUST BE TYPED

ARTICLE I

The exact name of the corporation is:

T. Bear, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

None.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	275,000	\$0.0001

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

None.

ARTICLE V

The restrictions, if any, imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

None.

ARTICLE VI

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

See Article VI in Exhibit A attached hereto, which Article VI is made a part hereof.

ARTICLE VII

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

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
72 Tuttle Street #1, Dorchester, MA 02125
- b. The name of its initial registered agent at its registered office:
Angela Brown
- c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Angela Brown

Treasurer: Angela Brown

Secretary: Brian Cusick

Director(s): Angela Brown, Brian Cusick, Donald J. Guzzetti

- d. The fiscal year end of the corporation:
12/31
- e. A brief description of the type of business in which the corporation intends to engage:
Any lawful purpose, including but not limited to promotion of wellness and related products and service.
- f. The street address of the principal office of the corporation:
72 Tuttle Street #1, Dorchester, MA 02125
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

72 Tuttle Street #1, Dorchester, MA 02125 _____, which is
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

Signed this 28th day of November, 2017 by the incorporator(s):

Signature: Angela Brown

Name: Angela Brown

Address: 72 Tuttle Street #1, Dorchester, MA 02125

EXHIBIT A

T. BEAR, INC.

ARTICLES OF ORGANIZATION

ARTICLE VI

6.1 The board of directors of this corporation (the "Board") may make, amend, or repeal the bylaws of this corporation (as such may be amended, the "Bylaws") in whole or in part, except with respect to any provision thereof that, by virtue of an express provision in Chapter 156D of the Massachusetts General Laws, as the same exists or may hereafter be amended, or any successor thereto ("Chapter 156D"), the articles of organization of this corporation, as the same exists or may hereafter be amended (these "Articles of Organization"), or the Bylaws, requires action by the shareholders of this corporation.

6.2 The number of authorized shares of any class or series of capital stock of this corporation, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto shall be set forth in these Articles of Organization or any amendment thereto approved by the Board. All or a specified number of directors of this corporation (each, a "Director") may be elected by the holders of one or more authorized classes or series of shares of capital stock of this corporation, as set forth in an amendment to these Articles of Organization. At any time after the initial issuance of shares of any class or series of capital stock of this corporation, the Board may reclassify any unissued shares of such class or series into one or more existing or new classes or series of capital stock of this corporation. Shares of any class or series of capital stock of this corporation may be issued as a share dividend in respect of shares of another such class or series.

6.3 Action required or permitted by Chapter 156D to be taken at a meeting of the shareholders of this corporation may be taken without a meeting if the action is taken by shareholders having not fewer than the minimum number of votes necessary to take such action at a meeting at which all shareholders entitled to vote on such action are present and voting.

6.4 If any provision of Chapter 156D would otherwise require the affirmative vote of more than a majority of the shares in any voting group of shareholders of this corporation for favorable action to be taken on a matter, favorable action may nevertheless be taken by vote of a majority of all the shares in such voting group entitled to vote on the matter.

6.5 To the maximum extent permitted by Chapter 156D, no Director shall be personally liable to this corporation for monetary damages for breach of fiduciary duty as a director of this corporation, notwithstanding any provision of law imposing such liability. No amendment to or repeal of the provisions of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any act or failure to act of such Director occurring prior to such amendment or repeal. If Chapter 156D is subsequently amended to further eliminate or limit the personal liability of directors or to authorize corporate action to further eliminate or limit such liability, then the liability of the Directors shall, without any further action of the Board or the stockholders of this corporation, be eliminated or limited to the fullest extent permitted by Chapter 156D.

6.6 To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of, and advancement of expenses to, (i) Directors, (ii) officers and agents of this corporation, and (iii) any other persons to whom or which Chapter 156D permits this corporation to provide indemnification.

6.7 The number of Directors that constitutes the entire Board shall initially be three (3), and thereafter shall be fixed in, or specified in accordance with, the Bylaws. This corporation may have as few as one or two Directors, notwithstanding the number of shareholders of this corporation.

6.8 The Directors may specify the manner in which the accounts of this corporation shall be kept and may determine (i) what constitutes net earnings, profits and surplus, (ii) what amounts, if any, shall be reserved for any corporate purpose, and (iii) what amounts, if any, shall be declared as dividends. Unless the Board otherwise specifies, the excess of the consideration for any share of capital stock with par value issued by this corporation over such par value shall be surplus. The Board may allocate to capital less than all of the consideration for any share of capital stock without par value issued by this corporation, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.

6.9 The purchase or other acquisition by this corporation of its own shares of capital stock shall not be deemed a reduction of its capital. Upon any reduction of capital or shares of capital stock, no shareholder of this corporation shall have any right to demand any distribution from this corporation, except as and to the extent that the shareholders shall have provided at the time of authorizing such reduction.

6.10 This corporation may enter into contracts or transact business with one or more of the Directors or its officers or stockholders, or with any corporation, organization or other concern in which one or more of the Directors, or its officers or stockholders, are directors, officers or stockholders or are otherwise interested and may enter into other contracts or transactions in which one or more of the Directors, or its officers or stockholders, are in any way interested. In the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such one or more of the Directors, or the officers or stockholders of this corporation, have or may have any interest that is or might be adverse to the interest of this corporation even though the vote or action of the Directors, or the officers or stockholders of this corporation, having such adverse interest may have been necessary to obligate this corporation upon such contract or transaction.

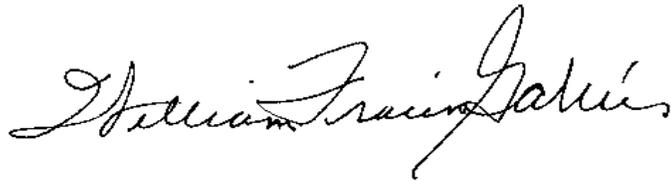
At any meeting of the Board (or of any duly authorized committee thereof) at which any such contract or transaction shall be authorized or ratified, any Director having such adverse interest may vote or act thereat with like force and effect as if such Director had no such interest, provided in such case that the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to the Directors. A general notice that a Director or officer is interested in any corporation, organization or other concern of any kind referred to above shall be a sufficient disclosure as to the interest of such Director or officer with respect to all contracts and transactions with such corporation, organization or other concern. No Director shall be disqualified from holding office as a Director or as an officer of this corporation by reason of any such adverse interest, unless the Board shall determine that such adverse interest is detrimental to this corporation. In the absence of fraud, no Director, and no officer or stockholder of this corporation, having such adverse interest shall be liable on account of such adverse interest to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director, officer or stockholder be accountable on such ground for any gains or profits realized thereon.

[remainder of page intentionally left blank]

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

November 28, 2017 12:40 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**Bylaws
of
T. Bear, Inc.**

Adopted on November __, 2017

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BYLAWS
OF
T. BEAR, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name of the corporation shall be as set forth in the articles of organization. The corporation shall have the purpose of engaging in any lawful business, unless a more limited purpose is set forth in the articles of organization. The powers of the corporation shall be all powers as set forth in the Massachusetts Business Corporation Act (the “Act”), unless more limited powers or restrictions on any powers are set forth in the articles of organization. The powers of the corporation’s directors and shareholders, or any class of shareholders if the corporation has more than one class of shares, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. In the event of any inconsistency between the articles of organization and these bylaws, the articles of organization shall be controlling. All references in these bylaws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time in effect.

ARTICLE II

SHAREHOLDERS

1. Annual Meeting.

Unless the date and time are determined by the board of directors as set forth below, the annual meeting of shareholders shall be held at 10:00 a.m. (Boston time) on the 2nd Wednesday of May in each year unless such date is a legal holiday or the board of directors has determined a different date and time for the annual meeting. If such date is a legal holiday, then the annual meeting shall be held at the same hour on the next succeeding business day not a legal holiday. If the board of directors determines the date and time for the annual meeting, the annual meeting shall be held on such date, at such time. The purposes for which an annual meeting is to be held include the election of directors and transacting such other business as may properly be brought before such meeting.

2. Special Meetings.

A special meeting of shareholders, including a special meeting held in lieu of the annual meeting, may be called at any time by the president or by the directors. Upon written application of one or more shareholders who hold in the aggregate at least ten percent (10%) of all votes, which written application or applications shall be signed and dated by such shareholders and shall state the purpose for which the meeting is to be held, a special meeting shall be called by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by any other officer. Each call of a meeting shall state the place, date, hour and purposes of the meeting.

3. Place of Meetings.

The place at which any special or annual meeting of shareholders shall be held shall be fixed by the board of directors. Meetings of shareholders may be held at any physical location in or outside Massachusetts. Any adjourned session of any meeting of the shareholders shall be held at the place designated in the vote of adjournment, or if no such place is designated, at the same place or by the same remote communication method as the adjourned meeting.

In addition, the board of directors may authorize any meeting to be held solely by remote communication with no fixed physical location, or may authorize that any shareholder or proxy not physically present at a meeting may participate in the meeting and be deemed present and entitled to vote. In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the corporation shall implement reasonable measures to provide such shareholders and proxies a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the corporation.

