Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Cultivator

General Information:

License Number: MC281276

Original Issued Date: 02/07/2019

Issued Date: 01/16/2020

Expiration Date: 02/07/2021

Payment Received: $10000 **Payment Required:** $22500

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Apothca, Inc

Phone Number: 305-741-6540 **Email Address:** joseph@artcangroup.com

Business Address 1: 99 Development Rd **Business Address 2:**

Business City: Fitchburg **Business State:** MA **Business Zip Code:** 01420

Mailing Address 1: 99 Development Rd **Mailing Address 2:**

Mailing City: Fitchburg **Mailing State:** MA **Mailing Zip Code:** 01420

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RPA201880

RMD INFORMATION

Name of RMD: Apothca, Inc

Department of Public Health RMD Registration Number: 025

Operational and Registration Status: Obtained Final Certificate of Registration, but is not open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Executive / Officer **Other Role:** CFO, Treasurer, Director

First Name: Andrew **Last Name:** Young **Suffix:**

Gender: Male **User Defined Gender:**

What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the Board of Directors

First Name: Rachmil **Last Name:** Lekach **Suffix:**

Gender: Male **User Defined Gender:**

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the Board of Directors

First Name: Moshe **Last Name:** Bleich **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 4

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the Board of Directors

First Name: Corey **Last Name:** Cutler **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 5

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the Board of Directors

First Name: Leon **Last Name:** Nitka **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

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 **Percentage of Ownership:**

Entity Legal Name: Artcan, LLC **Entity DBA:** **DBA**

City:

Entity Description: Holding Company

Foreign Subsidiary Narrative:

Entity Phone: | **Entity Email:** | **Entity Website:**

Entity Address 1: | **Entity Address 2:**

Entity City: | **Entity State:** | **Entity Zip Code:**

Entity Mailing Address 1: | **Entity Mailing Address 2:**

Entity Mailing City: | **Entity Mailing State:** | **Entity Mailing Zip Code:**

Relationship Description: Artcan is the sole member of Apothca, Inc ("Apothca"), a not-for-profit, and is the source of debt capital for Apothca. Artcan LLC holds no equity in Apothca as Apothca is a not-for-profit.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Joseph | **Last Name:** Lekach | **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Chief Executive Officer, Chief Operating Officer, and President for Apothca, Inc.
President of Artcan LLC

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Artcan LLC | **Entity DBA:**

Email: joseph@artcangroup.com | **Phone:** 305-741-6540

Address 1: 2001 Tyler St | **Address 2:** STE 5

City: Hollywood | **State:** FL | **Zip Code:** 33020

Types of Capital: Debt | **Other Type of Capital:** | **Total Value of Capital Provided:** $3000000 | **Percentage of Initial Capital:** 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Artcan LLC | **Owner Last Name:** | **Owner Suffix:**

Entity Legal Name: Artcan IP LLC | **Entity DBA:**

Entity Description: Holder of marijuana-related trademarks

Entity Phone: 305-741-6540 | **Entity Email:** joseph@artcangroup.com | **Entity Website:**

Entity Address 1: 1955 Tyler Street | **Entity Address 2:**

Entity City: Hollywood | **Entity State:** FL | **Entity Zip Code:** 33020 | **Entity Country:** USA

Entity Mailing Address 1: 1955 Tyler Street | **Entity Mailing Address 2:**

Entity Mailing City: Hollywood | **Entity Mailing State:** FL | **Entity Mailing Zip Code:** 33020 | **Entity Mailing Country:** USA

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Artcan LLC | **Owner Last Name:** | **Owner Suffix:**

Entity Legal Name: Artcan Licensing LLC **Entity DBA:**

Entity Description: Entity used for licensing IP with marijuana-related business

Entity Phone: 305-741-6540 **Entity Email:** joseph@artcangroup.com **Entity Website:**

Entity Address 1: 1955 Tyler Street **Entity Address 2:**

Entity City: Hollywood **Entity State:** FL **Entity Zip Code:** 33020 **Entity Country:** USA

Entity Mailing Address 1: 1955 Tyler Street **Entity Mailing Address 2:**

Entity Mailing City: Hollywood **Entity Mailing State:** FL **Entity Mailing Zip Code:** 33020 **Entity Mailing Country:** USA

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Artcan LLC **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: VillageDPC, LLC **Entity DBA:**

Entity Description: Applicant entity for marijuana businesses

Entity Phone: 305-741-6540 **Entity Email:** joseph@artcangroup.com **Entity Website:**

Entity Address 1: 1955 Tyler Street **Entity Address 2:**

Entity City: Hollywood **Entity State:** FL **Entity Zip Code:** 33020 **Entity Country:** USA

Entity Mailing Address 1: 1955 Tyler Street **Entity Mailing Address 2:**

Entity Mailing City: Hollywood **Entity Mailing State:** FL **Entity Mailing Zip Code:** 33020 **Entity Mailing Country:** USA

Business Interest in Other State 4

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Artcan LLC **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: AC Oregon LLC **Entity DBA:**

Entity Description: Holding Company; owner of AC Eugene LLC

Entity Phone: 305-741-6540 **Entity Email:** joseph@artcangroup.com **Entity Website:**

Entity Address 1: 5200 SW MacAdam Avenue **Entity Address 2:** Suite 500

Entity City: Portland **Entity State:** OR **Entity Zip Code:** 97239 **Entity Country:** USA

Entity Mailing Address 1: 1955 Tyler Street **Entity Mailing Address 2:**

Entity Mailing City: Hollywood **Entity Mailing State:** FL **Entity Mailing Zip Code:** 33020 **Entity Mailing Country:** USA

Business Interest in Other State 5

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Artcan LLC **Owner Last Name:** **Owner Suffix:**

Entity Legal Name: AC Eugene LLC **Entity DBA:**

Entity Description: Operating state-legal marijuana business

Entity Phone: 305-741-6540 **Entity Email:** joseph@artcangroup.com **Entity Website:**

Entity Address 1: 1211 Alder Street **Entity Address 2:**

Entity City: Eugene **Entity State:** OR **Entity Zip Code:** 97401 **Entity Country:** USA

Entity Mailing Address 1: 1955 Tyler Street **Entity Mailing Address 2:**

Entity Mailing City: Hollywood **Entity Mailing State:** FL **Entity Mailing Zip Code:** 33020 **Entity Mailing Country:** USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 99 Development Rd

Establishment Address 2:

Establishment City: Fitchburg **Establishment Zip Code:** 01420

Approximate square footage of the Establishment: 66000 **How many abutters does this property have?:** 14

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

Cultivation Tier: Tier 05: 30,001 to 40,000 sq. ft **Cultivation Environment:** Indoor

FEE QUESTIONS

Cultivation Tier: Tier 05: 30,001 to 40,000 sq. ft **Cultivation Environment:** Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning.pdf	pdf	5aecce3b11a2fe04237f6ccb	05/04/2018
Certification of Host Community Agreement	2018.07.09 HCA Certification Form.pdf	pdf	5b43d76aa208e331ed151192	07/09/2018
Community Outreach Meeting Documentation	MPF_Community Outreach Documentation.pdf	pdf	5bb233d171f5aa55a4a03702	10/01/2018
Community Outreach Meeting Documentation	MPF_Clarification re Dr. Mike Cusnir.pdf	pdf	5bb26de6e7481b4c6f4350ff	10/01/2018

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.: $0.01

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Apothca_Plan for Positive Impact.pdf	pdf	5bdf9847813a010d917ac24c	11/04/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**

First Name: Joseph **Last Name:** Lekach **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: **Other Role:**

First Name: Andrew **Last Name:** Young **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: **Other Role:**

First Name: Leon **Last Name:** Nitka **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: **Other Role:**

First Name: Rachmil **Last Name:** Lekach **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: **Other Role:**

First Name: Corey **Last Name:** Cutler **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 6

Role: **Other Role:**

First Name: Moshe **Last Name:** Bleich **Suffix:**

RMD Association: RMD Manager

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**

Entity Legal Name: Artcan, LLC **Entity DBA:**

Entity Description: Cannabis Holding and Investment Company

Phone: 305-741-6540 **Email:** joseph@artcangroup.com

Primary Business Address 1: 1955 Tyler Street **Primary Business Address 2:**

Primary Business City: Hollywood **Primary Business State:** FL **Principal Business Zip Code:** 33020

Additional Information: Artcan is the sole member of Apothca, Inc ("Apothca"), a not-for-profit, and is the source of debt capital for Apothca. Artcan LLC holds no equity in Apothca as Apothca is a not-for-profit.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of	MPF DOR Cert.pdf	pdf	5b43dd774b1b3a3ec37eb189	07/09/2018

Good standing				
Articles of Organization	Articles of Organization.pdf	pdf	5b43dde5228a4c3e9f187b79	07/09/2018
Bylaws	Third Amended By-Laws 12.21.17 Final.pdf	pdf	5b43de0185e0cc3ea5b8ffba	07/09/2018
Articles of Organization	Apothca_Articles of Amendment for Name Change.pdf	pdf	5bdf99e64088250d697fcbe4	11/04/2018
Secretary of Commonwealth - Certificate of Good Standing	Apothca_SoC Cert of Good Standing.pdf	pdf	5bdf99efe18f9d0d7384fd43	11/04/2018
Articles of Organization	MPF Change of Name to Apothca.pdf	pdf	5bdf99fabcbac00d7d74a9c2	11/04/2018
Articles of Organization	Fitchburg Acknowledgment of Name Change to Apothca 11.9.18.pdf	pdf	5bec7388d912bf0445fe5d60	11/14/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Apothca_SoC Cert of Good Standing_12.9.19.pdf	pdf	5defc94566a32657cfbdeeb0	12/10/2019
Department of Revenue - Certificate of Good standing	Apothca_Certificate of Good Standing DoR.pdf	pdf	5df7e789ef24345344e4db2f	12/16/2019
Department of Unemployment Assistance - Certificate of Good standing	Apothca_Cert. of Good Standing DUA.pdf	pdf	5df7f1ce38abaf57497a9810	12/16/2019

Massachusetts Business Identification Number: 001177859

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Apothca_Business Plan.pdf	pdf	5de959d37aad8653363c0361	12/05/2019
Plan for Liability Insurance	Apothca_Plan to Obtain Liability Insurance UPDATED .pdf	pdf	5df16cd9fd468857b99c053f	12/11/2019
Proposed Timeline	Apothca_Proposed Timeline UPDATED (Cult.).pdf	pdf	5df16e11bcb01253152fa266	12/11/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Policies and Procedures for cultivating.	Policies and Procedures for Cultivating.pdf	pdf	5b4d158fa18777320b0d807d	07/16/2018
Separating recreational from medical operations, if applicable	Apothca_Plan for Separating Recreational from Medical_Fitchburg.pdf	pdf	5dea79f240e348579197ff13	12/06/2019
Restricting Access to age 21 and older	Apothca_Plan for Restricting Access_Fitchburg.pdf	pdf	5dea7a040f35e05798b3a7f3	12/06/2019
Security plan	Apothca_Security Plan_Fitchburg.pdf	pdf	5dea7a0a26aa77532085ec19	12/06/2019

Prevention of diversion	Apothca_Prevention of Diversion_Fitchburg.pdf	pdf	5dea7a14bcb01253152f95ee	12/06/2019
Storage of marijuana	Apothca_Storage of Marijuana_Fitchburg.pdf	pdf	5dea7a1e40e348579197ff17	12/06/2019
Transportation of marijuana	Apothca_Transportation of Marijuana_Fitchburg.pdf	pdf	5dea7a2d9c1081532b9a8b9a	12/06/2019
Inventory procedures	Apothca_Inventory Procedures_Fitchburg.pdf	pdf	5dea7a3d74bb15534cd4fd21	12/06/2019
Quality control and testing	Apothca_Quality Control and Testing_Fitchburg.pdf	pdf	5dea7a4c40e348579197ff1b	12/06/2019
Personnel policies including background checks	Apothca_Personnel Policies_Fitchburg.pdf	pdf	5dea7a5b160e3b57a3dd5abb	12/06/2019
Record Keeping procedures	Apothca_Recordkeeping Procedures_Fitchburg.pdf	pdf	5dea7a677aad8653363c0601	12/06/2019
Maintaining of financial records	Apothca_Maintaining of Financial Records_Fitchburg.pdf	pdf	5dea7a7774bb15534cd4fd25	12/06/2019
Qualifications and training	Apothca_Qualifications and Training_Fitchburg.pdf	pdf	5dea7a8e0f35e05798b3a7fb	12/06/2019
Diversity plan	Apothca_Diversity Plan UPDATED.pdf	pdf	5dfbe9c3fe65bd5750701281	12/19/2019

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 Agree

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 Agree

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.: I Agree

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

Notifcation: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Apothca, Inc. ("Apothca") has met and exceeded our goal of creating a hiring preference for Fitchburg and Lynn residents. Lynn and Fitchburg have both been selected as Cannabis Control Commission's ("Commission") designated areas of disproportionate impact. In total, Apothca has 75 registered agents. Of those 75, 22 individuals have self-disclosed as being from Commission designated areas of disproportionate impact. At our Retail facility in Lynn, we have 26 registered agents, 11 of which have self-disclosed as current residents of Lynn. As Apothca continues to grow their operations, they will ensure to prioritize the hiring of individuals from Commission designated areas of disproportionate impact, specifically Lynn and Fitchburg.

Progress or Success Goal 2

Description of Progress or Success: Apothca has made successful strides towards and is in the process of planning our first educational seminar to happen following the new year. Apothca has begun to elicit opinions from our staff as to what industry topics would be most beneficial for them to learn more about. Apothca anticipates our educational seminars being lead by a qualified employee who is believed to have the appropriate knowledge of the marijuana industry in Massachusetts, and who has been elected by Apothca's staff members. Examples of topics that Apothca believes will interest our staff include, but are not limited to, how to incorporate a business and the requirements to submission of an adult-use application with the Commission in Massachusetts.

Progress or Success Goal 3

Description of Progress or Success: Apothca has met our goal of participating in job fairs in Lynn and Fitchburg by hosting two job fairs, both of which produced an exceedingly high number of job applicants. Apothca's first job fair was held in Fitchburg on March 18, 2019, which produced 119 job applicants. Apothca's second job fair was held in Lynn on March 20, 2019, of which produced 98 job applicants. Apothca looks forward to organizing more job fairs in the future as positions become available.

