



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281585
Original Issued Date: 12/31/2018
Issued Date: 11/19/2020
Expiration Date: 12/31/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Berkshire Roots, Inc.

Phone Number: 413-553-9333
Email Address: khospot@ko-resources.com

Business Address 1: 501 Dalton Ave
Business City: Pittsfield
Business State: MA
Business Zip Code: 01201
Business Address 2:
Mailing Address 1: 501 Dalton Ave
Mailing City: Pittsfield
Mailing State: MA
Mailing Zip Code: 01201
Mailing Address 2:

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: RP201903

RMD INFORMATION

Name of RMD: Berkshire Roots Inc.
Department of Public Health RMD Registration Number: 19
Operational and Registration Status: Obtained Final Certificate of Registration and is 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: 1
Role: Employee
Percentage Of Control: 25
Other Role: Chief Financial Officer

First Name: Kurt	Last Name: Hospot	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: white		

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 1	Percentage Of Control: 25
Role: Director	Other Role: President
First Name: Albert	Last Name: Wojtkowski 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: white	

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 1	Percentage Of Control: 25
Role: Employee	Other Role: Director of Facilities
First Name: Joseph	Last Name: Baillargeon 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: white	

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100
Entity Legal Name: KO Resources LLC	Entity DBA: DBA City:
Entity Description: Massachusetts LLC	
Foreign Subsidiary Narrative:	
Entity Phone:	Entity Email: Entity Website: n/a
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: Berkshire Roots Inc. is a wholly-owned subsidiary of KO Resources LLC. Berkshire Roots Inc. operates as directed by its officers and employees, and secures capital, real estate, equipment, payroll and operational expense and expertise from KO Resources LLC.	
Berkshire Roots Inc. commenced patient sales in March 2017, having secured all required state and city approvals. The company continues to operate and remains in good standing.	

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Andrea	Last Name: Nuciforo	Suffix: Jr.
Describe the nature of the relationship this person has with the Marijuana Establishment: Andrea F. Nuciforo provides legal counsel to BRI including the preparation of application materials and regulatory compliance. Andrea is also a capital contributor as listed on various DPH filings.		

Close Associates or Member 2

Date generated: 12/03/2020

First Name: Matthew

Last Name: Feeney

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Matthew Feeney is a capital contributor.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: KO Resources LLC

Entity DBA:

Email: a.wojtkowski@ko-resources.com

Phone:

413-553-5515

Address 1: 501 Dalton Avenue

Address 2:

City: Pittsfield

State: MA

Zip Code: 01201

Types of Capital: Monetary/Equity, Debt, Buildings, Land, Other

Other Type of Capital:

Total Value of Capital Provided: \$4000000

Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 501 Dalton Avenue

Establishment Address 2:

Establishment City: Pittsfield

Establishment Zip Code: 01201

Approximate square footage of the establishment: 24800

How many abutters does this property have?: 3

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Host Community Certification - Berkshire Roots Inc - 2018.pdf	pdf	5b20288d10757543fbca696a	06/12/2018
Certification of Host Community Agreement	Berkshire Roots HCA 2018 - City of Pittsfield.pdf	pdf	5b2028b053361a503c1d4f6e	06/12/2018
Community Outreach Meeting Documentation	BRI - Community Outreach Notice and Att.pdf	pdf	5b61de59cfd7f028435e281e	08/01/2018
Community Outreach Meeting Documentation	BRI - Community Outreach Materials (A) .pdf	pdf	5b61dedb9aeb1f3479545db5	08/01/2018
Community Outreach Meeting Documentation	BRI - Community Outreach Materials (B) .pdf	pdf	5b61df24065a6d348d6fc54b	08/01/2018
Plan to Remain Compliant with Local Zoning	NLG - BRI Plan for Local Compliance .pdf	pdf	5b61df8b0dfb4034a118015f	08/01/2018
Community Outreach Meeting	Berkshire Eagle Classifieds Ad.pdf	pdf	5b884e850d95792d85f43350	08/30/2018

Documentation

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.: \$85000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Berkshire Roots Inc 500 101(1)(j) Plan.pdf	pdf	5b22876d61b87343dda2ff4c	06/14/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Matthew Last Name: Feeney Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: Andrea Last Name: Nuciforo Suffix: Jr.
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Albert Last Name: Wojtkowski Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Kurt Last Name: Hospot Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 5

Role: Other Role:
First Name: Joseph Last Name: Baillargeon Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:

Entity Legal Name: KO Resources, LLC

Entity DBA:

Entity Description: The purpose of this LLC is to own, manage, and operate real estate, to provide management and operational services, and to carry on any lawful business, trade, purpose or activity.