4. Record Date for Purpose of Meetings.

The directors may fix in advance a time not more than seventy (70) days before the date of any meeting of shareholders as the record date for determining the shareholders having the right to notice of and to vote at such meeting and any adjournment thereof. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which notice is given. If any meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, the directors shall fix a new record date.

5. Notice of Meetings.

Written notice of the place, day and hour of all meetings of shareholders shall be given by the secretary, the assistant secretary or an officer designated by the directors, at least seven (7) days but no more than sixty (60) days before the meeting, to each shareholder entitled to vote thereat and to each shareholder who, by the Act, under the articles of organization or under the bylaws, is entitled to such notice. Notice of an adjourned meeting shall be given only if a new record date is fixed, in which case notice shall be given to all shareholders as of the new record date. The notice of a meeting shall state the purposes of the meeting. At a special meeting of shareholders, only business within the purpose or purposes described in the meeting notice may be conducted. Notice may be given by leaving such notice with the shareholder or at his residence or usual place of business, by mailing it, postage prepaid, and addressed to such shareholder at his address as it appears in the books of the corporation, by facsimile telecommunication directed to a number furnished by the shareholder for the purpose, by electronic mail to the electronic mail

address of the shareholder as it appears in the books of the corporation, or by any other electronic transmission (defined as any process of communication that does not directly involve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction of information by the recipient). The corporation shall be entitled to rely on the address of a shareholder last notified to the corporation. In case of the death, absence, incapacity or refusal of the secretary, the assistant secretary or the officer designated by the directors, such notice may be given by any other officer or by a person designated either by the secretary or by the person or persons calling the meeting or by the board of directors. Whenever notice of a meeting is required to be given to a shareholder under any provision of the Act or of the articles of organization or these bylaws, no such notice need be given to a shareholder, if (a) a written waiver of notice, executed before or after the meeting by such shareholder or his attorney, thereunto authorized, is filed with the records of the meeting, or (b) such shareholder attends such meeting without protesting, prior to or at the meeting's commencement, the holding of the meeting or transacting business at the meeting.

6. Shareholders List for Meeting.

After fixing a record date for a meeting of shareholders, the secretary shall prepare an alphabetical list of all shareholders who are entitled to notice of the meeting. The shareholders list shall be available for inspection by any shareholder, his agent or attorney during the period beginning two days after notice of the meeting is given and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice or, if the meeting is to be held only by remote communication, on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. A shareholder or his agent or attorney may copy the list at the principal office at his own expense as permitted by the Act.

7. Quorum.

At any meeting of the shareholders, a majority in interest of all the shares issued, outstanding and entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, except that, if two or more voting groups are entitled to vote upon such question as separate voting groups, then, in the case of each such voting group, a quorum shall consist of a majority of the votes entitled to be cast by the voting group for action on that matter. Notwithstanding the foregoing, shareholders, by a majority of the votes properly cast upon the question whether or not a quorum is present, may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof, unless (a) the shareholder attends solely to object to lack of notice, defective notice, or the conduct of the meeting on other grounds, and does not vote the shares or otherwise consent that they are to be deemed present; or (b) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

8. Voting and Proxies.

Unless otherwise provided by the articles of organization, each shareholder shall have one vote for each share held by him of record on the record date and entitled to vote on the question or questions to be considered at any meeting of the shareholders according to the records of the

corporation. Shareholders may vote either in person or by proxy appointed by written appointment form signed by the shareholder or his attorney in fact. An appointment form shall be valid for the period stated therein, or, if no period is stated, for a period of eleven (11) months from the date the shareholder signed the form, or the date of its receipt by the secretary or his agent, if undated. Appointment forms shall be filed with the secretary or other officer or agent authorized to tabulate votes before being voted. Except as otherwise limited therein, appointment forms appointing proxies for a particular meeting shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting. An appointment form with respect to shares held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the appointment the corporation receives a specific written notice to the contrary from any one of them. An appointment form purporting to be executed by or on behalf of a shareholder shall be deemed valid unless challenged at or prior to its exercise.

9. Action at Meeting.

When a quorum of a voting group is present for the consideration of a matter at any meeting of the shareholders, favorable action on a matter, otherwise than the election of directors, is taken by the voting group if a majority in interest of the shares present in person or by proxy and entitled to vote on such question votes in favor of the action, except where a larger vote is required by the Act, the articles of organization or these bylaws. Any election of directors by a voting group shall be determined by a plurality of the votes cast by shareholders in the voting group present in person or by proxy at the meeting and entitled to vote in the election. No ballot shall be required for such election unless requested by a shareholder present in person or by proxy at the meeting and entitled to vote in the election. Shares of the corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the corporation owns, directly or indirectly, a majority of the voting interests. The corporation may, however, vote any shares, including its own shares, held by it, directly or indirectly, in a fiduciary capacity.

10. Action without Meeting.

Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting by all shareholders entitled to vote on the action, or if the articles of organization so provide, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting, as evidenced by written consents of such shareholders that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the corporation for inclusion with the records of meetings within sixty (60) days of the date of the earliest dated consent delivered to the corporation. The corporation must, at least seven (7) days before it takes any action in reliance on consent obtained in accordance with this provision, give written notice of its intended action to shareholders not entitled to vote on the action in any case where the Act would require such notice if the action were to be taken by voting shareholders at a meeting, and, if the action will be taken with less than unanimous consent, to all shareholders entitled to vote who did not consent to the action. Such notice shall be accompanied by the same material that the Act or these bylaws would require to be sent to such shareholders with a notice of meeting. The corporation may, for convenience, specify

an effective date for such consents, provided that the corporation shall not take action in reliance upon such consents except in compliance with the articles of organization and these bylaws.

11. Electronic Action.

Any vote, consent, waiver, proxy appointment or other action by a shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that allows the corporation to determine: (a) the date the transmission was sent; and (b) that the sender of the transmission was the relevant shareholder, proxy, or agent, or a person authorized to act on any such person's behalf. The date on which the electronic transmission was sent shall be considered the date on which it was signed.

ARTICLE III

DIRECTORS

1. Powers.

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors, subject to any limitation set forth in the articles of organization or in a shareholders' agreement. In particular, and without limiting the generality of the foregoing, the directors may from time to time issue all or any part of the unissued shares of the corporation authorized under the articles of organization, determine the number of authorized shares in any class or series, the distinguishing designation thereof, and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders. The directors may determine the consideration for which shares are to be issued and the manner of allocating such consideration between capital and surplus, and, before the corporation issues shares, shall determine that the consideration received or to be received is adequate. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

2. Election and Enlargement of Board.

The board of directors shall consist of at least one director. The first board shall consist of three directors. Thereafter, the board of directors shall consist of a number of directors not less than one and not more than five, and within such range, the number of directors shall be fixed from time to time by vote of a majority of the directors then in office or by the shareholders. The number of directors may be decreased or increased beyond such range only by vote of the shareholders. No director need be a shareholder.

3. Vacancies.

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the shareholders, by the board of directors, or if the directors remaining in office constitute fewer than a quorum, they may fill the vacancy by the vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected

by a voting group of shareholders, only the shareholders of that voting group or directors elected by that voting group are entitled to fill the vacancy.

4. Tenure.

Except as otherwise provided by the articles of organization or by these bylaws, each director shall hold office until the next annual meeting of shareholders or the special meeting in lieu of and thereafter until such director's successor is elected and qualified or until such director sooner dies, resigns, is removed or becomes disqualified.

5. Committees.

The directors may, by vote of a majority of all directors then in office, elect from their number an executive or other committees, provided however that if the articles of organization or these bylaws provide that the number of directors required to take board action is greater than a majority of all directors then in office, then the vote of such greater number shall be required to elect any committee. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the directors. The directors may delegate to any committee some or all of their powers except those which they are prohibited from delegating by any provision of law or by the articles of organization or these bylaws. Without limitation of the foregoing, a committee may not (a) authorize distributions; (b) approve or propose to shareholders action that is required by law to be approved by shareholders; (c) change the number of the board of directors, remove directors from office or fill vacancies on the board of directors; (d) amend the articles of organization; (e) adopt, amend or repeal the bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the board of directors.

6. Meetings.

Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given reasonable notice of the determination. Any or all of the directors may participate in a meeting of the directors or of a committee thereof by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting; and participation by such means shall constitute presence in person at any such meeting.

A regular meeting of the directors may be held immediately following the annual meeting of shareholders, or special meeting in lieu thereof, at the same place as such shareholders' meeting. Special meetings of the directors may be held at any time and place designated in a call of the meeting by the chairman of the board, if any, the president or two or more directors.