Progress or Success Goal 4

Description of Progress or Success: Apothca has been successful in making progress towards their goal of making annual donations to My Brother's Table, a 501(c)(3) organization and the largest soup kitchen on the North Shore. Apothca has successfully contacted and received donation approval from Dianne Kuzia Hills of My Brother's Table, who confirmed that donations from a cannabis dispensary would be accepted by the organization. Apothca plans to donate no less than $2,500 a year to My Brother Table to be used towards providing solutions to homelessness, free hot meals and outreach for men, women, and children, and weekly medical clinics for the residents of Lynn.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Apothca, Inc. (“Apothca”) has successfully employed over 75 individuals, with over 50% being either from a Commission designated area of disproportionate impact or from one of the Commission’s five classifications (minorities, women, veterans, people with disabilities, people of all gender identities and sexual orientations) of diverse populations. Of Apothca’s 75 registered agents, 22 are from areas of disproportionate impact, 10 have self-identified as being of an ethnicity other then Caucasian, 17 are women, 22 have identified themselves as being of minority classification, and one individual has self-identified as being a person with a disability.

Diversity Progress or Success 2

Description of Progress or Success: Apothca has met our goal of participating in at least one job fair annually in underrepresented and minority communities by holding not only one but two job fairs in Commission designated areas of disproportionate impact. Apothca has held job fairs in Lynn and Fitchburg, both of which produced an exceedingly high number of job applicants. Apothca’s first job fair was held in Fichburg on March 18, 2019, which produced 119 job applicants. Apothca’s second job fair was held in Lynn on March 20, 2019, of which produced 98 job applicants. Apothca looks forward to organizing more job fairs in the future as positions become available.

Diversity Progress or Success 3

Description of Progress or Success: Apothca has been successful in meeting our goal of advertising employment opportunities on job boards and other publications through postings on Indeed.com and through our own website. Apothca will continue to post job opportunities as they become available.

HOURS OF OPERATION

Monday From: 7:00 AM	**Monday To:** 7:00 PM
Tuesday From: 7:00 AM	**Tuesday To:** 7:00 PM
Wednesday From: 7:00 AM	**Wednesday To:** 7:00 PM
Thursday From: 7:00 AM	**Thursday To:** 7:00 PM
Friday From: 7:00 AM	**Friday To:** 7:00 PM
Saturday From: 7:00 AM	**Saturday To:** 7:00 PM
Sunday From: 7:00 AM	**Sunday To:** 7:00 PM



Apothca, Inc.

Business Plan

1. EXECUTIVE SUMMARY

1.1 Mission Statement and Message from the CEO

Apothca Inc. ("**Apothca**") is currently operating as a Registered Marijuana Dispensary ("**RMD**") and a Marijuana Establishment with a mission to provide high quality, medical-grade cannabis to registered patients and consumers in the Commonwealth in a safe and welcoming environment. Apothca is committed to the safety of patients, consumers, and the community. Apothca is passionate about helping patients suffering from debilitating conditions and diseases through medical cannabis.

Apothca plans to operate a Marijuana Cultivator, Marijuana Product Manufacturer and Marijuana Transporter out of the Fitchburg facility. Additionally, Apothca plans to operate a Marijuana Retailer in Lynn, Arlington, and Boston.

1.2 Product

In addition to traditional sativa, indica, and hybrid cannabis flower, Apothca will offer a wide range of products and services that will allow Apothca to separately serve patients and customers with a wide variety of needs. Products Apothca intends to offer include, but will not be limited to:

1. Topical Salves
2. Creams/ Lotions
3. Patches
4. Oral Mucosal/ Sublingual Dissolving Tablets
5. Tinctures
6. Sprays
7. Inhalation ready to use C02 Extracted Hash Oils
8. Pre-Dosed Oil Vaporizers
9. Ingestion Capsules
10. Food/Beverages/Single Serve Shots

1.3 Customers

Apothca's target customers include registered, qualifying patients, their caregivers, and adults over the age of 21.

1.4 What Drives Us

Apothca's goals include:

1. Separately serving customers and patients and their caregivers with high quality, consistent, laboratory-tested medical-grade cannabis and derivatives
2. Serving customers over the age of 21 with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives
3. Assisting local communities in offsetting the cost of Apothca's operations within their communities
4. Hiring employees and contractors from within the communities we serve
5. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs
6. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within Apothca and the cannabis industry as a whole
7. Having a diverse and socially representative pool of employees
8. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching through programs Apothca plans to create such as a cannabis incubator and accelerator
9. Being the most environmentally friendly cannabis operator in the Commonwealth of Massachusetts through the use of our cultivation methods which include, but are not limited to, climate-controlled greenhouses, evaporative cooling technologies in lieu of traditional HVAC systems, tapping into well-water, and more
10. Creating branded marijuana products that stand for safe, effective, consistent, and high quality cannabis products

2. COMPANY DESCRIPTION

2.1 Structure

Apothca is currently a Massachusetts domestic not-for-profit corporation operating two RMDs, Provisionally Licensed to operate an adult-use cultivation and product manufacturing facility, and operates an adult-use retailer in Lynn. Apothca is also interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the "**Commission**") to operate Marijuana Retailer facilities in the Town of Arlington and City of Boston.

Apothca will file, in a form and manner specified by the Commission, an application for licensure as a ME consisting of three packets: an Application of Intent packet; a Background Check packet; and a Management and Operations Profile packet.

2.2 Operations

In Fitchburg, Apothca plans to operate a Marijuana Cultivator, Marijuana Product Manufacturer, and a Marijuana Transporter, co-located with Apothca's existing infrastructure, conducting similar activities as an RMD. Apothca also plans to become a Marijuana Retailer, co-located with Apothca's retail RMD facilities in Lynn, Arlington and Boston.

Apothca's Marijuana Cultivation, Marijuana Product Manufacturing, and Marijuana Transportation Facility will be located at Apothca's RMD facility, currently under lease and operational, at 99 Development Rd, Fitchburg, MA 01420 (all actives referred to, collectively, as "**Fitchburg Facility**").

Apothca's Fitchburg Facility is well positioned to match the ideal picture of a community cultivation, production, research and transportation facility. Before taking over the Fitchburg Facility, it was a defunct Bayer Pharmaceutical campus and remains in good condition.

The Fitchburg Facility encompasses 11 buildings totaling over 130,000 square feet on over 26 acres of land. Currently, Apothca is using 32,500 square feet of newly built, climate controlled greenhouses for flowering canopy, roughly 7,000 square feet as a head house consisting of an employee entrance, preparation area, mother room, clone/vegetative room, irrigation room, and a room dedicated to the greenhouse system controls. Additionally, Apothca has a single building in operation, totaling roughly 5,000 square feet, dedicatied to drying marijuana cultivated within the greenhouses and an additional building roughly 15,000 square feet (on each of two floors). Operations on the first floor consist of:

1. Employee entrance
2. Extraction
3. Processing
4. Infused products manufacturing
5. Packaging
6. Secure storage
7. Flower trimming
8. Beverage manufacturing

9. Distribution

Operations of the second floor consist of:
1. Administrative offices
2. Security room
3. IT room

Apothca has established inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of marijuana products in the process of cultivation, and finished, stored marijuana; conduct of a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; conduct of a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and prompt transcription of inventories if taken by use of an oral recording device.

Apothca will tag and track all marijuana seeds, clones, plants, and marijuana products, using Metrc and a seed-to-sale methodology (currently BioTrackTHC) in a form and manner to be approved by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Apothca maintains, and will continue to maintain, records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records shall be maintained in accordance with generally accepted accounting principles. Records shall be maintained for at least 12 months.

Apothca has obtained for its RMD activities, and shall obtain and maintain for its adult-use activities, general liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, and product liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than $5,000 per occurrence.

Apothca currently provides, and will continue to provide, adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, are stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Organic material, recyclable material, solid waste, and liquid waste containing marijuana or by-products of marijuana processing shall be disposed of in compliance with all applicable state and federal requirements.

Apothca has demonstrated, and will continue to demonstrate, consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure.

Apothca has obtained and shall provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 on the cessation of operation of Apothca and Apothca agents shall comply with all local rules, regulations, ordinances, and bylaws.

Apothca has achieved:

1. RMD Priority Applicant Status
2. Final Certificate of Registration by The Department of Public Health
3. Letter of Non-Opposition for Medical operations and community host agreements for both Medical and Adult-Use Operations
4. Architectural Review for Medical Operations
5. Special Permits for Medical Operations
6. Certificate of Occupancies for Existing Operations
7. Provisional Licensing by the Commission for adult-use cultivation and product manufacturing.
8. Commence Operations for a Marijuana Retailer facility in Lynn.

2.3 Security

Apothca has contracted with two professional security and alarm companies, DGA Security and Wayne Alarm, which have designed, implemented and currently monitor our comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

Apothca's state-of-the-art security system consists of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system also includes a failure notification system that will immediately alert the executive management team if a system failure occurs.

A redundant alarm system has been installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots are operational 24/7 and available to the local Police Departments. These surveillance cameras remain operational even in the event of a power outage.

The exterior of the dispensary and surrounding area will be sufficiently lit and foliage will be minimized to ensure clear visibility of the area at all times.

Only Apothca's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to any facility, and a visitor log has been, and will continue to be, maintained in perpetuity.

All agents and visitors are required to visibly display an ID badge, and Apothca maintains a

current list of individuals with access.

On-site consumption of marijuana by Apothca's employees and visitors will be prohibited.

Apothca will have a security personnel on-site during business hours.

2.4 Benefits to the Municipality

Apothca looks forward to working cooperatively with all the municipalities in which it is operating, including Fitchburg, Lynn, Arlington, and Boston. All the municipalities approved the 2016 Ballot Question 4 legalizing adult use marijuana to ensure that Apothca operates as a responsible, contributing member of each community. Apothca anticipates establishing mutually beneficial relationships with the municipalities in exchange for permitting Apothca to site and operate its facilities. The municipalities stand to benefit in various ways, including but not limited to the following:

- Jobs
  - The Fitchburg Facility will add over 40 full-time jobs, in addition to hiring qualified, local contractors and vendors.
  - Each Retail location will add over 20 full and part-time jobs
- Monetary Benefits
  - A Host Community Agreement with significant monetary donations would provide each municipality with additional financial benefits beyond local property taxes.
- Access to Quality Product
  - Apothca will allow qualified patients, caregivers, and consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- Control
  - In addition to the Medical Use of Marijuana Program and the Commission, the municipality's Police Department and other municipal departments will have oversight over Apothca's security systems and processes.
- Responsibility
  - Apothca is comprised of experienced cultivators and professionals who have been thoroughly background checked by the Medical Use of Marijuana Program and will be thoroughly background checked and scrutinized by the Commission.

3. MARKET RESEARCH

3.1 Industry

Apothca's proposed Fitchburg Facility is located in Fitchburg, MA with parts of the property in Westminster, MA. Surrounding areas include Westminster, Ashburnham, Ashby, Townsend, Lunenburg and Leominster.

Apothca's Lynn RMD is located in Lynn, MA. Surrounding areas include Revere, Saugus, Swampscott, and Peabody.

Apothca's Arlington RMD is located in Arlington, MA. Surrounding areas include Cambridge, Somerville, Medford, Belmont, and Lexington.

Apothca's Boston RMD is located in the Jamaica Plain neighborhood in Boston, MA. Surrounding areas include Forest Hills, Woodbourne, Centre-South, Roslindale, Franklin Field North, Franklin Field South, South Brookline, Wellington Hill, Mattapan, and Roxbury.

3.2 Customers

In Massachusetts, sales are expected to increase from $106 million in 2017 to $457 million in 2018, and eventually to $1.4 billion in 2025, according to New Frontier Data.

3.3 Competitors

Apothca's competitors include all currently open RMDs in the greater Boston area including, but not limited to, Alternative Therapies Group, Inc, Revolutionary Clinics, Sira Naturals, Inc, Healthy Pharms, Inc, Patriot Care, Corp, New England Treatment Access, LLC, and Garden Remedies, Inc.

3.4 Competitive Advantage

In every business, there is competition, however, the retail cannabis industry is known to be highly competitive. Apothca possesses several strengths which will allow it to stand apart from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, discounts offered for the products, and to some extent, the branding of the business.

Apothca's competitive advantages over their competition include:

1. A highly experienced team of successful operators including, but not limited to:
    a. Rachmil “Roma” Lekach, Chairman of the Board of Directors - Roma Lekach has had a prolific career with a focus on retail, manufacturing, and distribution. Roma is the co-founder of Perfumania, growing it to be the leading specialty fragrance retailer with over 300 stores in 30 states. In 2001, the Lekach family sold controlling interest in Perfumania, which was publicly traded on the NASDAQ.
    b. Joseph Lekach, Chief Executive Officer and Chief Operating Officer - Joseph Lekach received his degree from Babson College in Wellesley, MA. Upon finishing school, Joseph began a business with his brother manufacturing and selling Dream Water (drinkdreamwater.com), a 2.5oz liquid dietary supplement that helps you relax and fall asleep. Joseph was responsible for the distribution of

Dream Water and grew the brand into the best-selling sleep shot in the US sold in over 35,000 stores including Walgreens, CVS, Stop & Shop, Shaws, Hudson News, Amazon, and many more. Dream Water was sold to HarvestOne, a publicly traded Canadian medical marijuana company trading on the TSXv in 2018.

c. Andrew Mark Young, Chief Financial Officer and Member of the Board of Directors - Mark is an established financial officer who previously initiated and implemented all infrastructure systems and processes to develop New Wave Fragrances, LLC, a company that was founded in 2007 and grew to annual revenues of approximating $140 million by 2009. Young negotiated and executed a sale of the Company in 2012. Prior to New Wave, Mark was the CFO of Perfumania where he brought the company from a $13 million loss to a $14 million net profit in his last two fiscal years at the helm.
d. Rabbi Moshe Yehuda Bleich, Member of the Board of Directors - Moshe studied in Rabbinical schools in London, England from 1992-1994 and in Jerusalem from 1994-1995. Moshe also was the founder of the Jewish Community Center in Kremenchug, Ukraine which he ran from 1995-1996. Moshe then continued his Rabbinical education in New York, New York from 1996-1997 and then taught Judaic Studies in Brooklyn, NY from 1998-2000. He went on to found the Wellesley-Weston Chabad Center in 2000 with a goal of serving the Jewish communities of Wellesley, Weston, as well as the surrounding towns and college communities.
e. Corey Cutler, Member of the Board of Directors - For more than 30 years, Corey Cutler has grown and developed businesses in the fields of law, real estate development, property management, and sales and distribution of construction materials. In addition to his long-standing membership in the Bar of the Commonwealth of Massachusetts, Mr. Cutler is a licensed real estate broker with extensive experience representing buyers and sellers of real estate and managing real estate and construction projects. Mr. Cutler's success in the fields of law, real estate, and construction is the product of a diverse and well-developed skill set, particularly in the areas of negotiation and strategic planning.