Phone: 413-553-5515

Email: albert@plt.com

Primary Business Address 1: 75 North Street, Suite 410

Primary Business Address 2:

Primary Business City: Pittsfield

Primary Business State: MA

Principal Business

Zip Code: 01201

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	BRI - Fka -KHEMORGANICS - Cert of Good Standing - MA DOR April 11 2018 (1).pdf	pdf	5b27c79e10757543fbca6ef5	06/18/2018
Articles of Organization	BRI- ArticlesOfOrg.pdf	pdf	5b27c7abe0abb143d3545f32	06/18/2018
Bylaws	BRI - Bylaws.pdf	pdf	5b27cd47a6220743bfd9d1c5	06/18/2018
Secretary of Commonwealth - Certificate of Good Standing	BRI- Cert of Good Standing - Sec of State.pdf	pdf	5b28f95be0abb143d354606b	06/19/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	SecofStateCert.pdf	pdf	5f99d5ebdd2d7407bede9f9e	10/28/2020
Department of Unemployment Assistance - Certificate of Good standing	DUACert (1).pdf	pdf	5f99d5f2dfcf9f07cd942de0	10/28/2020
Department of Revenue - Certificate of Good standing	Good Standing 10.28.20 (1).pdf	pdf	5f9c20593bf49c082a4249d6	10/30/2020

Massachusetts Business Identification Number: 001319343

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	NLG - Berkshire Roots Inc - Plan to Secure Liability Insurance 06 24 2018.pdf	pdf	5b34dd1fcb211e5050f1055f	06/28/2018
Proposed Timeline	NLG - Berksshire Roots Inc - Proposed Timeline -REVISED 08 01 2018.pdf	pdf	5b61f628cfd7f028435e2864	08/01/2018
Proposed Timeline	BRI - Applicant Ackn - timeline - 08012018.pdf	pdf	5b61fa4d74dcfa349769d145	08/01/2018
Business Plan	NLG-Berkshire Roots Inc. - Biz Plan October 25 2019.pdf	pdf	5db6f50a51e4622fd806b2c2	10/28/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Prevention of diversion	Prevention of Diversion.pdf	pdf	5f99d7e408242707d4a75c1c	10/28/2020
Restricting Access to age 21 and older	Restricting Access.pdf	pdf	5f99d7e54a2789086108b518	10/28/2020
Security plan	Security.pdf	pdf	5f99d7e6df85ec07dfb86fe7	10/28/2020
Separating recreational from medical operations, if applicable	Separation.pdf	pdf	5f99d7e7bd0d8e081433aee6	10/28/2020
Storage of marijuana	Storage.pdf	pdf	5f99d7e857d9d707ee4d65ef	10/28/2020
Dispensing procedures	Dispensing Procedures.pdf	pdf	5f99d8af6e60eb07f57f0399	10/28/2020
Inventory procedures	Inventory Procedures.pdf	pdf	5f99d8b03bf49c082a424453	10/28/2020
Personnel policies including background checks	Personnel Policies.pdf	pdf	5f99d8b1dd2d7407bede9fb4	10/28/2020
Quality control and testing	Quality Control and Testing.pdf	pdf	5f99d8b28cc05c081b1b540b	10/28/2020
Transportation of marijuana	Transportation.pdf	pdf	5f99d8b470836208402843d1	10/28/2020
Maintaining of financial records	Financial Records.pdf	pdf	5f99d8f2df85ec07dfb86fee	10/28/2020
Qualifications and training	Qualifications and Training.pdf	pdf	5f99d8f3bd0d8e081433aee6	10/28/2020
Record Keeping procedures	Record Keeping.pdf	pdf	5f99d8f557d9d707ee4d65f8	10/28/2020
Diversity plan	Diversity Plan.pdf	pdf	5f99d8f76e60eb07f57f039d	10/28/2020
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	5f9c213f08242707d4a761a5	10/30/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	Patient Supply.pdf	pdf	5f99da600daeb60847faa29c	10/28/2020

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	Plan to Ensure Reasonable Substitution.pdf	pdf	5f9c218f08242707d4a761aa	10/30/2020

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

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Please see the attached document.

Progress or Success Goal 2

Description of Progress or Success: Please see the attached document.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Please see the attached document.

Diversity Progress or Success 2

Description of Progress or Success: Please see the attached document.

Diversity Progress or Success 3

Description of Progress or Success: Please see the attached document.

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 10:00 PM
Tuesday From: 8:00 AM	Tuesday To: 10:00 PM
Wednesday From: 8:00 AM	Wednesday To: 10:00 PM
Thursday From: 8:00 AM	Thursday To: 10:00 PM
Friday From: 8:00 AM	Friday To: 10:00 PM
Saturday From: 8:00 AM	Saturday To: 10:00 PM
Sunday From: 8:00 AM	Sunday To: 10:00 PM

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

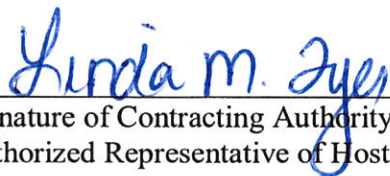
I, Albert Wojtkowski, (*insert name*) certify as an authorized representative of Berkshire Roots, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with City of Pittsfield (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on May 24, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Mayor Linda Tyer, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Pittsfield (*insert name of host community*) to certify that the applicant and City of Pittsfield (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on May 24, 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