7. Notice of Special Meetings.

Notice of the date, time and place of all special meetings of the directors shall be given to each director by the secretary, or assistant secretary, or by the officer or one of the directors calling the meeting. Notice shall be given to each director in person, by telephone, voice mail, facsimile

telecommunication, telegram or other electronic means sent to his usual or last known business or home address or phone number or by electronic mail to the electronic mail address of the director as last notified to the corporation at least twenty-four (24) hours in advance of the meeting or by mailing it to either such business or home address at least forty-eight (48) hours in advance of the meeting. Notice need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting, prior to or at the meeting's commencement, the lack of notice to him. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

8. Quorum.

At any meeting of the directors, a quorum of the board of directors shall be a majority of the directors in office immediately before the meeting begins. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

9. Action at Meeting.

If a quorum is present when a vote is taken, the vote of a majority of the directors present is an act of the board of directors, unless the articles of organization or these bylaws require the vote of a greater number of directors.

10. Action by Consent.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors then in office consent to the action in a writing signed by each director, or by electronic transmission delivered to the corporation to the address specified by the corporation for the purpose or, if no address is specified, to the principal office of the corporation addressed to the secretary or other officer or agent having custody of the records of proceedings of directors, provided that such written consents and/or electronic transmissions shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when the last director signs or delivers consent, unless the consent specifies a different effective date. Consents given in accordance with this provision shall be treated as a vote of the directors for all purposes.

ARTICLE IV

OFFICERS

1. Enumeration.

The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers, if any, including a chairman and a vice chairman of the board of directors, one or more vice presidents, assistant treasurers and assistant secretaries, as the incorporators at their initial meeting or the directors from time to time may choose or appoint.

2. Appointment.

The president, treasurer and secretary shall be appointed annually by the directors at their first meeting following the annual meeting of shareholders or the special meeting in lieu thereof. Other officers, if any, may be appointed by the board of directors at such meeting or at any other time.

3. Vacancies.

If any office becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may choose a successor or successors, who shall hold office for the unexpired term, except as otherwise provided by the Act, by the articles of organization or by these bylaws.

4. Qualification.

The president may, but need not be, a director. No officer need be a shareholder. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

5. Tenure.

Except as otherwise provided by the articles of organization or by these bylaws, the president, treasurer and secretary shall hold office until the first meeting of the directors following the annual meeting of shareholders or the special meeting in lieu thereof, and thereafter until such officer's successor is chosen and qualified; and all other officers shall hold office until the first meeting of the directors following the annual meeting of the shareholders or the special meeting in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified.

6. Chairman and Vice Chairman of the Board.

A chairman or vice chairman of the board of directors shall have such powers as the directors may from time to time designate. Unless the board of directors otherwise specifies, the chairman of the board, or in his absence the vice chairman, shall preside at all meetings of the shareholders and of the board of directors. The chairman or vice chairman must be a director.

7. President and Vice President.

Except as otherwise determined by the directors, the president shall be the chief executive officer of the corporation and shall, subject to the direction of the directors, have general supervision and control of its business. Unless the board of directors otherwise specifies, in the absence of the chairman and vice chairman, if any, of the board of directors, the president shall preside, when present, at all meetings of shareholders and of the board of directors.

Any vice president shall have such powers as the directors may from time to time designate.

8. Treasurer and Assistant Treasurers.

The treasurer shall, subject to the direction of the directors, be the chief financial and accounting officer of the corporation, and shall have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, and books of account and accounting records. He shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to the corporation or its order, and to accept drafts on behalf of the corporation.

Any assistant treasurer shall have such powers as the directors may from time to time designate.

9. Secretary and Assistant Secretary.

Unless a transfer agent is appointed, the secretary shall keep or cause to be kept the share and transfer records of the corporation in which are contained the names of all shareholders and the record address and the amount of shares held by each. The secretary shall record all proceedings of the shareholders in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Such records shall be kept at the principal office of the corporation or at the office of its transfer agent or of the secretary and shall be open at all reasonable times to the inspection of any shareholder.

If a secretary is elected, he shall record all proceedings of the directors in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Any assistant secretary shall have such powers as the directors may from time to time designate. In the absence of the secretary from any meeting of the directors, any assistant secretary, or a temporary secretary designated by the person presiding at such meeting, shall record such proceedings.

10. Other Powers and Duties.

Each officer shall, subject to these bylaws, have in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to his office, and such duties and powers as the directors may from time to time designate.

ARTICLE V

RESIGNATIONS AND REMOVALS

1. Resignation.

Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the treasurer or the secretary or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

2. Removal of Director.

A director (including persons elected by directors to fill vacancies in the board) may be removed from office (a) with or without cause by majority vote of the shareholder voting group entitled to appoint such director, or (b) with cause by vote of the greater of a majority of the directors then in office or of the number of directors otherwise required to take an action of the board, except that if a director is appointed by a voting group of shareholders, only directors appointed by that voting group may vote to remove him. A director may be removed by the shareholders or the directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

3. Removal of Officer.

The directors may remove any officer at any time with or without cause.

4. No Right to Compensation.

No director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

ARTICLE VI

SHARES

1. Amount Authorized.

The total number of authorized shares shall be as fixed in the articles of organization.

2. Share Certificates; Statements for Uncertificated Shares.

Shares of the corporation may be certificated or uncertificated. Each shareholder shall be entitled to: (a) for certificated shares, a certificate of the shares of the corporation setting forth the number of shares and the class and the designation of the series in such form as shall, in conformity with law, be prescribed from time to time by the directors; and (b) for uncertificated shares, a written information statement setting forth the number of shares and the class and the designation of the series of the shares. Each certificate shall be signed by any two of the following officers: the president, any vice president, the treasurer, any assistant treasurer, the secretary or any assistant secretary, either by real or facsimile signatures, and may bear the corporate seal or its facsimile. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate or information statement for shares which are subject to any restriction on transfer pursuant to the articles of organization, the bylaws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate or information statement and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge. Every certificate or statement issued when the corporation is authorized to issue more than one class or series of shares shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge.

3. Transfers.

Subject to the restrictions, if any, stated or noted on the share certificates or information statements, shares may be transferred on the books of the corporation by: (a) for certificated shares, the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require; and (b) for uncertificated shares, by delivery to the corporation or its transfer agent of an instruction with a request to register a transfer properly executed by the transferring shareholder, and with such proof of authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by the Act, by the articles of organization or by these bylaws, the corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the corporation in accordance with the requirements of these bylaws.

4. Record Date for Purposes Other Than Meetings.

The directors may fix in advance a time not more than seventy (70) days preceding the date for the payment of any dividend or the making of any distribution to shareholders or the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to receive such dividend or distribution or the right to express such consent or dissent. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders shall be at the close of business on the day on which the board of directors acts with respect thereto.

5. Replacement of Certificates.

In case of the alleged loss or destruction or the mutilation of a share certificate, a duplicate certificate may be issued in place thereof, upon such terms as the directors may prescribe.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year.

The fiscal year of the corporation shall end on the date determined from time to time by the board of directors.

2. Seal.

The seal of the corporation, if any, shall, subject to alteration by the directors, consist of a flat-faced circular die with the word “Massachusetts”, together with the name of the corporation and the year of its organization cut or engraved thereon.

3. Registered Agent and Registered Office.

The corporation shall continuously maintain in Massachusetts: (a) a registered agent who may be an officer of the corporation or another individual, a domestic corporation or not-for-profit domestic corporation, or a foreign corporation or not-for-profit foreign corporation qualified to do business in Massachusetts; and (b) a registered office, which may, but need not be, the same as any of its places of business. The business office of the registered agent shall also be the registered office of the corporation. The corporation shall record any change of its registered office or registered agent by filing a statement of change with the Secretary of the Commonwealth.

4. Execution of Instruments.

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed on behalf of the corporation shall be signed by the chairman of the board, if any, the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

5. Voting of Securities.

Except as the directors may otherwise designate, the president or treasurer may waive notice of, act and appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of the shareholders, members or other constituent parties of any other corporation, organization or entity in which the corporation holds securities or other type of ownership interest.

6. Corporate Records to be Maintained and Available to All Shareholders.

The corporation shall keep in Massachusetts at the principal office of the corporation, or at an office of its transfer agent, secretary, assistant secretary or registered agent, a copy of the following records: (a) its articles of organization and bylaws then in effect; (b) resolutions adopted by the directors creating classes or series of shares and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding; (c) the minutes of all shareholders’ meetings, and records of all action taken by shareholders without a meeting, for the

past three years; (d) all written communications to shareholders generally during the past three years, including annual financial statements issued pursuant to the Act; (e) a list of the names and business addresses of its current directors and officers; and (f) its most recent annual report delivered to the Massachusetts Secretary of the Commonwealth. Said copies and records may be kept in written form or in another form capable of conversion into written form within a reasonable time. A shareholder is entitled to inspect and copy such records, during regular business hours at the office at which they are maintained, on written notice given at least five business days before the date he wishes to inspect and copy.

7. Indemnification.

The corporation shall, to the fullest extent permitted by law, indemnify each of its directors and officers (including persons who serve at its request as directors, officers, or trustees of another organization in which it has any interest as a shareholder, creditor or otherwise or in any capacity with respect to any employee benefit plan), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, if: (a) he conducted himself in good faith and in the reasonable belief that his conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation, and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (b) he engaged in conduct for which he shall not be liable under the articles of organization; provided, however, that the corporation shall not indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall be provided although the person to be indemnified is not currently a director, officer, partner, trustee, employee or agent of the corporation or such other organization or no longer serves with respect to any such employee benefit plan.