With this highly experienced, professional, and successful team, which has covered all operational activities, Apothca is currently engaged in such as retail operations, manufacturing operations, distribution operations, and cultivation operations. Thus, Apothca is uniquely qualified to be successful in achieving its Mission.

3.5 Regulations

Apothca is a registered RMD with a Final Registration for its Fitchburg Facilities and operates in full compliance with c. 369 2012, "An Act for the Humanitarian Medical Use of Marijuana."

Apothca plans to also become a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

Apothca is registered to do business in the Commonwealth as a domestic non-profit business corporation or another domestic business entity in compliance with 935 CMR 500.000 and maintains the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

Apothca will apply for all state and local permits and approvals required to renovate and operate the facility.

Apothca has, and will continue to, work cooperatively with various municipal departments to ensure that the proposed facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation and security.

Apothca's Fitchburg Facility will cultivate marijuana, manufacture marijuana products, transport marijuana products, and conduct research and development.

Apothca's Lynn location currently operates as both a MTC and a Marijuana Retailer Establishment.

Apothca currently sells medical marijuana at its Water Street location in Arlington and intends to co-locate medical and adult-use marijuana sales at its proposed Massachusetts Avenue location at such a time that Apothca moves its RMD to co-locate it with its new proposed location in Arlington.

4. PRODUCT / SERVICE

4.1 Product & Service

Apothca has strict and thorough standard operating policies ("**SOP**") for its various operations. Said SOPs will be available to be reviewed by the staff at the Commission and the government officials, police, and fire officials in each of the municipalities within which Apothca operates.

The core products Apothca will produce, distribute, and retail include, but are not limited to, smokable cannabis with varying levels of THC and CBD, ingestible infused products, extracts, oils, tinctures, lotions and topicals, salves, capsules, vaporizing cartridges, beverages, and shots.

4.2 Pricing Structure

Apothca pricing structure will vary based on market conditions. Apothca plans to produce products and medicine of superior quality and will price its products accordingly.

4.3 Intellectual Property Rights

Apothca has entered into trademark licensing agreements with Artcan Licensing, LLC for products, designs, formulas, and experiences for the brand Apothca™ and various brands under the holding company of TreHoldco, a prolific and successful product manufacturing company in the state of Washington.

4.4 Research & Development

Apothca research and development plans are significant. Within the Fitchburg Facility, one of the former owners, Bayer Pharmaceuticals, left two operational laboratories which requires minimal servicing to bring back to operational status.

Internally, Apothca plans to use the equipment in the laboratories to test propagation through tissue cultures. If successful, not only would Apothca generate an even more consistent product, but Apothca will also be able to further reduce its environmental impact as it would negate the need to have a "mother room" from which to create clones.

Externally, Apothca plans to launch a premiere accelerator/incubator program for which any entrepreneur or researcher can apply to participate in. Apothca plans to accept 5-10 applicants every six months, based on an application process. Apothca would be looking for entrepreneurs and researchers that want to advance the cannabis industry with concepts including, but not limited to, new products, new brands, new cultivation techniques, new extraction techniques, and whatever else the imagination of Massachusetts' brilliant population can think of.

Apothca plans to create a process for minorities and people from lower socio-economic background to be given scholarships to join the program. Apothca is committed to empowering people from all walks to life to succeed and our incubator/accelerator program will

be built for that purpose.

Apart from access to our facilities, Apothca will provide those enrolled in our program with expert guidance, hands on training, raw materials, legal assistance, and other tools to succeed in the cannabis industry. Those enrolled in our program that successfully pass through our accelerator/incubator program will also be connected with a group of “angel investors” to be able to grow their new businesses as well as be able to implement their business concepts in Apothca's operations, whether it be techniques we can employ in our Fitchburg Facility, products we can distribute and sell through our retail facilities, or connections we can make to establish the businesses in other jurisdictions.

5. MARKETING & SALES

5.1 Growth Strategy

Apothca's plan to grow the company includes:

1. Strong and consistent branding
2. Intelligent, targeted, and compliant marketing programs
3. A compelling loyalty program
4. An exemplary customer and patient in-store experience
5. A caring and thoughtful staff made of consummate professionals

5.2 Communication

Apothca will engage in reasonable marketing, advertising, and branding practices that are not otherwise prohibited in 935 CMR 500.105(4)(b) that do not jeopardize the public health, welfare or safety of the general public or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising and branding created for viewing by the public shall include the statement "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and shall include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the face of the advertisement.

All marketing, advertising and branding produced by or on behalf of Apothca shall include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

Apothca will communicate with our customers by using:

1. A company run website
2. A company blog
3. Popular cannabis discover networks such as WeedMaps and Leafly
4. Popular social media platforms such as Instagram, Facebook, Twitter, and SnapChat
5. Opt-in direct communications

Apothca will provide a catalogue and a printed list of the prices and strains of marijuana available to Consumers and will post the same catalogue and list on its website and in the retail store.

5.3 Sales

Apothca will sell its product and service by separately engaging customers and patients with

knowledgeable in-store personnel.

Apothca shall ensure that all marijuana products that are provided for sale to Consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for Consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, shall not be attractive minors.

Packaging for marijuana products sold or displayed for consumers in multiple servings shall allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” Apothca will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package shall be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

5.4 Logo

Apothca has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo is discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana.

An image of the logo can be found below:



6. FINANCIAL PROJECTIONS

Fiscal Year	FIRST FULL FISCAL YEAR PROJECTIONS 2019	SECOND FULL FISCAL YEAR PROJECTIONS 2020	THIRD FULL FISCAL YEAR PROJECTIONS 2021
Projected Revenue	$ 14,847,805	$ 23,581,809	$ 28,769,807
Projected Expenses	$ 12,318,459	$ 19,564,611	$ 23,868,825
VARIANCE:	$ 2,529,347	$ 4,017,198	$ 4,900,981
Number of unique customers for the year	3,400	5,400	6,588
Number of customer visits for the year	58,752	93,312	113,84
Projected % of customer growth rate annually	---	59%	22%
Estimated purchased ounces per visit	.702	.702	.702
Estimated cost per ounce	$ 360	$ 360	$ 360
Total FTEs in staffing	62	68	68
Total marijuana inventory for the year (in lbs.)	2,700	4,200	5,100
Total marijuana sold for the year (in lbs.)	2,578	4,094	4,995
Total marijuana left for roll over (in lbs.)	122	106	105

6.1 Financial Assumptions

See the above chart

6.2 Profit & Loss

See the above chart

6.3 Cash Flow

Apothca estimates that the VARIANCE listed in the above chart, which includes tax liabilities, is a proper representation of Apothca's annual net cash flow

7. TEAM

7.1 General

Apothca has put together a team to implement the operations of the Marijuana Establishment. Apothca intends to create over 100 full-time staff positions within the first three years of operations across all the municipalities it operates within including Fitchburg, Lynn, Arlington, and Boston.

No individual on the Apothca team is a controlling person over more than three licenses in a particular class of license.

7.2 Founders

The Founders of Apothca, who remain affiliated with Apothca, have been previously described and consist of: Joseph Lekach, Rachmil Lekach, Rabbi Moshe Bleich, and Andrew Mark Young.

7.3 Executive Management Team

As previously detailed, Joseph Lekach serves as Apothca's Chief Executive Officer and Chief Operating Officer and Andrew Mark Young serves as Apothca's Chief Financial Officer.

7.4 Director of Security & Director of Cultivation

Byron Staton serves as Apothca's Director of Cultivation

Director of Cultivation: The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

- Be responsible for implementing policies within the Cultivation Facility.
- Coordinate space assignments.
- Receive and review work requests.
- Coordinate repairs and maintenance.
- Be responsible for supervision and training of agents.
- Provide mandatory training for new agents.
- Maintain a record of space allocations.
- Work with Greenhouse Technicians to promote successful operations in the Cultivation Facility.
- Program and monitor Environmental Control System (DDC).
- Maintain a database of environmental controls and conditions.
- Adjust DDC for optimum efficiency of operation.
- Provide pesticide recommendations and ensure Integrated Pest Management (IPM) Program is sufficient.

Currently, Apothca contracts with DGA Security and Wayne Alarm for all of the company's security system needs.

8. FINAL REMARKS

As a currently operating RMD and ME with RMD Priority Applicant Status, Apothca has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. By expanding operations to include adult-use products, Apothca hopes to bring its high quality standards to adult-use Consumers to provide them with a safe and clean community environment. To accomplish this, Apothca will leverage and expand its existing RMD infrastructure while maintaining its committed services to existing and future patients and their caregivers. Further, Apothca will leverage existing protocols and standard operating procedures to control, review, test, and track inventory, consistent with regulations set forth by the Commission. Apothca's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and protected environment for both Consumers and staff and will help deter and prevent diversion.

In Massachusetts, cannabis-related sales are expected to increase from $106 million in 2017 to $457 millions in 2018, and eventually to $1.4 billion in 2025. Apothca is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, Apothca looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits this market will yield.

PLAN FOR OBTAINING LIABILITY INSURANCE

Apothca, Inc. ("Apothca") has obtained general liability insurance coverage for its Medical Marijuana Treatment Center ("MMTC") through Hub International Northwest, LLC and will maintain general liability insurance coverage for its adult-use activities for no less than $1,000,000 per occurrence and $2,000,000 in aggregate annually and product liability coverage for no less than $1,000,000 per occurrence & $2,000,000 in aggregate annually. The policy deductible will be no higher than $5,000 per occurrence. Apothca will consider additional coverage based on availability and cost-benefit analysis.

If adequate coverage is determined to be unavailable at a reasonable rate, Apothca will place in escrow at least $250,000 to be expended for liabilities coverage (or such other amount approved by the Commission). Any withdrawal from such escrow will be replenished within 10 business days of any expenditure. Apothca will keep reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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, Joseph Lekach, (*insert name*) certify as an authorized representative of Massachusetts Patient Foundation, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Fitchburg (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on June 27, 2018 (*insert date*).

Signature of Authorized Representative of Applicant

Host Community

I, Mayor Stephen L. DiNatale, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for The City of Fitchburg (*insert name of host community*) to certify that the applicant and The City of Fitchburg (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 6, 2018 (*insert date*).

Stephen L. DiNatale 7/9/18

Signature of Contracting Authority or
Authorized Representative of Host Community

VICENTE SEDERBERG LLC
BOSTON | DENVER | JACKSONVILLE | LOS ANGELES

2 SEAPORT LANE, 11TH FLOOR
BOSTON, MA 02210
TEL: 617.934.2121

September 28, 2018

Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

Re: Clarification Related to Role of Dr. Mike Cusnir

To Whom It May Concern:

The Cannabis Control Commission (the "Commission") requested additional information from Massachusetts Patient Foundation, Inc. ("MPF") on August 9, 2018, including clarification regarding the role of Dr. Mike Cusnir. At the time of the community outreach meeting, Dr. Cusnir was serving strictly in an advisory role. Dr. Cusnir served in none of the following roles:

- As an executive, manager, or other person having direct or indirect authority over the management, policies, security operations or cultivation operations of MPF;
- As an individual with relevant managerial, operational, or financial interest in MPF and, by virtue of that interest or power, was able to exercise a significant influence over the management, operations or finances of MPF; or
- As a capital contributor of 10% or more of the initial capital to operate MPF (including capital that is in the form of land or buildings).

Regardless, Dr. Cusnir is no longer affiliated with MPF, and as such, he does not need to be disclosed on the application.

Please do not hesitate to contact us with any further questions.

Sincerely Yours,

Philip C. Silverman, Esq.

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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, Joseph Lekach, (*insert name*) attest as an authorized representative of Massachusetts Patient Foundation, 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 April 25, 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 18, 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 17, 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 17, 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*).

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

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.

Attachment A

Public Notice

LEGAL NOTICE
MORTGAGEE'S SALE OF REAL ESTATE

By virtue of and in execution of the Power of Sale contained in a certain mortgage given by **Henry J. Manuel III and Nancy E. Manuel** to Mortgage Electronic Registration Systems, Inc. acting solely as a nominee for Taylor, Bean & Whitaker Mortgage Corp., dated August 26, 2005 and recorded in Worcester County (Northern District) Registry of Deeds in Book 5835, Page 327 (the "Mortgage"), as affected by a Loan Modification Agreement dated December 29, 2015, and recorded at said Registry of Deeds in Book 6480, Page 214 of which mortgage Nationstar Mortgage LLC d/b/a Mr. Cooper is the present holder by assignment from Mortgage Electronic Registration Systems, Inc. to Ocwen Loan Servicing, LLC dated February 2, 2011 recorded in Worcester County (Northern District) Registry of Deeds in Book 7363, Page 63 and assignment from Ocwen Loan Servicing, LLC to Nationstar Mortgage, LLC, its successors and assigns dated May 31, 2013 recorded in Worcester County (Northern District) Registry of Deeds in Book 7921, Page 193, for breach of conditions of said mortgage and for the purpose of foreclosing the same, the mortgaged premises located at 371 Burrage Street, Lunenburg, MA 01462 will be sold at a Public Auction at 11:00 AM on April 27, 2018, at the mortgaged premises, more particularly described below, all and singular the premises described in said mortgage, to wit:

A certain tract of land, with the buildings thereon, containing 49,037 square feet according to a plan hereinafter mentioned, situated in Lunenburg, Massachusetts, on the northerly side of Burrage Street, being more particularly bounded and described as follows: Beginning at the most southeasterly corner thereof on the northerly side of Burrage Street at land of Ervin Glenn Barrett et ux; Thence North 58 degrees 03' 51" West 175.00 feet by Burrage Street;
Thence North 10 degrees 33'33" East 274.44 feet by land of Narbonne; Thence South 70 degrees 12' 13" East 207.92 feet by land of Barney; Thence South 34 degrees 03' 40" West 128.26 feet by land of Barrett; Thence South 7 degrees 50' 30" West 187.44 feet by last named to the point of beginning.