RECREATIONAL ADULT USE HOST COMMUNITY AGREEMENT

This HOST COMMUNITY AGREEMENT ("Agreement") is entered into as of May 24, 2018 ("Effective Date") by and between Berkshire Roots, Inc. with its main office presently located at 501 Dalton Avenue, Pittsfield, Massachusetts 01201, Berkshire Roots Inc. herein referred to as ("BRI") and the City of Pittsfield ("CITY"), a municipal corporation validly existing under the laws of the Commonwealth of Massachusetts, with a principal place of business at 70 Allen St, Pittsfield, MA 01201. Collectively, BRI and the CITY may be referred to as "Parties".

RECITALS

WHEREAS, the Massachusetts Cannabis Control Commission ("CCC") has granted, or is expected to grant, BRI a license to operate a Marijuana Retailer ("MR") at a property located at 501 Dalton Avenue, Pittsfield, MA 01201 ("Premises").

WHEREAS, BRI, upon being granted an Approval to Sell by the CCC and all other required permits, licenses and approvals from the CITY to begin sales of adult-use marijuana in compliance with 935 CMR 500, agrees to pay certain community impact fees to the CITY in order to provide financial resources to be used for the betterment of the CITY as determined by the City in its sole discretion.

WHEREAS, section 25 of Chapter 55 of the Acts of 2017, styled "An Act to Ensure Safe Access to Marijuana", provides that "[a]n agreement between a marijuana establishment . . . and a host community may include a community impact fee for the host community, provided, however that the community impact fee shall be reasonably related to the costs imposed upon the municipality by the operation of the establishment and shall, in no event, amount to more than 3 percent of the gross sales of the establishment or be effective for longer than 5 years."

WHEREAS, section 25 of Chapter 55 of the Acts of 2017 further provides that "[a]ny cost to a city or town imposed by the operation of marijuana establishment shall be documented and considered a public record as defined by clause Twenty-sixth of section 7 of chapter 4 of the General Laws."

NOW THEREFORE, in consideration of the provisions of this Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BRI offers and the CITY accepts this Agreement in accordance with M.G.L. c. 44, § 53A, and the Parties hereby agree as follows:

1. Host Community Fees. The parties stipulate and agree that the CITY will incur additional expenses and impacts upon the CITY's road system, law enforcement, fire protection services, inspectional services, permitting services and public health services. Accordingly, in order to mitigate any such impacts upon the CITY and use of CITY resources, BRI shall pay fees to the CITY, on a biannual basis, as follows:

- (a) for the first year of operation, an amount equal to Sixty Thousand Dollars (\$60,000); and
- (b) for the second year of operation, an amount equal to One Hundred Thousand Dollars (\$100,000); and
- (c) for the third year of operation, an amount equal to One Hundred Fifty Thousand Dollars (\$150,000); and
- (d) for the fourth year of operation, an amount equal to Two Hundred Thousand Dollars (\$200,000); and
- (e) for the fifth year of operation, an amount equal to Two Hundred Thousand Dollars (\$200,000).

The initial payment of the Host Community Fee to the CITY shall be made on or before the first of July or January, whichever occurs first, following the end of the first six (6) months from the day BRI commences adult-use marijuana sales from the Premises. Thereafter, Host Community Fee payments shall be made to the CITY on or before the first of July and the first of January each year. BRI shall notify the CITY when it commences adult-use marijuana sales within the CITY at the Premises. The Host Community Fee shall continue being paid by BRI to the CITY, until BRI ceases the adult-use marijuana sales at the Premises or upon the expiration of Five (5) years after the Execution Date, whichever is earlier. While the purpose of the Host Community Fee is to assist the CITY in addressing any public health, safety or other effects or impacts the Premises may have on the CITY, the CITY may expend all such fees at the CITY's sole and absolute discretion.

2. Local Preference. Except for senior management positions, BRI commits to hiring the majority of its employees from the local communities, to the extent permitted by law. In addition to the direct hiring, BRI will work in a good faith, legal and non-discriminatory manner to hire local vendors, suppliers, contractors and builders from the Pittsfield area where possible.
3. Property Taxes. Except as provided in section 44 of Chapter 55 of the Acts of 2017, at all times during the Term of this Agreement, all property, both real and personal, owned or operated by BRI shall be treated as taxable, and all applicable real estate and personal property taxes for that property shall be paid either directly by BRI or by its landlord to the CITY, and BRI shall not object to or otherwise challenge the taxability of such property and shall not seek a non-profit exemption from paying such taxes. Notwithstanding the foregoing, (i) if real or personal property owned or operated by BRI is determined to be non-taxable or partially non-taxable, a determination of which the BRI agrees not to seek at any time during this Agreement or (ii) if BRI is determined to be entitled or subject to exemption with the effect of reducing or eliminating the tax which would otherwise be due if not so exempted, then BRI shall pay, as an additional fee to the CITY, an amount which when added to the taxes, if any, paid on such property, shall be equal to the taxes which would have been payable on such property at fair cash value and at the otherwise applicable tax rate, if there had been no abatement or exemption ("Additional Fee"). Such Additional Fee payments shall be in addition to all payment obligations owed by BRI under Section 1 of this Agreement.