Notwithstanding the foregoing, no indemnification shall be provided unless a determination has been made that indemnification is permitted by law for a specific proceeding:

(a) if there are two (2) or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of whom for such purpose shall constitute a quorum, or by a majority of the members of a committee of two (2) or more disinterested directors appointed by vote; or

(b) by special legal counsel selected either (i) in the manner prescribed in clause (a) above, or (ii) if there are fewer than two (2) disinterested directors, by the board of directors, in which case directors who do not qualify as disinterested directors may participate in the selection; or

(c) by the holders of a majority of the corporation's outstanding shares at the time entitled to vote for directors, voting as a single voting group, exclusive of any shares owned by or voted under the control of any interested director or officer.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled; nothing contained in this section shall affect any rights to indemnification to which employees, independent contractors or agents, other than directors and officers, may be entitled by contract or otherwise under law. As used in this paragraph, the terms “director” and “officer” include their respective heirs, executors and administrators, and an “interested” director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Any repeal or modification of the foregoing provisions of this section shall not adversely affect any right or protection of a director or officer of the corporation with respect to any acts or omission of such director or officer occurring prior to such repeal or modification.

8. Advance of Expenses.

The corporation shall, before final disposition of a proceeding, and to the fullest extent permitted by law, advance funds to pay for or reimburse the reasonable expenses incurred by a director, officer or other person who is a party to a proceeding for which he would be or may be entitled to indemnification as set forth in these bylaws, provided that he delivers to the corporation a written affirmation of his good faith belief that he has met the relevant standard of conduct described in these bylaws, and his written undertaking to repay any funds advanced if he is not entitled to mandatory indemnification under applicable law and it is ultimately determined that he has not met the relevant standard for indemnification set forth in these bylaws.

9. Amendments to Bylaws.

These bylaws may at any time be amended by vote of the shareholders or may be amended by vote of a majority of the directors then in office, except that bylaw provisions dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the board of directors. Notice of any change to the bylaws by the directors, stating the substance of such change, shall be given to all shareholders entitled to vote on amending the bylaws not later than the time that notice of the shareholders’ meeting next following such change is required to be given.

10. Director Conflict of Interest.

A conflict of interest transaction is a transaction with the corporation in which a director has a material direct or indirect interest (an “Interested Director”). Without limiting the interests that may create conflict of interest transactions, a director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a “Related Party”), or if another entity of which he is a director, officer, or trustee or in which he holds another position is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

A conflict of interest transaction is not voidable by the corporation solely because of the director’s interest in the transaction if: (a) the material facts of the transaction and the director’s interest were disclosed or known to the board or a committee of the board, and the board or committee authorized, approved or ratified the transaction by the vote of a majority of the directors on the board or committee who have no direct or indirect interest in the transaction, but a

transaction may not be authorized, approved, or ratified by a single director; (b) the material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction by the vote of a majority of the shares entitled to vote or (c) the transaction was fair to the corporation. In the case of clause (b) above, shares owned by or voted under the control of any Interested Director or Related Party shall not be entitled to vote.



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



T BEAR INC
72 TUTTLE ST APT 1
DORCHESTER MA 02125-1436

000049

Why did I receive this notice?

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

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

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

What if I have questions?

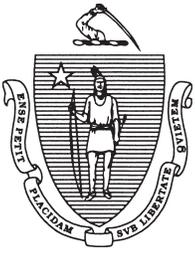
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: May 16, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,

T. BEAR, INC.

is a domestic corporation organized on **November 28, 2017** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18050328140

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:

		
	Policy:	Dispensing Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

Not Applicable

(T. Bear, Inc. is not a Medical Marijuana Treatment Center, existing RMD Applicant or a Marijuana Retailer)

T. Bear, Inc. holds a Product Manufacturer License in which we will only obtain, manufacture, process and package cannabis or marijuana products and to transfer these products to other Marijuana Establishments, but not to consumers. We will only transfer marijuana to Licensed Marijuana Establishments in compliance with 935 CMR 500.000 et. seq.

		
	Policy:	Diversity Plan Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

I. Intent

It is the policy of T. Bear to foster equitable opportunity for all employees and to promote the principles of diversity management that will enhance the level of effectiveness and efficiency of its programs. The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. T. Bear goal is to build a high-performing, diverse workforce based on mutual acceptance and trust. Being a woman majority owned company, T.Bear Inc’s founding team is committed to maintaining a workforce and environment which is diverse with regard to race/ethnicity, national origin, gender, age and sexual orientation. We are committed to hiring those best fit for the role.

T. Bear will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment

Any actions taken, or programs instituted by T. Bear will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure that T. Bear is a diverse and inclusive company that promotes a discrimination-free work environment and providing opportunities for all employees to use their diverse talents to support the company’s mission.

III. Goals

The goals that T. Bear is committed to achieving though this plan and our vision include;

1. Make the T. Bear workplace and management team as diverse as possible to include qualified employees with no regard to race, national origin, gender, age, disability, religion, sexual orientation, or any other non-merit factor.
2. Make the T. Bear workplace a safe, accepting, respectful, welcoming, comfortable and supportive place to work.
3. Include as our suppliers, contractors and wholesale partners businesses owned by minorities, women, veterans, people of all gender identities and sexual orientations, service disabled veterans, and by persons with disabilities.

		
	Policy:	Diversity Plan Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

IV. Recruitment and Hiring

T. Bear looks to recruit and hire diverse employees and plans to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations in the operation of our company. To promote diversity and equity T. Bear will;

1. Institute a “blind hiring” policy in which the personal information of the candidate is hidden from the hiring manager that could lead to unconscious (or conscious) bias about the candidate.
2. Human Resource training for Hiring Managers that address unconscious bias and cultural sensitivity. Training will take place upon hiring or promotion to a manager or higher role using the [Grovo](#) training platform. Continued training will be offered on an as needed basis.
3. Promote our Diversity Hiring policy on recruitment websites and on our social media presence.
4. Use job descriptions that are catered to and appeal to diverse candidates.
5. Engage with Industry trade groups, training companies and recruitment companies that promote diversity and inclusion.

IV. Inclusion

T. Bear is determined to provide a workplace that is diverse and inclusive. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal, which must be met, is to ensure that every employee, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. To ensure inclusion in our workplace T. Bear will;

1. Provide training to all managers and employees regarding inclusion in the workplace. Training will take place upon hiring using the [Grovo](#) training platform. Ongoing training will be provided as needed.
2. Implement our Non-Discrimination, Harassment and Retaliation Policy. This policy includes provisions for responding to complaints, discipline for non-compliance and evaluation of the circumstances to see if this plan needs improvements.
3. Engage with independent outside resources to evaluate and make suggestions regarding inclusion in the T. Bear workplace as needed.

V. Supplier Diversity Plan

T. Bear is committed to utilizing, to the extent possible, minority-owned, women owned, veteran owned, LGBTQ-owned, service disabled veteran owned, and business owned by persons with disabilities as suppliers, contractors and wholesale partners. T. Bear recognizes that sourcing products and services from previously under-used suppliers helps to sustain and progressively transform a company's supply chain, thus quantitatively reflecting the demographics of the community in which it operates by recording transactions with diverse suppliers.

		
	Policy:	Diversity Plan Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

1. T. Bear has a plan that focuses on and requires that the underrepresented business identified above are included and chosen, when possible, as our suppliers, contractors and wholesale partners. Please reference the Supplier Diversity Plan Policy.

VI. Evaluation

T. Bear realizes that any plan needs to be evaluated once it is implemented. We will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 3 goals.

1. As we recruit and hire employees the management team will evaluate the applicant pool and application to ensure that our recruitment policies are generating a diverse representation.
2. Periodically, the T. Bear management team will evaluate the workplace climate through observations, employee meetings and individual conversations with individual employees to ensure our workplace is a place of inclusion
3. At least once annually, the T. Bear management team will conduct a comprehensive evaluation of this plan that includes feedback from employees and stakeholders as to the effectiveness of the policy and to see if our goals are attained.
4. If, at any time, it is found that the plan is not reaching our goals the executive management team will convene a special working group to evaluate the plan and make the necessary changes. This group may include outside consultants and professionals.

		
	Title:	Supplier Diversity Plan Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

I. Intent

T. Bear is committed to utilizing, to the extent possible, minority-owned, women owned, veteran owned, LGBTQ-owned, service disabled veteran owned, and business owned by persons with disabilities as suppliers, contractors and wholesale partners.

It is the policy of T. Bear to foster an equitable opportunity for all suppliers and to promote the principles of diversity that will enhance the level of effectiveness and efficiency of its programs. T. Bear goal is to build a high-performing, diverse supplier and vendor database based on mutual acceptance and trust. Being a woman majority owned company, T.Bear Inc’s founding team is committed to maintaining an environment which is diverse with regard to race/ethnicity, national origin, gender, age and sexual orientation. We are committed to hiring those best fit for the role.