Said premises are shown on a plan of land entitled" Land in Lunenburg, Mass., Owned by Ervin Glenn Barrett, et ux.," dated January 8, 1979, recorded in Plan Book 231, Page 5, with the Worcester County Northern District Registry of Deeds.

For mortgagor's title see deed recorded with the Worcester County (Northern District) Registry of Deeds in Book 03750, Page 010.

The premises will be sold subject to any and all unpaid taxes and other municipal assessments and liens, and subject to prior liens or other enforceable encumbrances of record entitled to precedence over this mortgage, and subject to and with the benefit of all easements, restrictions, reservations and conditions of record and subject to all tenancies and/or rights of parties in possession.

Terms of the Sale: Cash, cashier's or certified check in the sum of $5,000.00 as a deposit must be shown at the time and place of the sale in order to qualify as a bidder (the mortgage holder and its designee(s) are exempt from this requirement); high bidder to sign written Memorandum of Sale upon acceptance of bid; balance of purchase price payable in cash or by certified check in thirty (30) days from the date of the sale at the offices of mortgagee's attorney, Korde & Associates, P. C., 900 Chelmsford Street, Suite 3102, Lowell, MA 01851 or such other time as may be designated by mortgagee. The description for the premises contained in said mortgage shall control in the event of a typographical error in this publication.

Other terms to be announced at the sale.

Nationstar Mortgage LLC d/b/a Mr. Cooper
Korde & Associates, P.C.
900 Chelmsford Street
Suite 3102
Lowell, MA 01851
(978) 256-1500
17-029587

April 4, 11, 18, 2018

MORTGAGEE'S NOTICE OF SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain Mortgage given by Andrew Kilbreth and Mary Ellen Kilbreth to Bank of America, N A., dated February 9, 2005 and recorded with the Worcester County (Northern District) Registry of Deeds at Book 5593, Page 347, as affected by a Loan Modification recorded in said Registry of Deeds at Book 6069, Page 149, and as further affected by a Loan

Public Notice

COMMONWEALTH OF MASSACHUSETTS
LAND COURT
DEPARTMENT OF THE TRIAL COURT (SEAL)
18 SM 002078
ORDER OF NOTICE
TO:
Tina L. Federline AKA Tina L. Crumbley
and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C.c. 50 §3901 (et seq):
U.S. Bank National Association
claiming to have an interest in a Mortgage covering real property in **Ashburnham**, numbered **200 Tuckerman Road**, given by Tina L. Federline to Mortgage Electronic Registration Systems, Inc., as nominee for First Eastern Mortgage Corporation, A Massachusetts Corporation, its successors and assigns, dated June 20, 2008 and recorded with the Worcester County (Northern District) Registry of Deeds at Book 6744, Page 82, as affected by a Loan Modification Agreement dated April 9, 2015 and recorded in said Registry in Book 8320, Page 194, and now held by plaintiff by assignment has/have filed with this court a complaint for determination of Defendant's/Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before May 14, 2018 or you will be forever barred from claiming that you are entitled to the benefits of said Act. Witness, JUDITH C. CUTLER Chief Justice of this Court on April 2, 2018

Attest: Deborah J. Patterson
Recorder
(17-007628 Orlans)

April 18, 2018

Commonwealth of Massachusetts The Trial Court Probate and Family Court
Worcester Probate and Family Court
225 Main Street
Worcester, MA 01608
(508)831-2200
Docket No.
WO18P1178EA
CITATION ON PETITION FOR FORMAL

Public Notice

"Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 26th, 2018 at 6 P.M. at Eastwood Club 389 Townsend St, Fitchburg, MA 01420. The proposed marijuana retailer, manufacturer and cultivator are anticipated to be located at 774 Crawford St, Fitchburg, MA 01420. There will be an opportunity for the public to ask questions."

April 17, 18, 19, 2018

MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by La Fortuna, LLC to Commonwealth Equity Funding LLC, dated January 28, 2016 and recorded with the Worcester North County Registry of Deeds in Book 6495, Page 194 and assigned to PENSCO Trust Company at Book 8571, Page 239 and further assigned to Commonwealth Equity Funding LLC at Book 9025, Page 344, of which mortgage the undersigned is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing same will be sold at public auction at 10:00 AM, on May 9, 2018 on the mortgaged premises being known as 70-78 North Street, Fitchburg, Massachusetts, being all and singular the premises described in said mortgage to wit: A certain tract of land situated in Fitchburg, Worcester County, Massachusetts on the Westerly side of North Street bounded as follows: Beginning at the southeasterly corner thereon on said street, at land now or formerly of Alvah Dufort, et ux; Thence running N. 57° 50'W. by said Dufort land one hundred thirty and 79/100 (130.79) feet to a drill hole; Thence N.31° 46'E. seventy-one and 04/100 (71.04) feet to a stake at land now or formerly of Minnie Labarge; Thence S. 55° 51'E. by said Labarge land one hundred thirty and 85/100 (130.85) feet to a stone bound on the westerly line of North Street; Thence S. 32° 10'W. by said North Street sixty-six and 63/100 (66.63) feet to the place of beginning.

Containing 9,011 square feet of land more or less, as shown on a sketch drawn by Davis & Willard, Engineers and Surveyors. Together with the right to pass and repass with teams, autos and otherwise over a strip of land six (6.00) feet in width and adjoining the southerly line of the premises above described and extending westerly from said North Street a distance of one hundred thirty and 79/100 (130.79) feet as described in deed to Alvah Dufort et ux dated May 6, 1947, recorded with Worcester County North District Registry of Deeds at Book 628, Page 593. The above premises being subject to a like right of way six (6.00) feet in width and extending along the southerly line of the granted premises for the distance of one hundred thirty and 791100 (130.79) feet, making a common passway of twelve (12.00) feet wide. Also a certain tract of land, with the building thereon, situated on the westerly side of North Street in Fitchburg, Worcester County, Massachusetts, bounded and described as follows: Beginning at the most northeasterly corner thereof at a stone bound at said street and at land now or formerly of Martin Roddy; Thence S. 28° W on said North Street forty (40.00) feet to a stone bound at land of Martha Shattuck, et als; Thence N. 60° W. by last named land one hundred thirty and 9/10 (130.9) feet to a stone bound at land late of Albert H. Burgess; Thence N. 28° E. by said Burgess land and land of William Howard forty (40.00) feet to a stone bound at said Roddy land; Thence S. 60° by said Roddy land one hundred thirty-one (131.00) feet to a stone bound at the place of beginning. Containing 5238 square feet of land, more or less. For title of grantor see deed recorded at the Worcester North County Registry of Deeds in Book 8495, Page 160. The above described premises will be sold SUBJECT TO and with the benefit of all restrictions, easements, improvements, covenants, conditions, building and zoning laws, to any and all unpaid taxes, tax titles, water and sewer charges, municipal or other public taxes, assessments or liens, and rights of tenants and parties in possession, if any.

TERMS OF SALE: A deposit of $7,500.00 DOLLARS shall be paid by the successful bidder to the mortgagee in cash, by certified or by cashier's check at the time and place of the sale

286 Appraising

BUYING:
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Public Notice

Commonwealth of Massachusetts The Trial Court
Probate and Family Court
Docket No.
WO18C0134CA
Worcester Probate and Family Court
225 Main Street
Worcester, MA 01608
(508)831-2200
Notice of Petition for Change of Name
In the matter of **Connor Richard Marchand-Jordan** of Leominster, MA
To all persons interested in petition described: A petition has been presented by Kimberlee I Marchand requesting that: Connor Richard Marchand-Jordan be allowed to change his name as follows: Connor Richard Marchand. If you desire to object thereto, you or your attorney must file a written appearance in said court at Worcester on or before ten o'clock in the morning (10:00 AM) on 05/15/2018
Witness, Hon. Leilah A. Keamy, First Justice of this Court.
Date: April 9, 2018
STEPHANIE K. FATTMAN
Register of Probate

April 18, 2018

NOTICE OF COMMUNITY OUTREACH MEETING
MASSACHUSETTS PATIENT FOUNDATION, INC.

Notice is hereby given that **Massachusetts Patient Foundation, Inc.** will hold a **Community Outreach Meeting on April 26, 2018 at 99 Development Road, Fitchburg, MA 01420 between 6:00 – 7:30 PM** to discuss the proposed siting of an Adult Use Marijuana Cultivation and Manufacturing Facility at 99 Development Road in the City of Fitchburg in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions and receive answers from Massachusetts Patient Foundation's representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the appropriate City entities. This notice was also mailed at least seven (7) calendar days prior to the meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

April 18, 2018

238 Cement & Masonry

Sprague Masonry
Restoration Specialist
Design, Build, New.
Stone, brick or block.
Full chimney service.
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Johns cell or 978-696-5293
5-11pm home.

240 Chimney Cleaning

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293 Furniture Repair/ Refinishing

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Public Notice

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www.clintonvet.com

510 Help Wanted General

EXPERIENCED ROOFERS & SHEET METAL MECHANICS WANTED!
North Worcester Contractor looking for experienced roofers and sheet metal mechanics to work on all types of roof systems. Must be dependable and ambitious with a minimum of 2 years experience. Full benefit Package. Earn up to $80 per hour on public projects. Apply In person between 9am and 4pm
Monday-Friday
Rockwell Roofing, Inc.
44 Pond Street
Leominster, MA 01453
Phone: 978-537-7825
Fax: 978-537-4132
EOE

LEAD PRESCHOOL TEACHER
The Guild of St. Agnes in Gardner is seeking a qualified person for this lead position. The candidate will have a bachelor degree in Early Childhood Education or a related field and be Lead Teacher qualified through the Department of Early Education and Care. Be in charge of your own classroom and work with children who need you.

The Guild offers excellent benefits including; health, dental and vision insurance, 4 weeks' vacation after one year, a 401k with a 4% employer match and much more. Contact Sharon Woodbury at swoodbury@guildofstagnes.org or call 508-755-2238 x 22

SERVICE MANAGER
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Attachment B

NOTICE OF COMMUNITY OUTREACH MEETING
MASSACHUSETTS PATIENT FOUNDATION, INC.

FITCHBURG CITY CLERK
2018 APR 17 PM 1:29

Notice is hereby given that Massachusetts Patient Foundation, Inc. will hold a Community Outreach Meeting on **April 25, 2018** at **99 Development Road, Fitchburg, MA 01420** between **6:00 – 7:30 PM** to discuss the proposed siting of an Adult Use Marijuana Cultivation and Manufacturing Facility at 99 Development Road in the City of Fitchburg in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Topics to be discussed at the meeting will include, but not be limited to:

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Interested members of the community are encouraged to ask questions and receive answers from Massachusetts Patient Foundation's representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the appropriate City entities. This notice was also mailed at least seven (7) calendar days prior to the meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

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RECEIVED
APR 17
FITCH. PLNG - CONS

Attachment B

APR 17 2018

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Mayor
legal

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Attachment B

rec'd @ Town Clerk office

RECEIVED
2018 APR 17 PM 2:01
TOWN OF WESTMINSTER

Clerk's Notice

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Steven Lamm
town planner
4-17-2018

Attachment B

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4-17-18

Attachment C

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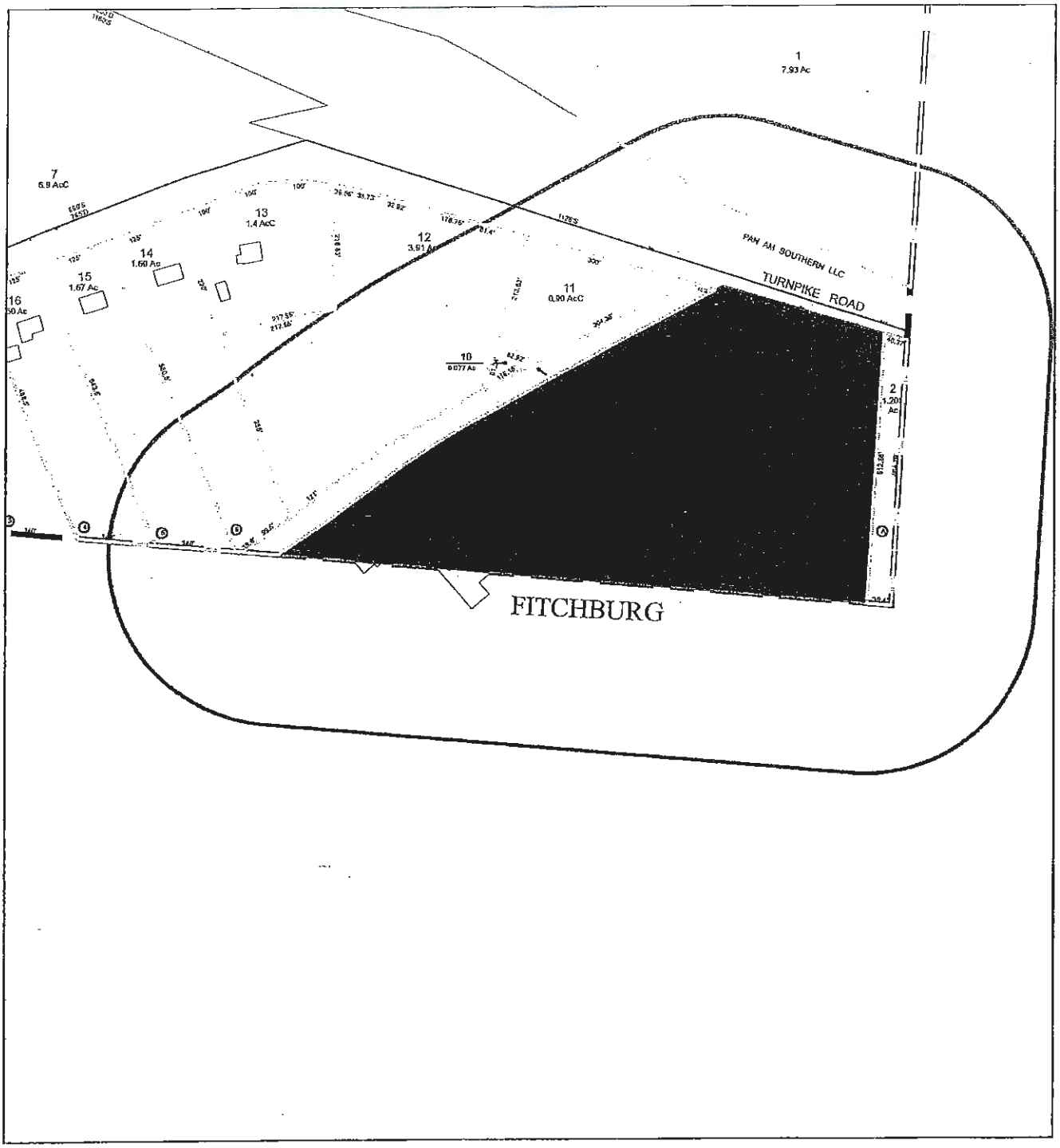
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Attachment C