4. Right to Re-Open.

- (a) In the event that BRI enters into a host community agreement or other similar agreement with another municipality in the Commonwealth of Massachusetts that contains financial terms more beneficial to such municipality than this Agreement provides to the CITY, taking into consideration the marketplace, number of other operating adult-use marijuana facilities and customers in the municipality as compared to the CITY, BRI agrees to reopen this Agreement and, in good faith, negotiate an amendment that fairly adjusts the Host Community Fee set forth in this Agreement to reflect any such better terms.
- (b) If, during the term of this Agreement, the Host Community Fees imposed upon BRI under this Agreement are determined to exceed the costs imposed upon the CITY by the operation of the Premises, then the CITY agrees to reopen this Agreement and, in good faith, negotiate an amendment that fairly adjusts the Host Community Fee such that the fee is reasonably related to the costs imposed upon the CITY due to BRI's operation of the Premises.

5. Permits and Licenses. The Parties agree that this Agreement and all terms, conditions and requirements contained herein, are subject to, and conditioned upon BRI obtaining the required registrations, permits and licenses to sell adult-use marijuana at the Premises. If, for any reason, BRI is unable to obtain the required permits and licenses to operate, this Agreement shall be null and void and neither Party shall have any further obligations under this Agreement.

6. Omitted.

7. Term. This Agreement shall go into effect on the Effective Date and shall terminate in the event that BRI ceases its MR operations in the CITY or BRI's MR license is revoked by the CCC. This Agreement shall terminate upon the occurrence or existence of the appointment of a trustee, receiver or other custodian for any substantial part of BRI's assets, or if BRI petitions for, permits or suffers insolvency, bankruptcy, liquidation or a winding up of its business or assets. Furthermore, in accordance with section 25 of Chapter 55 of the Acts of 2017, this Agreement shall terminate no later than Five (5) years after the Execution Date. In the event of termination, payments due in that Six (6) month period shall be prorated based on the number of days of operation during said Six (6) month period.

8. Local Authority. This Agreement does not waive, limit, control, govern or in any way describe the legal authority of any CITY board, commission, committee, officer or official to regulate, authorize, restrict, inspect, investigate, enforce against, or issue, deny, suspend or revoke any permit, license or other approval with respect to, BRI, the Premises or any MR thereon; nor does it waive, limit, control, govern or in any way describe the legal authority of the Pittsfield Police Department to investigate, prevent or take action against

any criminal activity with respect to BRI, the Premises or any MR thereon. Nothing in this Agreement presumes, implies, suggests or otherwise creates any promise either that BRI shall obtain or retain any or all local permits, licenses and other approvals that are required in order to operate an MR at the Premises, or that the CITY shall be required to support or assist in any application for the same. The CITY, by entering into this Agreement is not thereby required or obligated to issue such permits and approvals as may be necessary for the MR to operate in the CITY, or to refrain from enforcement action against BRI and/or the Premises for violations of the terms of said permits, approvals and or applicable statutes, ordinances and regulations. The CITY acknowledges that BRI may now or in the future enjoy certain rights under the laws of the Commonwealth, and in further consideration of the payments contemplated under this Agreement the CITY agrees that it will refrain from imposing any restrictions on BRI's exercise of any rights that may arise solely under such laws. Notwithstanding any other provision of this Section 8, the CITY hereby acknowledges that BRI's obligations under this Agreement are contingent upon BRI's successful and timely operation of its business, and the CITY therefore agrees to promptly provide BRI with a certificate of occupancy for the entirety of the Premises upon BRI's substantial completion of the permitted work at the Premises.

9. Common Agreement. No MR or marijuana establishment shall sell or otherwise distribute within the CITY adult-use marijuana or adult-use marijuana infused products, including any products containing or consisting of THC or CBD, unless and until such MR or marijuana establishment has entered into a Host Community Agreement with the same terms, conditions and restrictions as appear within this Agreement. For the avoidance of doubt, the CITY agrees and acknowledges that it will impose upon any MR or marijuana establishment operating within the CITY the same financial and other obligations set forth in this Agreement.
10. Notices. Any and all notices or other communications required or permitted under the Agreement by either Party to the other shall be in writing and delivered by mail, postage prepaid, return receipt requested, by registered or certified mail, or by other reputable delivery service.