II. Purpose

T. Bear recognizes that sourcing products and services from previously under-used suppliers helps to sustain and progressively transform a company's supply chain, thus quantitatively reflecting the demographics of the community in which it operates by recording transactions with diverse suppliers.

III. Goal

The goals that T. Bear is committed to achieving this plan and our vision include;

1. Include as our suppliers, contractors and wholesale partners businesses owned by minorities, women, veterans, people of all gender identities and sexual orientations, service disabled veterans, and by persons with disabilities.

		
	Policy:	Maintaining Financial Records Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

I. Intent

To provide clear and concise instructions for T. Bear employees regarding the Maintenance of Financial Records that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our financial records are maintained in a compliant manner in compliance with all regulations and laws.

III. Policy

T. Bears' financial records will be kept and maintained according to generally accepted accounting principles. The CEO is responsible for all accounting responsibilities and has engaged the services of external Accountants, Financial Consultants and Tax Professionals to ensure proper accounting compliance. Once fully operational and needed, T. Bear will hire or engage as a contractor a bookkeeper with experience in business accounting to assist in the maintaining of these records. Once the business has grown and the needs are there, the company will hire a full-time CFO to join the company.

All T. Bear financial/business records will be available for inspection to the Commission upon request.

T. Bear will maintain all business records in Manual and electronic (computerized) form. These records include, but are not limited to;

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records T. Bear has incorporated the following into our business operations;

		
	Policy:	Maintaining Financial Records Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

1. T. Bear has engaged the services of a professional payroll and human resources company, Adaptive HR, to assist in Human resources management and payroll services for our employees
2. T. Bear has formed a banking relationship in Massachusetts to provide banking services for our company.
3. T. Bear is using a financial software program for all financial transactions.
4. T. Bear does not plan to make many cash transactions with other Marijuana Establishments. It is preferred that all transactions will be done through traditional banking transactions including checks, wire transfers or credit cards. In the event cash is transferred, it will be stored and transported to the bank in a safe and secure manner in compliance with 935 CMR 500.110 (5).
5. On an annual basis T. Bear has engaged the services of an independent certified public accountant who is experienced in the legal marijuana industry, to conduct a financial audit of the T. Bear finances (books).
6. T. Bear has engaged the services of an industry experienced tax professional for the filing of all required state and federal tax documents.

All records will be maintained in the safest manner including but not limited to a locked cabinet with limited access to the contents, password protected electronic files with limited access to the contents and consistent password maintenance.

		
	Title:	Personnel Policies
	Effective Date:	09.01.2019
	Author:	Angela Brown

I. Intent

T. Bear is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for T. Bear employees regarding Personnel Policies that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our personnel policies are compliant with all regulations and laws.

III. Personnel Records

T. Bear will Maintain the following Personnel Records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each T. Bear agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with T. Bear and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe manufacturing & processing conditions;
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.030.

These Personnel Records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files.

		
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Access to the electronic records will only be allowed to T. Bear Management agents who require access. as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet in a locked room accessible to only T. Bear Management agents who require access. These records will be made available for inspection by the Commission upon request.

IV. T. Bear Agents

All T. Bear board members, directors, employees, executives, managers and volunteers will register with the Commission as a T. Bear Marijuana Establishment Agent (“T. Bear Agent”). For clarity an employee means, any consultant or contractor who provides daily on-site services to T. Bear, Inc. related to the preparation, packaging, storage, or testing of marijuana and marijuana products.

All T. Bear Agents shall;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

T. Bear will submit to the Commission an application/background packet for every T. Bear Agent, this application will include;

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant’s driver’s license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a

		
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military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;

- c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant; and
7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
 8. Any other information required by the Commission.

The T. Bear COO will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom the T. Bear seeks a marijuana establishment agent registration, obtained within 30 days prior to submission.

T. Bear will notify the Commission no more than one (1) business day after a T. Bear agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

The Agent registration card is valid for one year from the date of issue, T. Bear will renew each T. Bear Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for a T. Bear Agent registration card, T. Bear will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

All T. Bear Agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

V. Background Checks

T. Bear will comply with all Background Check requirements in the regulations and any other sub-regulatory guidance issued by the Commission.

		
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Background Checks not included in the License Application Process - For all Marijuana Establishment Agent Registrations not included in the license application process T. Bear will submit Marijuana Establishment Agent applications for all required individuals. T. Bear will perform their own due diligence in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table C of 935 CMR 500.802.

VI. Equal Employment Policy

It is the policy of T. Bear to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

T. Bear expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, T. Bear will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on T. Bear operations. If you desire a religious accommodation, you are required to make the request in writing to your manager as far in advance as possible. You are expected to strive to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with T. Bear in seeking and evaluating alternatives.

Moreover, in compliance with the Americans with Disabilities Act (ADA), T. Bear provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. T. Bear may require medical certification of both the disability and the need for accommodation. Keep in mind that T. Bear can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is your responsibility to come forward if you are in need of an accommodation. T. Bear will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

VII. Anti-Harassment and Sexual Harassment Policy

T. Bear seeks to promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status or

		
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disability. Inappropriate interference with the ability of T. Bear 's employees to perform their expected job duties is not tolerated.

It is illegal and against T. Bear's policy for any employee, male or female, to harass another employee. Examples of such harassment includes making sexual advances or favors or other verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor, in any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. T. Bear will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

T. Bear will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.

T. Bear will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Department.

Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible.

Any employee who makes a complaint, or who cooperates in any way in the investigation of same, will not be subjected to any retaliation or discipline of any kind.

In addition to the above, if you believe you have been subjected to sexual harassment, you may file a formal complaint with either or both of the government agencies set forth below. Using our complaint process does not prohibit you from filing a complaint with these agencies. Each of the agencies has a short time period for filing a claim (EEOC - 300 days; MCAD - 300 days).

		
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The United States Equal Employment Opportunity Commission ("EEOC") One Congress Street, 10th Floor Boston, MA 02114, (617) 565-3200.

The Massachusetts Commission Against Discrimination ("MCAD") One Ashburton Place, Rm. 601, Boston, MA 02108, (617) 994-6000.

VIII. Americans with Disability Act

T. Bear strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. T. Bear judge’s individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. T. Bear will provide reasonable accommodations to any persons with disabilities who require them, who advise T. Bear of their particular needs. Information concerning individuals' disabilities and their need for accommodation will of course be handled with the utmost discretion.

IX. Drug and Alcohol Free Workplace

T. Bear is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace. Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on T. Bear's premises or while using T. Bear vehicles or equipment, or at any location during work time.

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Company social or business event. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom it is prescribed or in prescribed amounts. It also includes any substance a person holds out to another as an illegal drug.

Any violation of this policy will result in disciplinary action, up to and including termination.

Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.

		
	Title:	Personnel Policies
	Effective Date:	09.01.2019
	Author:	Angela Brown

X. Smoke Free Workplace

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

XI. Employee Assistance Policy

To help employees in circumstances where counseling services would be helpful, T. Bear will make an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

XII. Employee Diversion of Marijuana

If a T. Bear Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The CEO will immediately be notified. The CEO will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

XIII. Employee Handbook

T. Bear will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with T. Bear, Inc. These subjects will include, but not be limited to;

1. The T. Bear Mission
2. General Employment Policies
3. Employee Categories
4. Conflicts of Interest
5. Access to Personnel Files
6. Performance Evaluations
7. Hours of Work
8. Compensation
9. Benefits
10. Code of Conduct
11. Discipline
12. Training

		
	Policy:	Qualifications and Training Policy
	Effective Date:	09.01.2019
	Author:	Brian Cusick

I. Intent

T. Bear is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for T. Bear employees regarding the qualifications for employment and agent training that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that we only hire qualified Marijuana Establishment Agents and that our training process and curriculum are in compliance with all regulations and laws.

III. Qualifications for a T. Bear Marijuana Establishment Agent

The minimum requirements to become a T. Bear Marijuana Establishment Agent (“T. Bear Agent”) are outlined below. All T. Bear board members, directors, employees, executives, managers or volunteers will register with the Commission as a T. Bear Marijuana Establishment Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All T. Bear Agents must;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

		
	Policy:	Qualifications and Training Policy
	Effective Date:	09.01.2019
	Author:	Brian Cusick

T. Bear will develop a job description for all positions with the company. While all T. Bear Agents must meet the qualifications listed above, many of our positions will require additional qualifications depending on the required duties.

IV. Required Training for T. Bear Agents

Pursuant to 935 CMR 500.105(2)(a) T. Bear will ensure all T. Bear Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.

1. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom or online training on this day will include, but not be limited to;
 - a. Code of Conduct;
 - b. Marijuana Regulations;
 - c. Security and Safety;
 - d. Emergency Procedures/Disaster Plan;
 - e. Diversion of Marijuana;
 - f. Terminatable Offences;
 - g. Confidential Information;
 - h. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
 - i. Alcohol, smoke and drug-free workplace;
 - ii. Equal Employment Policy;
 - iii. Anti-Harassment and Sexual Harassment Policy;
 - iv. Americans with Disability Act;
 - v. Employee Assistance Policy; and
 - vi. Diversity Plan
2. After the initial training is complete agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized, on the job training (“OJT”) or through external training.
3. All T. Bear Agents will receive a minimum of 8 hours of training annually.
4. T. Bear will record, maintain and store documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place they received said training and the topics discussed, including the name and title of presenters. These records will be stored

		
	Policy:	Qualifications and Training Policy
	Effective Date:	09.01.2019
	Author:	Brian Cusick

in the Agents Personnel File. Training records will be retained by T. Bear for at least one year after agents' termination.

5. When implemented and available, T. Bear will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor"
 - a. After the responsible vendor designation is applied each T. Bear owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain designation as a "responsible vendor."
 - b. Although administrative employees who do not handle or sell marijuana are not required to take the responsible vendor program, T. Bear will allow and encourage them to attend on a voluntary basis.
 - c. T. Bear will maintain records of responsible vendor training program compliance for four years and make them available for inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

V. Additional Training

T. Bear will provide training and training opportunities to all of its employees. In addition to required training, T. Bear will encourage advanced training to all employees in the areas of Food Safety, Safe Marijuana Extraction Processes, and HACCP.

1. First Aid & CPR
2. All employees will be trained on basic food safety
 - a. Include basic food safety training as part of new employee orientation.
 - b. The sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food;
 - c. The sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments; and
 - d. The requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements
3. All employees engaged in the production and processing of any food/product will be trained and certified by the following, Always Food Safe Company, an ANSI accredited training and accreditation platform; in
 - a. Massachusetts Allergen Training Program
 - b. Food Handler Program

		
	Policy:	Qualifications and Training Policy
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4. Provide staff with at least bi-annual training on food safety, including food allergy awareness and HACCP.
5. Monthly in-service training.
6. Require all managers to be Certified Food Protection Manager (CFPM) by completing a SERVSAFE or similar nationally accredited food safety certification course.
7. Use outside resources, such as specialists, vendors, health department inspectors, or qualified trainers to provide food safety and HACCP training.
8. Observe staff to ensure they demonstrate food safety knowledge each day in the workplace.
9. Document the content of all training sessions and attendance.
10. File documentation in HACCP records.

		
	Policy:	Quality Control & Product Testing Policy
	Effective Date:	09.01.2019
	Author:	Brian Cusick

I. Intent

T. Bear is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for T. Bear employees on Quality Control and Testing that are in compliance with the Regulations

Superb quality control and testing of marijuana products are essential for the operation of the T. Bear Product Manufacturing Facility. T. Bear uses best industry practices when it comes to quality control and product testing, furthermore T. Bear will not produce any marijuana product that is a potentially hazardous food (PHF) or time/temperature control for safety food (TCS food).

II. General Requirements

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

T. Bear will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the Regulations. Prior to accepting any marijuana or marijuana products from a source Marijuana Establishment, T. Bear will view and confirm that the source products have been tested in accordance with the Regulations and will store and maintain the testing records.

All non-marijuana ingredients will be obtained from sources and/or companies that are in full compliance with all state and federal regulations.

All Products that T. Bear will sell or transfer to other Marijuana Establishment will be tested in accordance with the regulations and this policy.

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

		
	Policy:	Quality Control & Product Testing Policy
	Effective Date:	09.01.2019
	Author:	Brian Cusick

Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

T. Bear will not prepare, sell or otherwise transfer an edible marijuana products with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:

1. For a single serving of an edible marijuana products, five milligrams (5 MG) of active tetrahydrocannabinol (THC); and
2. In a single package of multiple edible marijuana products to be eaten, swallowed, or otherwise ingested, not more than 20 servings or one hundred milligrams (100 MG) of active THC.
3. The THC content must be homogenous, or evenly distributed throughout the edible marijuana products.

III. Quality Control - Standard Operating Procedures (SOP)

Facility:

1. The T. Bear product manufacturing facility (“the facility”) will be designed and constructed with safe food handling and sanitation in mind. All equipment in the facility will comply with the design and construction standards of appropriate nationally recognized standards and/or code requirements and bear the certification mark of an ANSI accredited organization (e.g. NSF, UL, ETL). **See Facility Policy.**

Pest Management:

1. It is the expectation that the facilities remain free of pests. Efforts will be made to ensure that if pests are found, they are controlled including use of a licensed pest control operator (PCO). **See Pest Management Policy.**

Sanitation:

All marijuana products will be prepared, handled, and stored in compliance with;

- The sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*;

		
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- The sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*; and
 - The requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*
1. Storage - All food, marijuana, marijuana products, and marijuana infused products (“products”), chemicals, and supplies should be stored in a manner that protects the quality and safety of products. **See Food & MIPs Storage Policy.** All food, marijuana, marijuana products, and marijuana infused products (“products”) will be packaged in a manner to ensure product safety. **See Packaging/Storing of Food & Marijuana Infused Products (MIPs) Policy.**
 2. Hand Washing - All personnel will follow proper handwashing practices to ensure the safety of all food, marijuana, marijuana products, and marijuana infused products (“products”). **See Hand Washing Policy.**
 3. Toilet Room - A toilet room shall be available for use by all workers. A soap dispenser and disposable towels shall be provided for hand washing in toilet rooms.
 4. Manual Cleaning and Sanitizing- All equipment items are washed, rinsed, and sanitized after each use. Procedures ensure proper water temperatures and chemical concentrations are used and there is no re-contamination of clean and sanitized ware. The ware washing sinks will be checked prior to use to ensure chemical concentrations or sanitizing temperatures are adequate. **See Manual Warewashing Policy.**
 5. Equipment Cleaning and Sanitizing Procedure - Equipment is washed, rinsed, and sanitized after each use to ensure the safety of marijuana, marijuana products, and MIPs produced. **See Equipment Cleaning and Sanitizing Policy.**
 6. Mechanical Cleaning and Sanitizing - For mechanical cleaning and sanitizing of equipment and utensils, a commercial dishwasher using a sanitizing agent will be used. All cutlery, flatware, dishes, molds, pots, pans, and utensils are washed, rinsed, and sanitized after each use. The machine for warewashing will be checked during each work day to ensure that it is functioning properly. **See Machine Warewashing—Chemical Sanitizing Policy.**

Personnel

1. Employee Health and Personal Hygiene Policy - All employees will communicate health concerns and maintain good personal hygiene practices for all food, marijuana,

		
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marijuana products, and marijuana infused products (“products”) safety. **See Employee Health and Personal Hygiene Policy.**

2. Glove and Utensil Use Policy - Gloves or utensils will be used for handling all marijuana, marijuana-products, foods, and marijuana-infused products (“products”). Gloves or utensils must be used at all times when there are cuts, sores, burns, or lesions on the hands of employees. **See Glove and Utensil Use Policy.**
3. Hand Washing Policy - All personnel will follow proper handwashing practices to ensure the safety of all food, marijuana, marijuana products, and marijuana infused products (“products”). **See Hand Washing Policy.**
4. HACCP- Hazard Analysis and Critical Control Point - T. Bear will implement a HACCP plan in accordance with the HACCP Principles & Application Guidelines issued by the FDA. This HACCP plan will address the processing, production and packaging of all marijuana products that T. Bear will manufacture. **See HACCP- Hazard Analysis and Critical Control Point Policy.**

IV. Training

1. T. Bear will provide training and training opportunities to all of its employees. In addition to required training, T. Bear will encourage advanced training to all employees in the areas of Food Safety, Safe Marijuana Extraction Processes and HACCP. **See Qualifications and Training Policy.**

V. Quality Assurance Procedure:

1. Quality Assurance/Quality Control Sampling
 - a. To insure that the items are filled within acceptable error some of the items are inspected. To determine how many items need to be inspected in the lot, the square root of the total number of products plus one or $(\sqrt{n})+1$ is used where n represents the total lot of items. For example if there are 100 items in the lot then $(\sqrt{(100)})+1 = 11$ items to be inspected.
2. Product Inspection
 - a. Products should be inspected for weight of total package, visual defects, correct labeling, and correct location. Data should be recorded in QA/QC chart with the respective lot number or identifying information.
3. Inspecting Laboratory Products

		
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- a. Laboratory products should be inspected for weight of total package visual defects, correct labeling, and correct location. Data should be recorded in QA/QC chart with the respective lot number or identifying information.

VI. Testing of Marijuana and Marijuana Products

T. Bear’s sampling and testing policies and procedures are compliant with the testing requirements outlined in 935 CMR 725.160 and the *“Protocol for sampling and analysis of finished medical marijuana products and marijuana-infused products for Massachusetts Registered Medical Marijuana Dispensaries”* published by DPH.

T. Bear will contract with a Licensed Independent Testing Laboratory to test all marijuana batches prior to packaging to ensure contaminant-free purity and correct dosage and potency. We have entered a contact with MCR Labs, located in Framingham, MA. MCR Labs methods and facilities are ISO-17025 accredited for marijuana testing and research. MCR Labs has been certified by the DPH and licensed by the Mass. CNB as a Registered Independent Cannabis Testing Laboratory in the Commonwealth of Massachusetts.