300 FOOT ABUTTERS LIST FOR MAP 93, PARCEL 8

WESTMINSTER

0 250 500 Feet

N W E S

4/18/2018

Attachment C

300 FOOT ABUTTERS LIST FOR MAP 93, PARCEL 8
WESTMINSTER, MA

Map	Block	Lot	Unit	Owner~s Name	Co_Owner~s Name	Address	City	ST	Zip
93		8		99 DEVELOPMENT ROAD LLC		36 GLEN AVE	NEWTON	MA	02459
93		9		[redacted]					
93		10							
93		11							
93		12							
93		14							
93		15							
93		16							
94		1							
94		2							

Record Count: 9
Parcel Count: 9

Attachment C

93 [redacted]

93 [redacted]

93 [redacted]

93 [redacted]

93 [redacted]

93 [redacted]

93 [redacted]

94 [redacted]

94 [redacted]

Attachment C

CITY OF FITCHBURG

ASSESSOR'S OFFICE

FITCHBURG, MASSACHUSETTS 01420

Kenneth J. Wilson, MAA
Christopher J. Paquette, MAA
Jerri Lynn Maillet

TO: Rebecca Rutenberg, COO

FROM: Christopher J. Paquette, Assessor

DATE: April 17, 2018

PETITION: 99 Development Drive
Map 118R Block 3 Lot f
1 Page 5 Labels

Attached please find a list of direct abutters, and abutters to abutters within three hundred feet as they appear on the most recent applicable tax list for the subject property.

Christopher J. Paquette

CJP:kaa

Attachment C

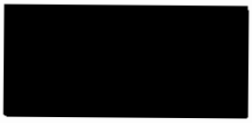
325 AUTHORITY DR — 118R-3-E — LUC: 400



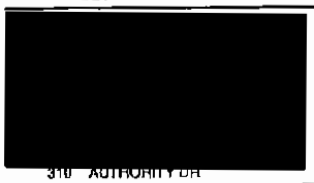
0 AUTHORITY DR — 118R-3-E1 — LUC: 403



99 DEVELOPMENT RD — 118R-3-F — LUC: 400



46 DEVELOPMENT RD — 118R-4-0 — LUC: 401



310 AUTHORITY DR — 118R-6-0 — LUC: 400



Attachment C













Attachment C



U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

ATLANTA, GA 30348

OFFICIAL USE

Certified Mail Fee $3.45 — $2.75
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- Return Receipt (electronic) $0.00
- Certified Mail Restricted Delivery $0.00
- Adult Signature Required $0.00
- Adult Signature Restricted Delivery $

Postage $0.50

Total

Postmark Here

0113 98

HANOVER ST STATION BOSTON MA 02113

7017 3040 0000 6852 7349



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CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

FITCHBURG, MA 01420

OFFICIAL USE

Certified Mail Fee $3.45 — $2.75
Extra Services & Fees (check box, add fee as appropriate)
- Return Receipt (hardcopy) $0.00
- Return Receipt (electronic) $0.00
- Certified Mail Restricted Delivery $0.00
- Adult Signature Required $0.00
- Adult Signature Restricted Delivery $

Postage $0.50

Total

Postmark Here

APR 18 2018

0113 98

HANOVER ST STATION BOSTON MA 02113

7017 3040 0000 6852 7325



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CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

FITCHBURG, MA 01420

OFFICIAL USE

Certified Mail Fee $3.45 — $2.75
Extra Services & Fees (check box, add fee as appropriate)
- Return Receipt (hardcopy) $0.00
- Return Receipt (electronic) $0.00
- Certified Mail Restricted Delivery $0.00
- Adult Signature Required $0.00
- Adult Signature Restricted Delivery $

Postage $0.50

Total

Postmark Here

APR 18 2018

04/18/2018

0113 98

HANOVER ST STATION BOSTON MA 02113

7017 3040 0000 6852 7394



U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

WESTMINSTER, MA 01473

OFFICIAL USE

Certified Mail Fee $3.45 — $2.75
Extra Services & Fees (check box, add fee as appropriate)
- Return Receipt (hardcopy) $0.00
- Return Receipt (electronic) $0.00
- Certified Mail Restricted Delivery $0.00
- Adult Signature Required $0.00
- Adult Signature Restricted Delivery $

Postage $0.50

Total

Postmark Here

04/18/2018

0113 98

HANOVER ST STATION BOSTON MA 02113

40 0000 6852 7301

Attachment C

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. [redacted]

9590 9402 3001 7124 8589 97

2. Article Number (Transfer from service label)
7017 3040 0000 6852 7387

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X [signature] ☐ Agent ☒ Addressee

B. Received by (Printed Name) C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type
☐ Adult Signature
☐ Adult Signature Restricted Delivery
☐ Certified Mail®
☐ Certified Mail Restricted Delivery
☐ Collect on Delivery
☐ Collect on Delivery Restricted Delivery
☐ Priority Mail Express®
☐ Registered Mail™
☐ Registered Mail Restricted Delivery
☐ Return Receipt for Merchandise
☐ Signature Confirmation™
☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece,

1. [redacted]

9590 9402 3001 7124 8591 09

2. Article Number (Transfer from service label)
7017 3040 0000 6852 7301

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X [signature] ☐ Agent ☒ Addressee

B. Received by (Printed Name) C. Date of Delivery
Kristen Catalan

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☒ No

3. Service Type
☐ Adult Signature
☐ Adult Signature Restricted Delivery
☐ Certified Mail®
☐ Certified Mail Restricted Delivery
☐ Collect on Delivery
☐ Priority Mail Express®
☐ Registered Mail™
☐ Return Receipt for Merchandise
☐ Signature Confirmation™
☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece,

1. [redacted]

9590 9402 3001 7124 8586 45

2. Article Number (Transfer from service label)
7017 3040 0000 6852 7363

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X [signature] ☐ Agent ☐ Addressee

B. Received by (Printed Name) C. Date of Delivery
7/19/18

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type
☐ Adult Signature
☐ Adult Signature Restricted Delivery
☐ Certified Mail®
☐ Certified Mail Restricted Delivery
☐ Collect on Delivery
☐ Priority Mail Express®
☐ Registered Mail™
☐ Registered Mail Restricted Delivery
☐ Return Receipt for Merchandise
☐ Signature Confirmation™
☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.

1. [redacted]

9590 9402 3001 7124 8590 79

2. Article Number (Transfer from service label)
7017 3040 0000 6852 7271

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X [signature] ☐ Agent ☐ Addressee

B. Received by (Printed Name) C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type
☐ Adult Signature
☐ Adult Signature Restricted Delivery
☐ Certified Mail®
☐ Certified Mail Restricted Delivery
☐ Collect on Delivery
☐ Priority Mail Express®
☐ Registered Mail™
☐ Registered Mail Restricted Delivery
☐ Return Receipt for Merchandise
☐ Signature Confirmation™
☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

Attachment C

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. [redacted]

9590 9402 3001 7124 8590 86

2. Article Number *(Transfer from service label)*

7017 3040 0000 6852 7288

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X Deborah Cutler ☐ Agent ☐ Addressee

B. Received by *(Printed Name)* Deborah Cutler C. Date of Delivery 4/23/18

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
- ☐ Adult Signature Restricted Delivery
- ☐ Certified Mail®
- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Insured Mail
- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Return Receipt for Merchandise
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. [redacted]

9590 9402 3001 7124 8578 84

2. Article Number *(Transfer from service label)*

7017 3040 0000 6852 7394

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X ☐ Agent ☐ Addressee

B. Received by *(Printed Name)* C. Date of Delivery 4/20/18

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
- ☐ Adult Signature Restricted Delivery
- ☐ Certified Mail®
- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Insured Mail
- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Return Receipt for Merchandise
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

[redacted]

9590 9402 3001 7124 8586 52

7017 3040 0000 6852 7370

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X ☐ Agent ☐ Addressee

B. Received by *(Printed Name)* Robert Strosin C. Date of Delivery 4/19/18

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
- ☐ Adult Signature Restricted Delivery
- ☐ Certified Mail®
- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Return Receipt for Merchandise
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

Attachment C

Name	Phone Number	Email Address
[redacted]		

MASSACHUSETTS PATIENT FOUNDATION, INC

May 1, 2018

Re: Plan to Remain Compliant with Local Zoning

To Whom it May Concern:

As the Chief Executive Officer of Massachusetts Patient Foundation, Inc ("MPF"), a not-for-profit corporation formed under the laws of the Commonwealth of Massachusetts, I certify that MPF will remain compliant at all times with the local zoning requirements set forth in Fitchburg's Zoning Ordinance.

Pursuant to G.L. c. 94G, s. 3(d), and given that MPF received its Provisional Certificate of Registration from the Department of Public Health for the cultivation and processing of medical marijuana at the Facility prior to July 1, 2017, Fitchburg zoning may not prevent adult-use cultivation and processing at the Facility. Furthermore, Fitchburg is in the process of passing a zoning ordinance amendment to contemplate adult-use marijuana establishments, and in all versions being considered by the Fitchburg City Council the Industrial Zone, where the Facility is located, has been identified as a zone where cultivation and processing of adult-use marijuana will be permitted.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

To the extent required by Fitchburg's Zoning Ordinance, MPF will apply for a Special Permit and/or Site Plan Approval, as applicable, from the local Special Permit Granting Authority. MPF will apply for any other local permits required to operate a Cannabis Cultivation at the proposed location. MPF will comply with all conditions and standards set forth in any local permit required to operate a Cannabis Cultivation at MPF's proposed location.

MPF has already attended several meetings with various municipal officials and boards to discuss MPF's plans for a proposed Marijuana Cultivation and has negotiated a Host Community Agreement with the City of Fitchburg. MPF will continue to work cooperatively with various municipal departments, boards, and officials to ensure that MPF's Marijuana Cultivation remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

MPF has also retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

Please contact me if there are any questions.

Regards,

Joseph Lekach
CEO, Massachusetts Patient Foundation, Inc.

Massachusetts Patient Foundation, Inc
36 Glen Ave Newton, MA 02459

MASSACHUSETTS PATIENT FOUNDATION, INC

m. 305-741-6540
e. joseph@artcangroup.com

VICENTE SEDERBERG LLC
BOSTON | DENVER | JACKSONVILLE | LOS ANGELES

2 SEAPORT LANE, 11TH FLOOR
BOSTON, MA 02210
TEL: 617.934.2121

October 22, 2018

Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

Re: Change of Name from Massachusetts Patient Foundation, Inc. to Apothca, Inc.

To Whom It May Concern:

Please be advised that Massachusetts Patient Foundation, Inc. ("MPF") has changed its corporate name to Apothca, Inc. ("Apothca"). Apothca filed a Change of Name Application with the Massachusetts Department of Public Health (the "Department") on October 5, 2018 and received approval from the Department on October 10, 2018 to change the corporation's name to Apothca. Apothca subsequently amended its name with the Secretary of the Commonwealth on October 16, 2018 and submitted a Certificate of Good Standing with the Department on October 17, 2018 (as per the requirements of the Change of Name Application).

A copy of the Certificate of Good Standing has been separately uploaded into the MassCIP as evidence of this change.

Please do not hesitate to contact our office if anything further is required in this matter.

Sincerely,

David M. Ullian, Esq.

DMU/tc

The Commonwealth of Massachusetts
William Francis Galvin

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

Minimum Fee: $35.00

Special Filing Instructions
n/a

Articles of Organization
(General Laws, Chapter 180)

Identification Number: 001177859

ARTICLE I

The exact name of the corporation is:

MASSACHUSETTS PATIENT FOUNDATION, INC.

ARTICLE II

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

TO ENGAGE IN CIVIC, EDUCATIONAL, AND BENEVOLENT ACTIVITIES PER MGL CH. 180 §4.