(a) Notice to BRI shall be delivered to:

Berkshire Roots Inc.
501 Dalton Avenue
Pittsfield, MA 01201

(b) Notice to CITY shall be delivered to:

City of Pittsfield
Mayor's Office
70 Allen St
Pittsfield, MA 01201

11. Entire Agreement. This Agreement supersedes any and all other agreements, either oral or in writing, between the Parties hereto with respect to the subject matter of this Agreement. This Agreement may not be changed verbally, and may only be amended by an agreement in writing signed by both Parties.
12. No Rights in Third Parties. This Agreement is not intended to, nor shall it be construed to, create any rights in any third parties.
13. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.
14. Severability. If any provision of this Agreement shall be held by a court of competent jurisdiction to be contrary to law, that provision will be enforced to the maximum extent permissible and the remaining provisions of this Agreement will remain in full force and effect, unless to do so would result in either Party not receiving the benefit of its bargain.
15. Successors. This Agreement shall be binding upon and shall inure to the benefit of the Parties, their respective heirs, executors, administrators and assigns.
16. Assignment. Neither Party may assign this Agreement without the prior written consent of the other Party.
17. Acknowledgement. The individuals signing below have full authority to do so by the entity on behalf of which they have signed.


IN WITNESS WHEREOF the parties hereto have caused this Agreement to be duly executed as of the Execution Date set forth above.

CITY OF PITTSFIELD



Linda M. Tyer, Mayor

BERKSHIRE ROOTS INC



Albert S. Wojtkowski, President

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, Albert Wojtkowski, (*insert name*) attest as an authorized representative of Berkshire Roots, Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on May 8, 2018 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 26, 2018 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on April 23, 2018 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 20, 2018 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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



City of Pittsfield

Notice of Public Meeting

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for **May 8, 2018 at 7:00 PM at The Pittsfield Athenaeum Auditorium located at 1 Wendell Avenue in Pittsfield, MA 01201**. The proposed Adult-use Marijuana Establishment is anticipated to be located at 501 Dalton Avenue, Pittsfield, MA 01201. There will be an opportunity for the public to ask questions.

New England Newspapers, Inc.

The Berkshire Eagle • The Springfield Banner • The Bradford Reporter • The Manchester Journal
75 South Church St., Pittsfield, MA 01201 • (413) 447-7311 • (800) 245-0254

Advertising Invoice

NUCIFORO LAW GROUP LLC
100 NORTH ST
PITTSFIELD, MA 01201

Cust#:108863
Ad#:24538
Phone#:413-553-5515
Date:04/20/2018

Salesperson: NANCY MCLEAN Classification: Public Notices BE Ad Size: 1.0 x 17.00

Advertisement Information:

Description	Start	Stop	Ins.	Cost/Day	Total
Berkshire Eagle	04/26/2018	04/26/2018	1	60.35	60.35

Payment Information:

Date: 04/20/2018 Order#: 24538 Type: BILLED ACCOUNT

Total Amount: 60.35

Tax: 0.00

Amount Due: 60.35

Thank you for your business!.

Ad Copy

City of Pittsfield Notice of Public Meeting

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for May 6, 2018 at 7:00 PM at The Pittsfield Athenaeum Auditorium located at 1 Wendell Avenue in Pittsfield, MA 01201. The proposed Adult-use Marijuana Establishment is anticipated to be located at 501 Dalton Avenue, Pittsfield, MA 01201. There will be an opportunity for the public to ask questions. 04/26/18

NUCIFORO
Law Group LLC

One International Place • Suite 1400
Boston, Massachusetts 02110
Direct (617) 535-7720

100 North Street • Suite 405
Pittsfield, Massachusetts 01201
Direct (413) 553-5515

BY FIRST CLASS MAIL

April 20, 2018

Michelle Cetti
70 Allen Street
Pittsfield, MA 01201

RE: Berkshire Roots, Inc. Community Outreach Meeting

Madame Clerk,

Enclosed please find a copy of our Notice of Community Outreach Meeting. We are required by the Cannabis Control Commission to provide your office with notice not later than seven days prior to the date of the public meeting. Please keep this notice on file, and feel free to contact my office should you have any questions at all.

Very truly yours,

Andrea F. Nuciforo, Jr.

encl.

AFN/ajd

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Law Group LLC

One International Place • Suite 1400
Boston, Massachusetts 02110
Direct (617) 535-7720

100 North Street • Suite 405
Pittsfield, Massachusetts 01201
Direct (413) 553-5515

BY FIRST CLASS MAIL

April 20, 2018

City Councilors Office
70 Allen Street
Pittsfield, MA 01201

RE: Berkshire Roots, Inc. Community Outreach Meeting

Dear City Council,

Enclosed please find a copy of our Notice of Community Outreach Meeting. We are required by the Cannabis Control Commission to provide your office with notice not later than seven days prior to the date of the public meeting. Please keep this notice on file, and feel free to contact my office should you have any questions at all.

Very truly yours,

Andrea F. Nuciforo, Jr.