1. This testing lab will pick up and transport our testing samples to and from their lab. This transportation will comply with the T. Bear policies and procedures and 935 CMR 500.105(13) if applicable.
2. T. Bear will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
3. Any and all excess T. Bear marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the T. Bear Facility for disposal or by the Independent Testing Laboratory disposing of it directly.

T. Bear will not sell or otherwise market for adult use any Marijuana Product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department including, but not limited to:
 - a. Mold

		
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- b. Mildew
- c. Heavy metals
- d. Plant-Growth Regulators and Pesticides that are compliant with M.G.L. c. 132B and the regulations promulgated at 333 CMR 2.00 through 333 CMR 14.00.
- e. Bacteria
- f. Fungi
- g. Mycotoxins.

T. Bear will maintain the results of all testing for no less than one year.

T. Bear will arrange for testing to be conducted in accordance with the frequency required by the Department.

If a batch of marijuana fails a quality assurance test, it will be quarantined and stored away from other products and the CCC will be notified within 72 hours of these results. T. Bear will submit to the CCC upon their request, any information regarding contamination. The batch will be retested, remediated or destroyed as determined by Management.

Any and all excess marijuana left over from the testing process will be returned to the T. Bear facility and be disposed of pursuant to 105 CMR 725.105(J).

This policy will be available to T. Bear Inc. clients and consumers as requested. Any notifications indicating contamination that cannot be remediated will include a proposed plan for destruction of contaminated product and assessment of the source of contamination.

VII. Policy for Responding to Laboratory Results that Indicate Contaminant Levels are Above Acceptable Limits

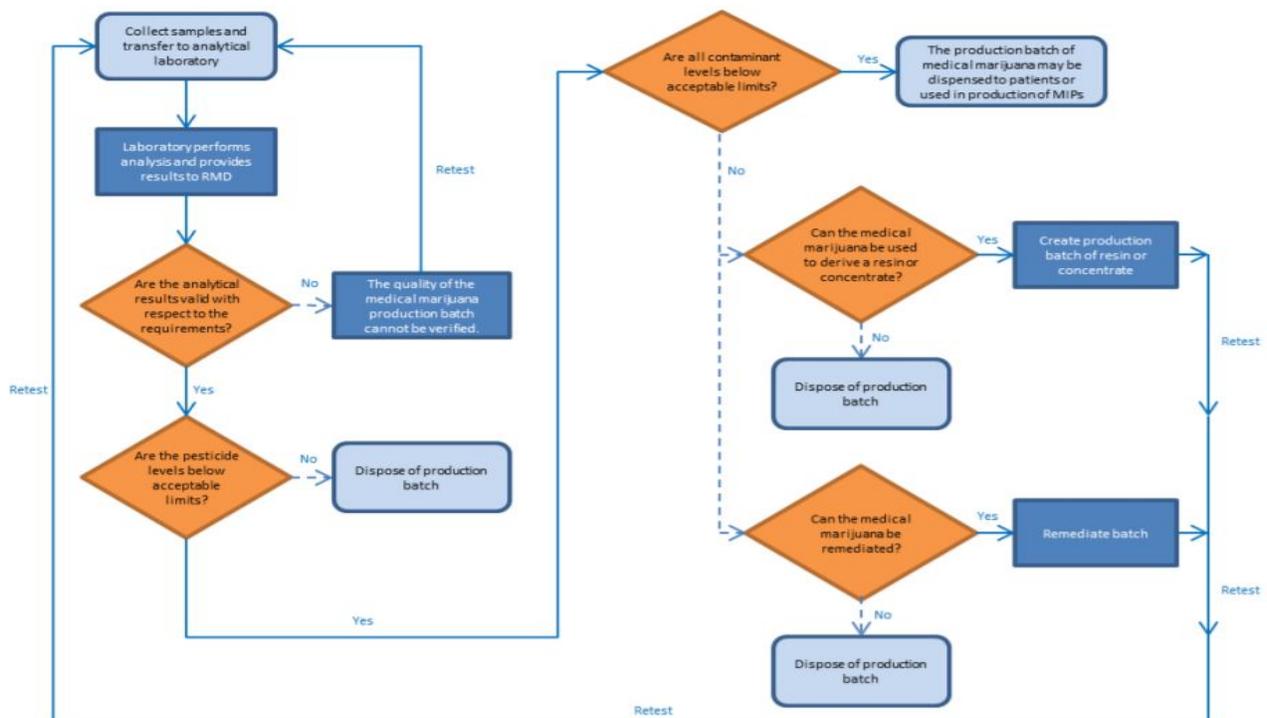
If a laboratory test result indicates that a T. Bear marijuana product sample has contaminant levels above the acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) T. Bear will:

1. Immediately segregate the production batch and evaluate next steps.
 - a. Using the flowchart below (*Actions in Response to Laboratory Analytical Results*), the Extraction Manager and CEO will determine whether to:
 - i. Retest the Production Batch
 - ii. Remediate the Production Batch
 - iii. Dispose of Production Batch

		
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2. If the test result indicates has a contaminant level for Pesticides that are above the acceptable limits the Production Batch will be immediately disposed of.
3. If it is determined that the Production Batch cannot be remediated, it will be disposed of.
4. In the case of disposal under 1 and 2 above the T. Bear Extraction Manager or CEO will:
 - a. Notify the Commission within 72 hours of the laboratory testing results indicating that the contamination cannot be remediated.
 - b. The notification to the Commission will describe the proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
5. In the case of any test result that indicates that a T. Bear marijuana product sample has contaminant levels above the acceptable limits, the Extraction Manager and CEO will conduct an assessment of the source of the contamination.
 - a. This extensive assessment will include investigating all possible sources of contamination including source products and ingredients, environmental conditions and employee factors.
 - b. The assessment should include a corrective action plan and be shared as a training tool with all production and processing agents.

Actions in Response to Laboratory Analytical Results



		
	Title:	Record Keeping Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

I. Intent

T. Bear is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for T. Bear employees regarding Record Keeping that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our Record Keeping Procedures are compliant with all regulations and laws.

III. Access to the Commission

T. Bear’s electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

IV. Types of Records

The following records will be maintained and stored by T. Bear and available to the Commission upon request:

1. Operating procedures as required by 935 CMR 500.105(1)
 - a. Security measures in compliance with 935 CMR 500.110
 - b. Employee security policies, including personal safety and crime prevention techniques
 - c. A description of the Marijuana Establishment’s hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - d. Storage of marijuana in compliance with 935 CMR 500.105(11);
 - e. Description of the various strains of marijuana to be processed or sold, as applicable, and the forms in which marijuana will be sold
 - f. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9)
 - g. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160
 - h. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - i. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;

		
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- j. Alcohol, smoke, and drug-free workplace policies
 - k. All confidential information, including employee personnel files will be maintained and secured using physical lock and key as well as strict and secure passwords for the electronic copies. Passwords will be updated often to ensure security.
 - l. Our policy is there will be immediate dismissal of any marijuana establishment agent who has:
 - i. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - ii. Engaged in unsafe practices with regard to the operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - iii. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
 - m. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual of the commission.
 - n. Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
 - o. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
 - p. Policies and procedures for energy efficiency and conservation that shall include:
 - i. Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - ii. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - iii. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - iv. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
2. Operating procedures as required by 935 CMR 500.130(5)

		
	Title:	Record Keeping Policy
	Effective Date:	09.01.2019
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- a. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
 - b. Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety;
 - c. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - d. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
 - e. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15); and
 - f. Policies and procedures for the transfer, acquisition, or sale of marijuana products between Marijuana Establishments.
3. Inventory records as required by 935 CMR 500.105(8); and
 4. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
 5. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - iv. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - v. Documentation of periodic performance evaluations;

		
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- vi. A record of any disciplinary action taken; and
- vii. Notice of completed responsible vendor and eight-hour related duty training.
- c. A staffing plan that will demonstrate accessible business hours and safe manufacturing conditions;
- d. Personnel policies and procedures; and
- e. All background check reports obtained in accordance with 935 CMR 500.030
- 6. Business records, which shall include manual or computerized records of:
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - d. Sales records including the quantity, form, and cost of marijuana products; and
 - e. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- 7. Waste disposal records as required under 935 CMR 500.105(12); and
- 8. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- 9. Responsible vendor training program compliance records.
- 10. Vehicle registration, inspection and insurance records.

All records will be kept and maintained by T. Bear in a secure manner, both in person and electronically. Access to these records will only be accessible to those T. Bear Agents who require access as a part of their job duties.

		
	Title:	Restricting Access to Persons 21+ Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

I. Intent

T. Bear’s product manufacturing operations will be compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

III. Definitions

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Visitor means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old**.

IV. Responsibilities

The T. Bear Management team is responsible for ensuring that all persons who enter our Marijuana Establishment or are otherwise associated with the operations of T. Bear are over the age of 21.