ARTICLE III

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

MAY BE SET FORTH IN BY-LAWS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

1. MEETINGS OF DIRECTORS AND OFFICERS ARE AUTHORIZED TO TAKE PLACE ANYWHERE WITHIN THE UNITED STATES. 2. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BY LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW, THE ARTICLES OF ORGANIZATION, OR THE BY-LAWS REQUIRE ACTION BY THE DIRECTORS. 3. NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW; A. FOR ANY BREACH OF THE DIRECTORS DUTY OF LOYALTY TO THE CORPORATION. B. FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; AND C. FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

Notes: The preceding four (4) atricles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

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

6/17/2015

ARTICLE VII

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

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

No. and Street: 36 GLEN AVENUE
City or Town: NEWTON State: MA Zip: 02459 Country: USA

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

Title	**Individual Name** First, Middle, Last, Suffix	**Address** (no PO Box) Address, City or Town, State, Zip Code	**Expiration of Term**
PRESIDENT	RACHMIL LEKACH	296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA 296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA	2016
TREASURER	ANDREW MARK YOUNG	9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA 9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA	2016
CLERK	PATRICIA PIKE	5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA 5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA	2016
DIRECTOR	THOMAS S FARRELL	23 VIOLA CIRCLE SEABROOK, NH 03874 USA 23 VIOLA CIRCLE SEABROOK, NH 03874 USA	2016
DIRECTOR	RACHMIL LEKACH	296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA 296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA	2016
DIRECTOR	PATRICIA PIKE	5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA 5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA	2016
DIRECTOR	MOSHE Y BLEICH	793 WORCESTER STREET WELLESLEY, MA 02481 USA 793 WORCESTER STREET WELLESLEY, MA 02481 USA	2016
DIRECTOR	ANDREW MARK YOUNG	9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA 9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA	2016

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

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

Name: JOSHUA M. FOX, ESQ.
No. and Street: 36 GLEN AVENUE
City or Town: NEWTON State: MA Zip: 02459 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

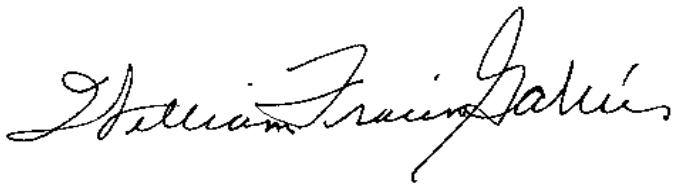
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 17 Day of June, 2015. *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*
RACHMIL LEKACH, PRESIDENT

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THE COMMONWEALTH OF MASSACHUSETTS

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

June 17, 2015 10:05 AM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

The City of Fitchburg

Massachusetts

OFFICE OF THE MAYOR

STEPHEN L. DINATALE
MAYOR
166 BOULDER DRIVE
FITCHBURG, MA 01420
TEL. (978) 829-1801

AARON TOURIGNY
CHIEF OF STAFF
ATOURIGNY@FITCHBURGMA.GOV

JOAN DAVID
ADMINISTRATIVE AIDE
JDAVID@FITCHBURGMA.GOV

November 9, 2018

Phillip C. Silverman, Esq.
Vicente Sederberg, LLC
2 Seaport Lane, 11th Floor
Boston, MA 02210

RE: Change of name, Massachusetts Patient Foundation, Inc. to Apothca, Inc.

Dear Attorney Silverman,

Please be advised my office recently received notification from Vicente Sederberg on November 5, 2018, in regards to Massachusetts Patient Foundation, Inc.'s change of name to Apothca, Inc.

I have properly notified our Legal Department of the same.

If you have any questions, please feel free to contact my office.

Regards,

Stephen L. DiNatale
Mayor

The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: $15.00

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

Articles of Amendment
(General Laws, Chapter 180, Section 7)

Identification Number: 001177859

We, JOSEPH LEKACH **X President** **__ Vice President,**

and LEON NITKA **X Clerk** **__ Assistant Clerk** ,

of MASSACHUSETTS PATIENT FOUNDATION, INC.
located at: 36 GLEN AVENUE NEWTON , MA 02459 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

X Article 1 __ Article 2 __ Article 3 __ Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 9/24/2018 , by vote of: 0 members, 5 directors, or 0 shareholders,
being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation, ***as amended***, is:
(Do not state Article I if it has not been amended.)

APOTHCA, INC.

ARTICLE II

The purpose of the corporation, ***as amended***, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

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

ARTICLE IV

As amended, other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its

directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later Effective Date:

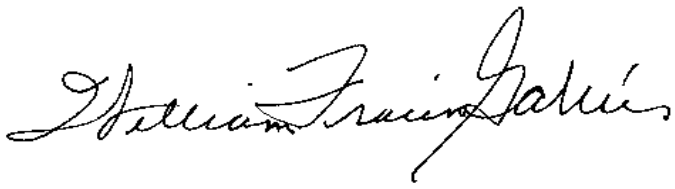
Signed under the penalties of perjury, this 16 Day of October, 2018, JOSEPH LEKACH , its , President / Vice President,
LEON NITKA , Clerk / Assistant Clerk.

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THE COMMONWEALTH OF MASSACHUSETTS

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

October 16, 2018 03:20 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

THIRD AMENDED BY-LAWS

OF

MASSACHUSETTS PATIENT FOUNDATION, INC.

December 21, 2017

THIRD AMENDED BY-LAWS
OF
MASSACHUSETTS PATIENT FOUNDATION, INC.

PURSUANT TO ARTICLE XII OF THE ORIGINAL BY-LAWS, VARIOUS AMENDMENTS TO THESE BY-LAWS HAVE BEEN MADE;

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this non-profit corporation is MASSACHUSETTS PATIENT FOUNDATION, INC., and shall herein be referred to as the "NON-PROFIT."

Section 1.2 Offices. The principal business office of the NON-PROFIT shall be at 36 GLEN AVENUE, NEWTON, MASSACHUSETTS, 02459. The NON-PROFIT may also have offices at such other places as the NON-PROFIT may require.

Section 1.3 Fiscal Year. The fiscal year of the NON-PROFIT shall begin on January 1 and end on the following December 31 of each year.

Section 1.4 Voting Members. The NON-PROFIT shall have ONE (1) voting member. No person now or hereafter designated by the Non-Profit as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or By-Laws of the Non-Profit nor shall such person have any voting or fiduciary rights or responsibilities of the Non-Profit.

ARTICLE 2

Statement of Purposes

The NON-PROFIT is organized for non-profit purposes including, but not limited to, providing patients with knowledgeable, dedicated, compassionate herbal medicine expertise, and high quality, affordable medicine. As permitted by law, the NON-PROFIT may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a non-profit formed under Chapter 180 of the General Laws of Massachusetts. In compliance with 105 CMR 725.100(A)(1), the DPH "*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*," and the Provisional Certificate of Registration, the NON-PROFIT shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the NON-PROFIT is used solely in furtherance of its nonprofit purpose.

ARTICLE 3

Members

Section 3.l Identity of Original Member. The original member of the Non-Profit shall be Artcan, LLC, with a principal place of business at 2001 Tyler St, STE 5, Hollywood, FL 33020 (hereinafter referred to herein as the "Original Member"). In the event the Original Member resigns, withdraws, becomes disqualified or is otherwise incapable of acting, then the Chairman of the Board of Directors shall be vested with exclusive authority to appoint a substitute Member, subject to such terms and conditions, including terms and conditions with respect to voting rights, as individual may determine to be appropriate at the time of such appointment.

Section 3.2 Additional and Substitute Members. The Original Member may increase the number of members of the Non-Profit and may appoint additional members and substitute members on such terms and conditions, including terms and conditions related to voting rights, as the Original Member may from time to time determine ("Additional Members"). Rights conferred upon an Additional Member by the Original Member, including voting rights, need not be uniform for all Additional Members. As used in these Bylaws, the term "Member" shall refer only to the Original Member (including substitute Members described in Section 3.1), unless and until the Original Member acts to designate one or more Additional Members as specified in these Bylaws, at which time the term "Members" shall refer to the Original Member and the Additional Members collectively.

Section 3.3 Tenure. Unless a different term is designated at the time an Additional Member is admitted by the Original Member, for so long as a Member continues to comply with the qualifications, rules and regulations applicable to Membership as shall be established from time to time by the Member(s), each such Member shall continue to be a Member in good standing until such Member dies, resigns, withdraws, dissolves, becomes incapacitated or disqualified.

Section 3.4 Resignation. Any Member may resign by delivering a written resignation to the President or Clerk of the Non-Profit, to the Board of Directors, or to the principal office of the Non-Profit. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective; *provided, however*, that the non-resigning Members may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Member in his, her, or its resignation.

Section 3.5 Annual Meeting. The annual meeting of the Member(s) shall be held on such day and at such hour as may be named in the notice of such meeting designated by the Member(s). In the event that the annual meeting is not held on such date, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting.

Section 3.6 Special Meetings. Special meetings of the Member(s) may be called by the Member(s), the President or by a majority of the Directors, and shall be noticed by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer.

Section 3.7 Notice. A written notice of the date, place, and hour of all meetings stating the purposes of the meeting shall be given by the Clerk (or by any other officer) at least seven (7) calendar days before the meeting to the Member(s). The Member(s) may waive notice either before or after a meeting.

Section 3.8 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Member(s) may be taken without a meeting and without notice if the Member(s) unanimously consent to the action in writing and the written consent is filed with the records of the meetings of the Member(s). Such consent shall be treated for all purposes as a vote at a meeting.

Section 3.9. Quorum; Action at Meetings; Proxy Voting Not Permitted. Except as otherwise provided by law, the Articles of Organization or these Bylaws, at all meetings of the Member(s), a majority of the total number of Members then in office shall constitute a quorum

for the transaction of business, and the vote of a majority of the Members present and voting at a meeting when a quorum is present shall be the act of the Members. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time, date and place. Each Member shall be entitled to one (1) vote on any matter that comes before the Member(s). There shall be no voting by proxy.

Section 3.10. Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, the Member(s) may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 3.11. Powers of the Member(s). In addition to and without limiting the powers, rights and privileges the Member(s) shall have that are afforded to "members" of a Corporation organized under Chapter 180, the Articles of Organization, these Bylaws and other applicable law, the actions and powers of the Non-Profit listed below shall be reserved exclusively to the Member(s):

(a) Amend or amend and restate the Articles of Organization;

(b) Adopt, amend or repeal these Bylaws or any Policies related thereto;

(c) Appointment, removal or suspension of any Director of the Non-Profit;

(d) Change in the number of members of the Board of Directors of the Non-Profit;

(e) Approval of any sale or other disposition of all, or substantially all, of the assets or operations of the Non-Profit;

(f) Approval of any merger or consolidation of the Non-Profit;

(g) Approval of any plan of dissolution of the Non-Profit, or other action related to dissolution or liquidation of the Non-Profit;

(h) Appointment, suspension or removal of a Member of the Non-Profit; and

(i) Authorize the Non-Profit to enter into any agreement to do any of the foregoing.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the NON-PROFIT shall be controlled and governed by the board of directors, which shall have the right to exercise all powers and duties of a board of directors under Massachusetts law, subject to Sections 3.11 and 4.14.

Section 4.2 Composition. The board of directors shall be comprised of five (5) directors. The composition of the board shall only be changed by amending the by-laws pursuant to Article 13.

Section 4.3 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors.

Section 4.4 Meetings. The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. The board of directors must meet a minimum of once every six (6) months at the principal place of business. Other meetings of the board of directors may be called by the Member(s), the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

Section 4.5 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws. In the case of a tie, a vote shall be referred to an Advisory Board, if any, to decide the tie by a majority vote of the Advisory Board. If no Advisory Board exists at the time of the vote or within seven days of the tie vote, then a tie vote shall result in the motion or action being defeated.

Section 4.6 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 4.7 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section4.8 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of the Commonwealth of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.9 Committees. By majority vote the board of directors may create such standing and special committees as it determines to be in the best interest of the NON-PROFIT. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 4.10 Compensation. Directors may receive a reasonable stipend as approved by the board from time to time, and directors shall not be precluded from serving the NON-PROFIT in any other capacity and receiving reasonable compensation.

Section 4.11 Resignation. Any director may resign by delivering a written resignation to the NON-PROFIT at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The resigning director may nominate his successor provided that three of the four remaining directors approve the nomination. a is present. In the event the nomination is not approved, the vacancy shall be filled pursuant to Section 4.13.

Section 4.12 Removal. Any director may be removed, with or without cause, by the Member, or in the event that Additional Members are added, by a vote of a majority of the Members at any meeting of the Members.

Section 4.13 Vacancies. Any vacancy occurring in the board of directors shall be filled by the Member(s). A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.14 Powers. The board of directors shall manage, control and be responsible for oversight of the affairs and property of the NON-PROFIT, and at all times may exercise on behalf of the NON-PROFIT all lawful powers, rights and privileges of the NON-PROFIT under Chapter 180 and any other applicable law, except those powers reserved to the Member(s) by law, the Articles of Organization or these Bylaws. The board of directors may delegate its powers, or a portion thereof, to committees that either consist solely of directors or give voting power only to directors on any such committee, except that the board of directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws or other actions under Massachusetts law that require action by the board of directors including, without limitation, the Board may not delegate the power to change the location of the principal office of the NON-PROFIT. The board of directors may not exercise the powers in Section 3.11 that are reserved exclusively to the Member(s). Subject to these Bylaws and applicable law, the board of directors may authorize the Member(s), officers, attorneys or agents of the NON-PROFIT to act on its behalf subject to such limitations as the board of directors determines.

ARTICLE 5

Officers

Section 5.1 Officers. The officers of the NON-PROFIT shall be a president, treasurer and a clerk, and such other officers as may be elected in accordance with the provisions of this Article 5.

Section 5.2 Appointment. The officers of the NON-PROFIT shall be appointed by the board of directors at least one time every two (2) years. Each officer shall hold office until a successor shall have been elected and qualified.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5.4 Removal. Any officer may be removed for cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 4.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought. For the purpose of this Section "Cause" shall mean if any officer: (1) fails to qualify as a dispensary agent as determined by the Massachusetts Department of Public Health ("DPH"); (2) is found unsuitable or unqualified to sit as director of a registered marijuana dispensary as determined by DPH pursuant to written notice to the NON-PROFIT; or (3) engages in any negligent, reckless, or intentional action or inaction that causes substantial financial or reputational injury to the NON-PROFIT, or jeopardizes the NON-PROFITS ability to receive or renew a marijuana dispensary registration, as determined in a written opinion of the NON-PROFIT'S legal counsel.

Section 5.5 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the NON-PROFIT authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5.6 Treasurer. The treasurer, or other proper officer or agent of the NON-PROFIT authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the NON-PROFIT; receive and give receipt for moneys due and payable to the NON-PROFIT from any source whatsoever, and deposit all such moneys in the name of the NON-PROFIT in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 5.7 Clerk. The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the NON-PROFIT in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NON-PROFIT, and such authority may be general or confined by specific instances.

Section 6.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the NON-PROFIT, shall be signed by the president, vice president or treasurer, or such other officer or agent of the NON-PROFIT as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the NON-PROFIT.

Section 6.3 Deposits. All funds of the NON-PROFIT shall be deposited from time to time to the credit of the NON-PROFIT in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

ARTICLE 7

Books and Records

The NON-PROFIT shall keep at the principal office of the NON-PROFIT correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the NON-PROFIT. All books, and records of the NON-PROFIT may be inspected by any Member(s), director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

No part of the net earnings of the NON-PROFIT shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the NON-PROFIT shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes of the NON-PROFIT, and to pay a reasonable stipend to directors as described in Section 3.10 above.