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Pittsfield, Massachusetts 01201
Direct (413) 553-5515

BY FIRST CLASS MAIL

April 20, 2018

Planning and Development Office
70 Allen Street
Pittsfield, MA 01201

RE: Berkshire Roots, Inc. Community Outreach Meeting

Dear Sir or Madame,

Enclosed please find a copy of our Notice of Community Outreach Meeting. We are required by the Cannabis Control Commission to provide your office with notice not later than seven days prior to the date of the public meeting. Please keep this notice on file, and feel free to contact my office should you have any questions at all.

Very truly yours,

Andrea F. Nuciforo, Jr.

encl.

AFN/ajd

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Boston, Massachusetts 02110
Direct (617) 535-7720

100 North Street • Suite 405
Pittsfield, Massachusetts 01201
Direct (413) 553-5515

BY FIRST CLASS MAIL

April 20, 2018

Office of the Mayor, Linda Tyer
70 Allen Street
Pittsfield, MA 01201

RE: Berkshire Roots, Inc. Community Outreach Meeting

Dear Mayor Tyer,

Enclosed please find a copy of our Notice of Community Outreach Meeting. We are required by the Cannabis Control Commission to provide your office with notice not later than seven days prior to the date of the public meeting. Please keep this notice on file, and feel free to contact my office should you have any questions at all.

Very truly yours,

Andrea F. Nuciforo, Jr.

encl.

AFN/ajd

NUCIFORO
Law Group LLC

One International Place • Suite 1400
Boston, Massachusetts 02110
Direct (617) 535-7720

100 North Street • Suite 405
Pittsfield, Massachusetts 01201
Direct (413) 553-5515

BY FIRST CLASS MAIL

April 20, 2018

Zoning Board of Appeals
70 Allen Street
Pittsfield, MA 01201

RE: Berkshire Roots, Inc. Community Outreach Meeting

Dear Sir or Madame,

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Very truly yours,

Andrea F. Nuciforo, Jr.

encl.

AFN/ajd

Berkshire Roots, Inc.

501 Dalton Avenue, Pittsfield, Massachusetts, 01201

NOTICE OF COMMUNITY OUTREACH MEETING REGARDING ADULT-USE MARIJUANA ESTABLISHMENT

Notice is hereby given that Berkshire Roots Inc., of 501 Dalton Avenue in Pittsfield Massachusetts will conduct a public Community Outreach Meeting to address the below mentioned on **Tuesday May 8, 2018 at 7:00 PM, at the Berkshire Athenaeum Auditorium, 1 Wendell Avenue, Pittsfield, MA, 01201.** Community members will be permitted and encouraged to ask questions and receive answers from the Berkshire Roots Inc. representatives.

Berkshire Roots Inc. intends to apply for an Adult-use Marijuana Retailer License at 501 Dalton Avenue, Pittsfield, MA 01201, pursuant to Massachusetts General Law Ch. 94G and Chapter 55 of the Acts of 2017 and other laws and regulations promulgated thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

This Community Outreach Meeting will include but not be limited to discussion of the following items:

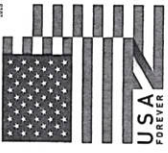
1. The types of Adult-use Marijuana Establishment(s) to be located at the proposed site.
2. Any concern surrounding local zoning bylaws, local licensing regulations, local ordinances and local board of health regulations.
3. Local tax and Host Community Agreement information, including a plan to positively impact the community.
4. Adequate information that demonstrates the proposed Adult-use Marijuana Establishment will maintain a very high level of security.
5. Adequate information regarding Berkshire Roots Inc.'s continuing efforts to prevent diversion to minors.
6. Adequate information that the location will not constitute a nuisance to the community as defined by law.

A copy of this notice is on file with the City Clerk, at the City Councilors office, the Planning and Development office, as well as the Mayors office, all located at Pittsfield City Hall, 70 Allen Street, Pittsfield, MA. A copy of this notice has been mailed to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private way/road, and abutters to the abutters within three hundred feet of the property line, notwithstanding that the lands of any owner is located in another city of town. Notice of the Community Outreach Meeting has been mailed to the above mentioned, as well as, published in the Berkshire Eagle not less than seven days prior to the date of the meeting.

Berkshire Roots, Inc.



Albert Wojtkowski
President



NUCIFORO LAW GROUP
100 North Street, Suite 405
Pittsfield, Mass. 01201

GENERAL ELECTRIC COMPANY
PO BOX 4900
SCOTTSDALE, AZ 85261

Berkshire Roots, Inc.

501 Dalton Avenue, Pittsfield, Massachusetts, 01201

NOTICE OF COMMUNITY OUTREACH MEETING REGARDING ADULT-USE MARIJUANA ESTABLISHMENT

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Berkshire Roots, Inc.