V. Access to our Marijuana Establishment

The T. Bear facility located at 3103 Cranberry Highway, Wareham MA allows only the following individuals access to our facility. For the purposes of this Policy the term facility also refers to any vehicle owned or leased or otherwise used by T. Bear for the transportation of Marijuana;

1. T. Bear Agents (including board members, directors, employees, executives, managers, or volunteers)
 - a. Must have a valid Agent Registration Card issued by the Commission;
 - b. All T. Bear Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card; and

		
	Title:	Restricting Access to Persons 21+ Policy
	Effective Date:	09.01.2019
	Author:	Angela Brown

2. Visitors (including outside vendors and contractors)
 - a. Prior to being allowed access to our facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - i. If there is any question as to the visitor's age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access;
 - b. After the age of the visitor is verified they will be given a Visitor Identification Badge
 - i. The Badge must be displayed on the person(s) at all times;
 - c. Visitors will be escorted at all times by a T. Bear Agent authorized to enter the limited access area; and
 - d. Visitors will be logged in and out of our facility and must return the Visitor Identification Badge upon exit.
 - i. The visitor log will be available for inspection by the Commission at all times.
3. Access to the Commission, Emergency Responders and Law Enforcement.
 - a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:
 - i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
 - ii. Representatives of other state agencies of the Commonwealth; and
 - iii. Emergency responders in the course of responding to an emergency.
 - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
 - b. Individuals described in i-iv above will be granted immediate access to our Marijuana Establishment.

		
	Policy:	Separating Recreational from Medical Operations
	Effective Date:	09/01/2019
	Author:	Angela Brown

Not Applicable

T. Bear is not a Medical Marijuana Treatment Center or Existing RMD

Plan to Positively Impact Areas of Disproportionate Impact

T. Bear Inc. will be located within the disproportionately affected community of Wareham. Our business operations will provide this community with revenue, long term employment opportunities, local partnerships, and charitable donations and volunteer hours. T. Bear will also strive to attain “Social Justice Leader Status.”

T. Bear has completed a Host Community Agreement with the town of Wareham including provisions for payment of funds to the Town for impact fees related to our business and operations. We will give priority preference to qualified Wareham residents when hiring and will engage the local community first when open positions become available. Annual charitable donations will be made to Wareham based non-profit organizations as well as volunteer hours to non-profit organizations and the town of Wareham. T. Bear will work with the town officials and community leaders to help make Wareham the best community to live, work, and visit in Massachusetts.

T. Bear will also make a concerted attempt to source our business partners, suppliers and contractors from the Town of Wareham or from other areas of disproportionate impact.

This plan outlines three areas where T. Bear will positively impact the Town of Wareham and its citizens.

1. Revenue;
2. Employment;
3. Charitable Giving;
4. Social Justice Leader Status; and
5. Preference to Local Business Partners

REVENUE

Goals: To be a continuous revenue source for the Town. In years 1-5 T. Bear will make payments to the Town by way of a “Community Impact Fee” that is outlined in the executed Host Community Agreement (“HCA”).

Programs: T. Bear has executed an HCA with the Town of Wareham which calls for the maximum allowable “Community Impact Fee.” This fee is based up to 3% of our gross sales and will be used by the Town to mitigate any impact that our operation creates.

Measurement and Accountability: T. Bear will make these payments as outlined in the HCA with the Town. These payments required and legally binding. T. Bear is committed to making its obligated payments and the CEO and COO will ensure these payments are made on time and in compliance with the HCA.

EMPLOYMENT

Goals: To source the majority of our employees from the Town of Wareham or other areas of disproportionate impact or who are Massachusetts residents who have a past drug conviction or have parents or spouses who have a past drug conviction.

- Year 1 Goal: To have 30% of our workforce meet the above criteria.
- Year 2 Goal: To have 50% of our workforce meet the above criteria.
- Year 3-Ongoing Goal: To have greater than 50% of our workforce meet the above criteria.

Programs- Target Wareham residents for all job opportunities within our company. These postings will outline this plan and our diversity plan and will specifically encourage candidates that have a past drug conviction or have parents or spouses who have a past drug conviction to apply. Specifically, we will:

- We will engage with Greater New Bedford Career Center and the Plymouth Career Center which are Massachusetts One Stop Career centers that serve the Town of Wareham. We will also partner with Community Connections which offer services for adults with disabilities. T. Bear will post all job posing through these agencies and will engage in job fairs and other services that they offer.
- We will engage with and post all employment opportunities with the Cape Cod Canal Region Chamber of Commerce and other organizations that offer job postings.
- Candidates from Wareham will be given preference for open positions.

Measurement and Accountability- At the end of each year of operation we will conduct an analysis and create a report on the demographics of our workforce that will include the number and percentage of employees who are past or present residents of Wareham or other areas of disproportionate impact and/or are Massachusetts residents who have a past drug conviction or have parents or spouses who have a past drug conviction.

This analysis will include whether we have met the goals outlined in this plan. If these goals are not met, the programs will be evaluated, and a determination will be made if changes need to be made.

CHARITABLE GIVING

Goals: T. Bear will make monetary and time donations to the following organizations on an ongoing basis. The amounts of these donations have not been determined. Once the company is stable in its finances and fiscal projections are more solid, these donations will increase.

- Year 1 Goal: Minimum Donation \$1,500.00 and 25 volunteer hours.
- Year 2 Goal: Minimum Donation \$3,000.00 and 50 volunteer hours.
- Year 3-Ongoing Goal: Minimum Donation \$6,000.00 and 75 volunteer hours.

Programs: Monetary and Time donations to be made to the organizations, or similar organizations below:

1. Social Equity Training and Technical Assistance Fund
2. Community Connections
3. Don't Trash Wareham
4. Wareham Boys & Girls Club

Measurement and Accountability: At the end of each year T. Bear will conduct an analysis and create a report on the amounts and percentages of donations, other financial support and the amount of time

that we have given to the programs outlined above. Taking into account the financial status of the company the following years goal may be amended.

SOCIAL JUSTICE LEADER

Goals: T. Bear is committed to attaining Social Justice Leader status pursuant to 935 CMR 500.040(3)(a) by Year Three. Once our fiscal projections are solidified and determine that the one percent of gross revenue required for this rating will not destabilize the company fiscally, we will make this required donation.

We are looking to engage with Massasoit Community College or other educational institutions or organizations for the purposes holding educational seminars in Marijuana Product manufacturing and Marijuana Business Training. These seminars will be targeted to Wareham Residents.

Programs: To attain this leadership rating T. Bear is committed, by year three, to meet the following criteria.

- In the preceding year one percent of our gross revenue is donated to the Social Equity Training and Technical Assistance Fund; and
- In the preceding year we have conducted 50 hours of educational seminars targeted to the residents of Wareham or other areas of disproportionate impact in marijuana product manufacturing or marijuana business training.

Measurement and Accountability: By the end of the second year of operations we will evaluate the company's ability to fulfill the criteria outlined above. At this time the financial status of the company must be analyzed to see if we will be able to fulfill the required donation to the Social Equity Training and Technical Assistance Fund. The process and programs needed to fulfill criteria 2 should be in place ensuring our ability to meet these criteria.

PREFERENCE TO LOCAL BUSINESS PARTNERS

Goals: To the extent possible T. Bear will engage with suppliers, contractors and business partners who are past or present residents of Wareham or other areas of disproportionate impact or are Massachusetts residents who have a past drug conviction or have parents or spouses who have a past drug conviction. Furthermore, we will prioritize our industry relationships with Marijuana Establishments that are located in Wareham, Economic Empowerment priority applicants, Social Equity Program participants or have attained Social Justice Leader rating from the Commission.

Year 1 Goal: 10.4% of our building contractors and non-marijuana suppliers and 5% of our marijuana suppliers meet the above criteria.

Year 2 Goal: More than 12.4% of our contractors and non-marijuana suppliers and 7% of our marijuana suppliers meet the above criteria.

Year 3 and ongoing Goal: More than 15% of our contractors and non-marijuana suppliers and 10% of our marijuana business partners meet the above criteria.

Programs: T. Bear will proactively seek contractors and suppliers who meet the above criteria. When seeking bids for services we will provide this plan to prospective bidders and identify the priority criteria.

When engaging with other Licensed Marijuana Establishments we will ask for documentation as to their Economic Empowerment priority applicant status, Social Equity Program status and Social Justice Leader rating status. Priority will be given to these companies in sourcing products and services needed by T. Bear Inc.

Measurement and Accountability: At the end of each year of operation we will conduct an analysis and create a report on the demographics of our contractors, suppliers and business partners that will include the number and percentage who are past or present residents of Wareham or other areas of disproportionate impact or are Massachusetts residents who have a past drug conviction or have parents or spouses who have a past drug conviction, Marijuana Establishments that are Economic Empowerment priority applicants, Social Equity Program participants or have attained Social Justice Leader rating from the Commission.

This analysis will include whether we have met the goals outlined in this plan. If these goals are not met, the programs will be evaluated, and a determination will be made if changes need to be made.