ARTICLE 9

Dissolution

In the event of dissolution of the NON-PROFIT, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the NON-PROFIT, dispose of all the assets of the NON-PROFIT exclusively for the purposes of the NON-PROFIT, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 10

Conflicts of Interest

Whenever a Member, director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the NON-PROFIT to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. This Article 10 may be furthered defined in applicable policy adopted by the board or directors.

ARTICLE 11

Personal Liability

No Member, officer or director of the NON-PROFIT shall be personally liable to the NON-PROFIT for monetary damages for or arising out of a breach of fiduciary duty as a Member, officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a Member, officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the Member's, officer's or director's duty of loyalty to the NON-PROFIT or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct

or a knowing violation of applicable state or local law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 12

Indemnification

The NON-PROFIT shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Member, officer or director of the NON-PROFIT against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the NON-PROFIT; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article 12 shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article 12 constitutes a contract between the NON-PROFIT and the indemnified Member(s), officers and directors. No amendment or repeal of the provisions of this Article 12 which adversely affects the right of an indemnified officer or director under this Article 12 shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13

Amendments to By-Laws

These By-Laws may be amended or repealed by a majority vote of the Member(s).

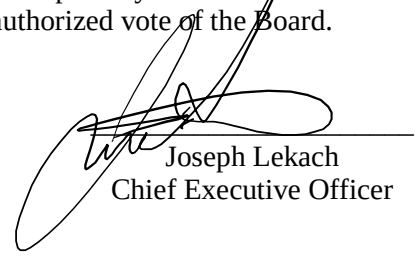
ARTICLE 14

Policies

The board of directors may adopt policies that shall be incorporated into these By-Laws. The following policies have been adopted and incorporated herein:

Appendix 1: Conflict of Interest Policy
Appendix 2: Whistleblower Policy
Appendix 3: Document Retention and Destruction Policy
Appendix 4: Compensation Setting Policy
Appendix 5: Comprehensive Information Security Policy
Appendix 6: Antitrust Policy

I, Joseph Lekach, the Chief Executive Officer, attest that these Third Amended By-Laws with the incorporated Appendices were adopted by MASSACHUSETTS PATIENT FOUNDATION, INC. on December 21, 2017, by a duly authorized vote of the Board.



Joseph Lekach
Chief Executive Officer

Appendix 1

MASSACHUSETTS PATIENT FOUNDATION, INC.
CONFLICT OF INTEREST POLICY

I. Definitions

For purposes of this policy, the term "interest" shall include any personal connection or connection as a Member, director, officer, member, stockholder, shareholder, partner, manager, trustee, beneficiary, employee or consultant of any concern on the part of a Member, director, officer or key employee of MASSACHUSETTS PATIENT FOUNDATION, INC. the ("NON-PROFIT") or his/her immediate family member.

The term "concern" shall mean any corporation, association, trust, partnership, limited liability group, firm, person or entity other than the NON-PROFIT.

II. Policy

No Member, director, officer or key employee of the NON-PROFIT shall be disqualified from holding any office or post in the NON-PROFIT by reason of any interest in any concern. A Member, director, officer or key employee of the NON-PROFIT shall not be disqualified from engaging, either as vendor, purchaser or otherwise, or contracting or entering into any transaction with the NON-PROFIT or with any entity of which the NON-PROFIT is an affiliate, provided, however, that the following precautions are undertaken:

1. The interest of such Member, director, officer or key employee is fully disclosed to the board of directors prior to its entering into the transaction.

2. No interested Member, director, officer or key employee may vote or lobby (lobbying shall not include presenting to the board or a director about the benefits of the transaction) on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.

3. Any transaction in which a Member, director, officer or key employee has an interest shall be duly approved by the disinterested directors as being in the best interest of the NON-PROFIT. The disinterested directors shall seek and examine comparison data, showing the availability and price of alternative transactions, in making such determination.

4. Payments to the interested Member, director, officer, or key employee shall be reasonable and shall not exceed fair market value.

5. The minutes of the meeting at which the disinterested directors vote on the transaction shall reflect that disclosure of the potential conflict was made, that the interested director(s) abstained from voting, the rationale for approval, and how each disinterested director voted. The minutes shall be prepared and finalized within thirty (30) days of such meeting.

Members, directors, officers and key employees are required to disclose interests that could give rise to conflicts at least annually.

Appendix 2

MASSACHUSETTS PATIENT FOUNDATION, INC.
WHISTLEBLOWER POLICY

I. Expectation

MASSACHUSETTS PATIENT FOUNDATION, INC., the ("NON-PROFIT") expects Members, directors, officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

II. Open Door Policy

If any Member, director, officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another Member, director, officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to Members, the relevant individual is the Original member, or the president of the Board of Directors or any Director. With respect to directors, the relevant individual is a Member, the president of the board of directors or any other director. With respect to officers and employees, the relevant individual is the Chief Executive Officer, if there is one in office, and if not, any member of the board. In the event the Member, director, officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a board member or the Chief Executive Officer, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

III. Requirement of Investigation

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the Member, Chief Executive Officer and/or board member shall open an investigation into the matter and pursue it to resolution. Should the Member, Chief Executive Officer or board member find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

IV. Confidentiality

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

V. Protection from Retaliatory Action

Neither the NON-PROFIT nor its Members, directors, officers, or employees may take any negative employment or other retaliatory action against any Member, director, officer or employee who in good faith reports a violation of a law or regulatory requirement. A Member, director, officer, or employee who retaliates against someone who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

VI. General Policy

This general policy is not a contract and it may be rescinded or amended at any time by the NON-PROFIT. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

Appendix 3

MASSACHUSETTS PATIENT FOUNDATION, INC.
DOCUMENT RETENTION AND DESTRUCTION POLICY

I. Retention Policy

Massachusetts Patient Foundation, Inc. the ("NON-PROFIT") takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the NON-PROFIT may be required to keep in the future, and may include records that the NON-PROFIT is not required to keep.

From time to time, the NON-PROFIT may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

File Category	*Item*	Retention Period
Corporate Records	*By-Laws and Articles of Organization*	Permanent
	Member and Board resolutions	Permanent
	Member and Board and committee meeting agendas and minutes	Permanent
	Minutes	
	Conflict-of-interest disclosure forms	4 years
Finance and Administration	*Financial statements (audited)*	7 years
	Auditor management letters	7 years
	Payroll records	7 years
	Check register and checks	7 years
	Bank deposits and statements	7 years
	Chart of accounts	7 years
	General ledgers and journals (includes bank reconciliations)	7 years
	Investment performance reports	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 years after all obligations end
	Correspondence — general	3 years
Insurance Records	*Policies — occurrence type*	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits

Real Estate	*Deeds*	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end
Tax	*IRS Tax returns and related correspondence*	Permanent
	IRS Form 1120s	7 years
	State Tax returns	7 years
Human Resources	*Employee personnel files*	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or three years
	Withholding tax statements	7 years
	Timecards	3 years
Technology	*Software licenses and support agreements*	7 years after all obligations end

II. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

III. Emergency Planning

The NON-PROFIT'S records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the NON-PROFIT operating in an emergency will, if possible, be duplicated or backed up at least weekly and maintained off-site.

IV. Document Destruction

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding. Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

V. Compliance

The NON-PROFIT will periodically review these procedures with legal counsel or a certified public accountant to ensure that they are in compliance with new or revised regulations.

Appendix 4

MASSACHUSETTS PATIENT FOUNDATION, INC.
COMPENSATION SETTING POLICY

I. Introduction

This policy codifies the procedures by which the board of directors of MASSACHUSETTS PATIENT FOUNDATION, INC. the ("NON-PROFIT") sets the compensation of Members, directors, top management officials, officers and key employees ("Executive Compensation"). These procedures are designed to comply with the "safe harbor" requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

II. Policy

The board of directors shall oversee the setting of Executive Compensation and shall (1) determine compensation of all Members, directors, top management officials, officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis.

In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

III. Guidelines

Compensation determinations made by the directors will be made in accordance with the following guidelines:

i. In setting and determining the reasonableness of Executive Compensation, the board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.

ii. Board directors involved in setting and approving Executive Compensation, as well as any third parties providing professional advice to the board of directors in connection with setting and approving Executive Compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Board directors shall have no conflict of interest for these purposes if they (i) will not economically benefit from the compensation arrangement, (ii) are not family members of a person who will economically benefit, (iii) have no material financial interest affected by the compensation arrangement, and (iv) are not family members of a person who has a material financial interest affected by the compensation arrangement.

iii. Timely and accurate minutes of all final actions by the board regarding the setting and approval of Executive Compensation will be recorded and held with board records. Such minutes will include (1) the terms of the approved compensation arrangement and the date approved, (2) a list of the directors present during discussion, showing those who approved the arrangement, those who rejected it and those who recused themselves due to conflicts of interest, (3) the comparability data relied upon and how such data was obtained, and (4) the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

Appendix 5

MASSACHUSETTS PATIENT FOUNDATION, INC.
COMPREHENSIVE INFORMATION SECURITY POLICY

I. OBJECTIVE

It is the objective of MASSACHUSETTS PATIENT FOUNDATION, INC. ("NON-PROFIT") in the development and implementation of this comprehensive information security program ("CISP") to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, "personal information" means an individual's first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (a) Social Security number; (b) driver's license number or state-issued identification card number; or (c) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual's financial account; provided, however, that "personal information" shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. The NON-PROFIT generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public.

II. PURPOSE

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

III. DATA SECURITY COORDINATOR

The NON-PROFIT appoints the Treasurer to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;
- Regular testing of the CISP's safeguards;
- Evaluating the ability of each of NON-PROFIT'S third party service providers to implement and maintain appropriate security measures for the personal information to which the NON-PROFIT permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;
- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in the NON-PROFIT'S business practices that may implicate the security or integrity of records containing personal information; and

- Conducting an annual training session for all Members, directors, officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

IV. HANDLING PERSONAL INFORMATION

A. Paper Records

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with NON-PROFIT'S document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When the NON-PROFIT receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper employment records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the Chief Executive Officer.

B. Electronically Held Records

The NON-PROFIT requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols**.** The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;
- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;
- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;
- Restricting access to active users and active user accounts only; and
- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and
- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access that is reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. The NON-PROFIT will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. The NON-PROFIT shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

C. Vendors

Pursuant to 105 CMR 725.200, information held by the NON-PROFIT about dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties. Only upon receipt of written consent of the individual to whom the confidential information applies will the NON-PROFIT share personal and financial information with its vendors. The NON-PROFIT requires each of their vendors to send written evidence, signed by an authorized person, confirming that they follow a confidentiality plan that fully complies with 105 CMR 725.200 and 201 CMR 17.00.

V. Training

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

VI. PERSONS SEPARATING FROM NON-PROFIT

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

VII. SECURITY BREACH AND NOTIFICATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Data Security Coordinator when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A "security breach" is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud.

A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Data Security Coordinator is informed of a security breach, she will (1) notify the individual whose information was compromised, and (2) notify the Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of the security program;
- A phone number to call for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and
- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident;
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. The NON-PROFIT will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by the responsible parties up to and including suspension or termination.

Documentation. The NON-PROFIT shall document all responsive actions taken in connection with any incident involving a security breach.

VIII. CONFIDENTIALITY

Notwithstanding anything to the contrary contained herein, information held by the NON-PROFIT about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties.

Appendix 6

MASSACHUSETTS PATIENT FOUNDATION, INC.
ANTITRUST POLICY

It is the policy of MASSACHUSETTS PATIENT FOUNDATION, INC., the ("NON-PROFIT") to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the NON-PROFIT that it and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical use of marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the NON-PROFIT'S activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the NON-PROFIT'S patients, and to prevent diversion for non-medical purposes, Members, directors, officers and employees shall not discuss with competitors the following: increasing, decreasing, or stabilizing prices for medical marijuana or related products and services; and establishing market monopolies for products or services.

Furthermore, Members, directors, officers, and employees shall not engage in any actions in the context of the NON-PROFIT'S activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Any questions regarding antitrust issues and the NON-PROFIT'S activities shall be directed to the President, if any, and referred to counsel if deemed necessary.

Pursuant to 105 CMR 725.100(A)(2), no executive, member, director or any entity owned or controlled by such executive, member or director may directly or indirectly control more than three (3) registered marijuana dispensaries in the Commonwealth of Massachusetts.

Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L1348700288
Notice Date: April 6, 2018
Case ID: 0-000-377-433

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

MASSACHUSETTS PATIENT FOUNDATION
36 GLEN AVE
NEWTON MA 02459-2066

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, MASSACHUSETTS PATIENT FOUNDATION 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: October 16, 2018

To Whom It May Concern :

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

APOTHCA, INC.

is a domestic corporation organized on **June 17, 2015**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; 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: 18100314210

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

Processed by:

APOTHCA, INC.

DIVERSITY PLAN

Overview

Apothca, Inc. ("Apothca") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations.[1]

To support such populations, Apothca has created the following Diversity Plan (the "Plan") and has identified and created goals/programs to promote equity in Apothca's operations.

Goals

In order for Apothca to promote equity for the above-listed groups in its operations, Apothca has established the following goal:

- Increasing the number of individuals falling into the above-listed demographics working at Apothca and ensuring that at least 30% of Apothca's agents are from the above-listed populations.[2]

Programs

Apothca has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

- Hosting at least one (1) career fair annually in underrepresented and minority communities; and
- Advertising employment opportunities (as they become available, but not less than once annually) in diverse publications, job boards, or other media (such as diversityjobs.com, El Mundo, El Planeta, and World Journal).

Measurements

The Chief Operating Officer will administer the Plan and will be responsible for developing measurable outcomes to ensure Apothca continues to meet its commitments. Such measurable outcomes, in accordance with Apothca's goals and programs described above, include:

- The number of and location of any career fairs that Apothca participates in, including documentation of all resumes received as a result of such career fairs;
- The number of individuals falling into the above-listed demographics hired and retained for a period of at least six months with the goal that at least 30% of Apothca's agents are from the above-listed populations;

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[1] As per 935 CMR 500.101(1)(c)(8)(k) as promulgated on 11/1/19 and the Commission's *Guidance on Required Positive Impact Plans and Diversity Plans* as revised 2/25/19. For purposes of this Diversity Plan, Apothca is interpreting "[p]eople of all gender identities and sexual orientations" to mean people identifying as LGBTQ+.