Albert Wojtkowski
President



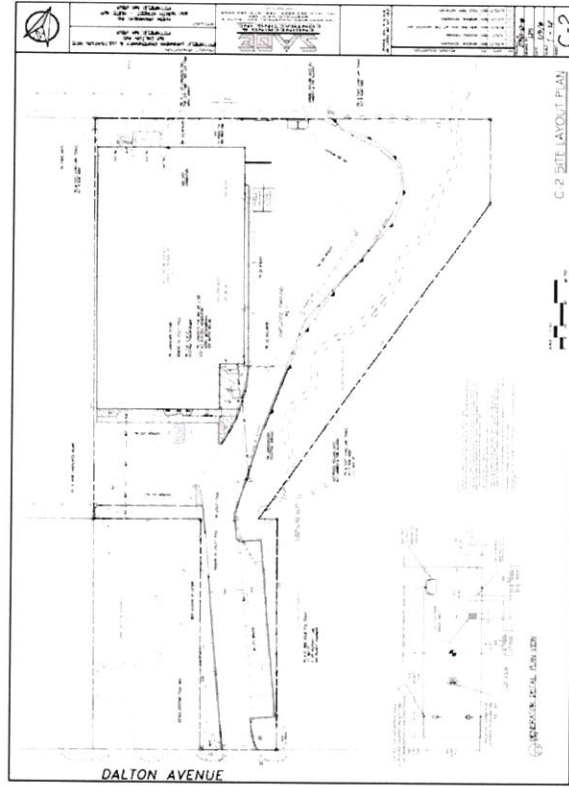
Berkshire Roots Inc.

Adult Use Marijuana Facility

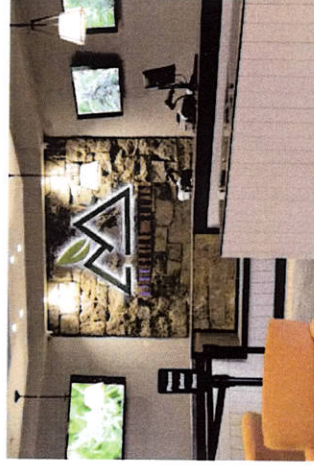
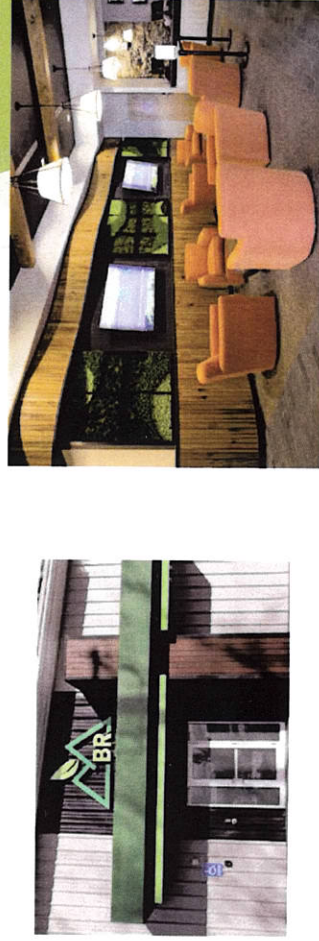
Guidance for Community Outreach Meeting as provided by the
Massachusetts Cannabis Control Commission 2018

Berkshire Roots Inc. operates a marijuana cultivation, processing and dispensing facility, pursuant to DPH and local permits, at 501 Dalton Avenue in Pittsfield, Massachusetts.

Site Plan



Location Photos



Types of Marijuana Establishments to be sited at 501 Dalton Avenue

	Currently Operational Establishment	Proposed Establishment
Cultivation Facility	X	X
Licensed Medical Marijuana Dispensary	X	
Medicinal Marijuana Product Processing Facility	X	
Adult Use Marijuana and Marijuana Product Retailer		X
Adult Use Marijuana Product Processing Facility		X



Zoning Bylaws & Local Licensing Regulations within the City of Pittsfield

Berkshire Roots Inc. is a fully operational Medical Marijuana Facility. As such, our facility located at 501 Dalton Avenue is required to be at least 500 feet from any public or private school building. The proposed Adult Use Marijuana Establishment will continue to respect the buffer zone as it will also be located at 501 Dalton Avenue. The city has no applicable zoning bylaws in effect for the proposed Adult Use Marijuana Facility. For more information on the current bylaws for Medical Marijuana Facilities, please refer to Page 7-82 through 7-84 of the Pittsfield zoning bylaws of

2013. Berkshire Roots Inc. will continue to operate within the Local Licensing Regulations as an Adult Use Facility.

Special Permitting

- ▶ The City of Pittsfield granted a Special Permit to Berkshire Roots Inc. for the purpose of operating a Medical Marijuana Dispensary on July 26, 2016. Thereafter, the city amended the Special Permit to allow both Medical and Adult Use on January 22, 2018.

Local Board of Health Regulation

- ▶ No such regulation exists within the City of Pittsfield.