[2] In conjunction with Apothca's hiring commitments provided in its Plan for Positive Impact, Apothca will ensure that at least 50% of its agents are from diverse populations or past or present residents of Fitchburg, Lynn, or other areas of disproportionate impact.

- The number of employment opportunities advertised in diverse publications, job boards, or other media, including documentation of all resumes received as a result of such advertisements;
- The number of individuals falling into the above-listed demographics hired and retained for a period of at least six months as a result of the employment opportunities advertised in diverse publications, job boards or other media;

Beginning upon the Commission's approval of this amended Plan, Apothca will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Chief Operating Officer will review and evaluate Apothca's measurable outcomes no less than twice annually to ensure that Apothca is meeting its commitments. Apothca is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

- Apothca will adhere to the requirements set forth in 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 Apothca will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

MAINTAINING OF FINANCIAL RECORDS

Apothca, Inc.'s ("Apothca") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
    - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
        - Assets and liabilities;
        - Monetary transactions;
        - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
        - Sales records including the quantity, form, and cost of marijuana products; and
        - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the Apothca.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
    - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
    - Prohibiting the use of software or other methods to manipulate or alter sales data;
    - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
        - If Apothca determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.
    - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;

    - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales; and
    - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.
- Additional written business records will be kept, including, but not limited to, records of:
    - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
    - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
    - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- <u>License Renewal Records</u>
    - Apothca shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Apothca, Inc. ("Apothca") will securely maintain personnel records, including registration status and background check records. Apothca will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent;
- A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Apothca and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- 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;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training; and
- Results of initial background investigation, including CORI reports.

Personnel records will be kept in a secure location to maintain confidentiality and be only accessible to the agent's manager or members of the executive management team.

After-Hours Contact Information

Joseph Lekach || P: 305-741-6540 || E: joseph@artcangroup.com
Byron Staton || P: 425-772-2612 || E: bstaton@apothca.com
Andrew Young || P: 305-801-7948 || E: mark@artcangroup.com
Megan Hansen || P: 339-440-6339 || E: mhansen@apothca.com
Joseph Nicholson || P: 508-509-1971 || E: jnicholson@apothca.com

Business Hours (Subject to Approval by the Special Permit Granting Authority)

Monday: 7:00 a.m. – 7:00 p.m.
Tuesday: 7:00 a.m. – 7:00 p.m.

Wednesday: 7:00 a.m. – 7:00 p.m.
Thursday: 7:00 a.m. – 7:00 p.m.
Friday: 7:00 a.m. – 7:00 p.m.
Saturday: 7:00 a.m. – 7:00 p.m.
Sunday: 7:00 a.m. – 7:00 p.m.

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Apothca will undergo a detailed background investigation prior to being granted access to a Apothca facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Apothca pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Apothca will consider:
    a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
    b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
    c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Apothca will:
    a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
    b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Apothca will consider the following factors:
        i. Time since the offense or incident;
        ii. Age of the subject at the time of the offense or incident;
        iii. Nature and specific circumstances of the offense or incident;

iv. Sentence imposed and length, if any, of incarceration, if criminal;
v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
vi. Relationship of offense or incident to nature of work to be performed;
vii. Number of offenses or incidents;
viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
x. Any other relevant information, including information submitted by the subject.

c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Apothca or the Commission.

Personnel Policies and Training

As outlined in Apothca's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All Apothca agents are required to complete training as detailed in Apothca's Qualifications and Training plan which includes but is not limited to the Apothca's strict alcohol, smoke and drug-free workplace policy, job specific

training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

Apothca will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to Apothca operations, which will be reported to the Commission; or
- 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.

QUALIFICATIONS AND TRAINING

Apothca, Inc. ("Apothca") will ensure that all employees hired to work at a Apothca facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal 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.

Apothca will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Apothca discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent's employment will be terminated, and Apothca will notify the Commission within one (1) business day that the agent is no longer associated with the establishment.

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Apothca's agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. Agent training will at least include the Responsible Vendor Training Program and eight (8) hours of on-going training annually.

All of Apothca's current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (3) hours of required training to marijuana establishment agents to be designated a "Responsible Vendor". Once Apothca is designated a "Responsible Vendor", all new employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program within 90 days of the date they are hired. After initial successful completion of a Response Vendor Training Program, each Owner, manager, and employee involved in the handling and sale of marijuana will successfully complete the program once every year thereafter to maintain designation as a "Responsible Vendor".

Apothca will also encourage administrative employees who do not handle or sell marijuana to take the "Responsible Vendor" program on a voluntary basis to help ensure compliance. Apothca's records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

As part of the Responsible Vendor Training Program, Apothca's agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana's effect on the human body, including:
    - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
    - The amount of time to feel impairment;
    - Visible signs of impairment; and
    - Recognizing signs of impairment
2. Diversion prevention and prevention of sales to minors, including best practices;
3. Compliance with all tracking requirements;
4. Acceptable forms of identification, including:
    - How to check identification;
    - Spotting false identification;
    - Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the Commission; and
    - Common mistakes made in verification
5. Other key state laws and rules affecting Owners, managers, and employees, including:
    - Local and state licensing and enforcement;
    - Incident and notification requirements;
    - Administrative and criminal liability;
    - License sanctions;
    - Waste disposal;
    - Health and safety standards;
    - Patrons prohibited from bringing marijuana onto licensed premises;
    - Permitted hours of sale;
    - Conduct of establishment;
    - Permitting inspections by state and local licensing and enforcement authorities;
    - Licensee responsibilities for activities occurring within licensed premises;
    - Maintenance of records;
    - Privacy issues; and
    - Prohibited purchases and practices.

QUALITY CONTROL AND TESTING

Quality Control

Apothca, Inc. ("Apothca") will comply with the following sanitary requirements:

1. Any Apothca agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Apothca agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
    a. Maintaining adequate personal cleanliness; and
    b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Apothca's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Apothca's production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Apothca's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Apothca will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Apothca's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Apothca's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Apothca's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Apothca will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. Apothca acknowledges and understands that the Commission may require Apothca to

demonstrate the intended and actual use of any toxic items found on Apothca's premises;

11. Apothca will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet Apothca's needs;
12. Apothca's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. Apothca will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Apothca will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. Apothca will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

Apothca's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

Apothca will ensure that Apothca's facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

Apothca will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by Apothca to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

Apothca will process marijuana in a safe and sanitary manner. Apothca will process the leaves and flowers of the female marijuana plant only, which will be:

- Well-cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and

- Packaged in a secure area.

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, and any marijuana product that is made to resemble a typical food or beverage product will be packaged and labeled as required by 935 CMR 500.105(5) and 500.105(6).

When selling or otherwise transferring marijuana to another marijuana establishment Apothca will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Testing

Apothca will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Any Independent Testing Laboratory relied upon by Apothca for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101: *Application Requirements*, or formerly and validly registered by the Commission; (ii) accredited to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; (iii) independent financially from any Medical Marijuana Treatment Center, Marijuana Establishment or Licensee; and (iv) qualified to test marijuana and marijuana products, including marijuana-infused products, in compliance with M.G.L. c. 94C, § 34; M.G.L c. 94G, § 15; 935 CMR 500.000: *Adult Use of Marijuana*; 935 CMR 501.000: *Medical Use of Marijuana*; and Commission protocol(s).

Testing of Apothca's marijuana products will be performed by an Independent Testing Laboratory in compliance with a protocol(s) established in accordance with M.G.L. c. 94G, § 15 and in a form and manner determined by the Commission, including but not limited to, the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*. Testing of Apothca's environmental media will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

Apothca's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. Apothca acknowledges and understands that the Commission may require additional testing.

Apothca's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both Apothca and the Independent Testing Laboratory, separately and directly, and will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Apothca will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year. Apothca acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Apothca's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Apothca for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%). Any marijuana or marijuana products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.

RECORDKEEPING PROCEDURES

General Overview

Apothca, Inc. ("Apothca") has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Apothca documents. Records will be stored at Apothca in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

To ensure that Apothca is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of Apothca's quarter-end closing procedures. In addition, Apothca's operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- Corporate Records
  Corporate Records are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
  - Insurance Coverage:
    - Directors & Officers Policy
    - Product Liability Policy
    - General Liability Policy
    - Umbrella Policy
    - Workers Compensation Policy
    - Employer Professional Liability Policy
  - Third-Party Laboratory Contracts
  - Commission Requirements:
    - Annual Agent Registration
    - Annual Marijuana Establishment Registration
  - Local Compliance:
    - Certificate of Occupancy
    - Special Permits
    - Variances
    - Site Plan Approvals
    - As-Built Drawings
  - Corporate Governance:
    - Annual Report
    - Secretary of Commonwealth Filings
- Business Records
  Business Records require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - Assets and liabilities;
  - Monetary transactions;

- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the Apothca.

- Personnel Records

  At a minimum, Personnel Records will include:
  - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Apothca and will include, at a minimum, the following:
    - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - Documentation of verification of references;
    - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - 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;
    - Documentation of periodic performance evaluations; and
    - A record of any disciplinary action taken.
    - Notice of completed responsible vendor and eight-hour related duty training.
  - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - Personnel policies and procedures; and
  - All background check reports obtained in accordance with, 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
  - Apothca will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - Apothca will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants;

marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Incident Reporting Records
    - Within ten (10) calendar days, Apothca will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident .
    - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by Apothca for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within Apothca's jurisdiction on request.
- Visitor Records
    - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
    - When marijuana or marijuana products are disposed of, Apothca will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Apothca agents present during the disposal or other handling, with their signatures. Apothca will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
    - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
    - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.
    - Recordings shall not be destroyed or altered and shall be retained as long as necessary if Apothca is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
    - Apothca will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.

- Vehicle Records (as applicable)
    - Records that any and all of Apothca's vehicles are properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
    - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
    - Apothca shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
    - In the event Apothca closes, all records will be kept for at least two (2) years at Apothca's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Apothca will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures

  Policies and Procedures related to Apothca's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
    - Security measures in compliance with 935 CMR 500.110;
    - Employee security policies, including personal safety and crime prevention techniques;
    - A description of Apothca's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
    - Storage of marijuana in compliance with 935 CMR 500.105(11);
    - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
    - Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
    - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
    - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
    - A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
    - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;

- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
  - Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
  - Engaged in unsafe practices with regard to Apothca operations, which will be reported to the Commission; or
  - 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.
- A list of all board of directors, members, and executives of Apothca, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on Apothca's website.
- Policies and procedures for the handling of cash on Apothca premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
  - 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;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.

- <u>License Renewal Records</u>

- Apothca shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Record-Retention

Apothca will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Apothca, Inc. ("Apothca") will only be accessible to individuals and visitors 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual or visitor, a Apothca agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2).

In the event Apothca discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(m). Apothca will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), Apothca will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Apothca will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Apothca will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, "**For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.**" Pursuant to 935 CMR 500.105(6)(b), Apothca packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. Apothca's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Apothca, Inc. ("Apothca") has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 502.000.

Apothca will virtually separate medical and adult-use marijuana and Marijuana Products in its cultivation and product manufacturing operations by using separate medical and adult-use plant and/or package tags in Metrc.

In compliance with 935 CMR 502.140, Apothca will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of Apothca's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, Apothca will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, Apothca will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical marijuana and marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six (6) months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, Apothca will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at Apothca's retailer or easily accessible at another Apothca location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. Apothca will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months. Apothca may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety.

Apothca will also maintain separate financial records for adult-use products and medical products to ensure compliance with the applicable tax laws.

APOTHCA, INC

PLAN FOR POSITIVE IMPACT

Overview

Apothca, Inc. ("Apothca") is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is Apothca's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

Apothca's Team

Apothca's team is currently made up of 12 individuals including 3 individuals from Black, African American, Hispanic, or Latino descent. Those individuals include Apothca's Chief Executive Officer, Joseph Lekach, who is of Latino descent, Apothca's Chairman of the Board of Directors, Rachmil Lekach, who is of Latino descent, and Apothca's Chief Financial Officer and Director, Andrew Mark Young, who is of Black descent.

As Apothca expands, Apothca's goal will be to provide a preference, in compliance with labor laws, to applicants that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact and applicants that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise. In alignment with Apothca's Diversity Plan, Apothca will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent.

Continuing Efforts

To provide continuing service and reinvestment into areas of disproportionate impact, Apothca is committed programming, restorative justice, jail diversion, workforce development, industry-specific technical assistance, and mentoring services in areas of disproportionate impact. Apothca is committed to hosting and participating in events that will support the City of Fitchburg and other areas of disproportionate impact such as community service days, charity events, and educational seminars. Apothca will require all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Further plans to positively affect areas of disproportionate impact may include the following:

- Conducting industry specific educational seminars in one or more of the following: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training;
- Providing financial mentoring services or hosting organizations providing these services (FinLab http://finlab.cfsinnovation.com/, Citi Foundation http://www.citigroup.com/citi/foundation/, etc.);
- Monthly informational sessions regarding the process for sealing and expunging criminal records;
- Partnership and support for organizations providing jail diversion and restorative justice programs;

- Transportation support for employees in these areas;
- Hiring practices prioritizing individuals from these areas;
- Any necessary accommodations that will be provided for individuals coming from areas of disproportionate impact.

Plan Administration

The Chief Operating Officer will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The Chief Operating Officer will be responsible for developing measurable outcomes and ensure Apothca continues to meet its commitment to the community. Apothca will undergo quarterly staffing audits to ensure that it is hiring individuals from areas of disproportionate impact (particularly Fitchburg).

Apothca will require employees to sign in for each of its quarterly community service days, which will be developed and coordinated by the Executive Management Team of Apothca. Furthermore, the Chief Operating Officer, in connection with Apothca staff, will plan and coordinate Apothca's seminars and monthly informational sessions.

The Chief Executive Officer will be responsible for coordinating any and all partnerships that Apothca establishes in connection with the Plan. The Chief Financial Officer will ensure that sufficient funds are budgeted to support the Plan, including for any and all events and also any transportation support for employees.