Security Requirements Set forth in 935 CMR 500

- ▶ Berkshire Roots Inc. is committed to stringent security measures to ensure the safety and security of all patients, customers, dispensary agents and products consistent with 935 CMR 500.110. All marijuana products located on the premises will be stored in secure limited access areas.
- ▶ Berkshire Roots Inc. utilizes state-of-the-art alarm and surveillance systems. All facilities include external and internal surveillance cameras as well as securely monitored perimeter access points.
- ▶ Please see the excerpt from 935 CMR 500.110 for more information pertaining to the Cannabis Control Commissions security requirements.

Steps Taken to Prevent Diversion to Minors

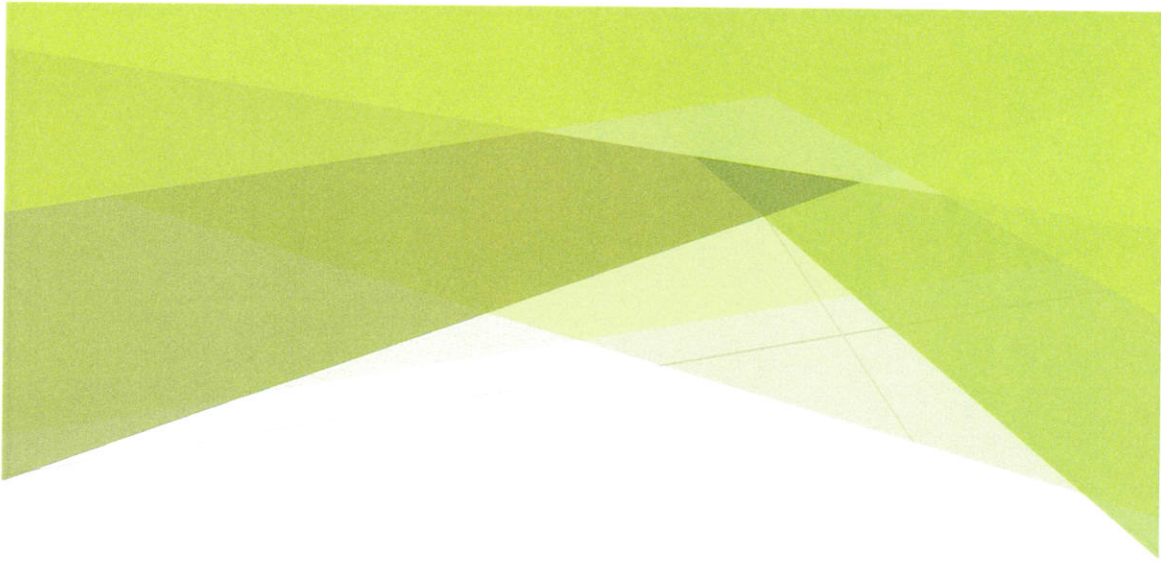
- ▶ Berkshire Roots Inc. will comply with all Massachusetts laws and regulations regarding the prevention of diversion. These regulations include 105 CMR 725.110 and 935 CMR 500.105(1).
- ▶ Berkshire Roots Inc. will also work with city officials, including the police department and the community development board, to assure that no diversion to minors occurs.

The proposed facility would not constitute a nuisance as defined by law...

- ▶ Under Massachusetts law, a nuisance exists where “a property owner creates, permits, or maintains a condition or activity on its property that causes a substantial and unreasonable interference with the use and enjoyment of the property of another.” *Silva v. Associated Building Wreckers Inc.*, 82 Mass.App.Ct. 1106, 970 N.E.2d 814 (2012).
- ▶ Courts have generally found the presence of a nuisance where poisons, piggeries, noxious fumes, sewage and other conditions flow from one property to another.
- ▶ *Berkshire Roots Inc.* will not constitute a nuisance under Massachusetts law, and shall comply with all applicable bylaws and state law.

Positive Community Impact

- ▶ Local Option Sales Tax: 3.0%
- ▶ Host Community Agreement (Medical)
- ▶ Host Community Agreement (Recreational)
- ▶ Real property tax at full assessment
- ▶ Personal property tax at full assessment
- ▶ Employment
- ▶ Use of local tradesman and suppliers





Find Your Fit

Keeping good track of what you try makes it easy

Figuring out which cannabis product is ideal for you – and how to best consume it – takes a bit of trial and error. Take your time – no two humans are alike! Every body metabolizes and processes things differently. Plus, your age, weight, body type and general health, along with the delivery method and dose you choose – and the strain you select – all factor into how you react compared to other people.

Do you prefer cannabis-infused foods and beverages (edibles)? Or will you be smoking or vaping? Maybe a low-calorie tincture will be most effective for your needs. Each consumption method has distinctly different effects – how soon you feel relief and how long the relief lasts, for starters – and you may want to try all the options to see which is most comfortable and works most effectively for you.

Most products come in a variety of potencies and doses, and you'll be determining which dose gives you appropriate relief. Maybe, for example, you just want to ease pain in the morning so a light dose with shorter duration will be perfect. But such a dose likely won't suffice if your aim is a solid night's pain-free sleep.

Experimenting is expected, so keeping a record of what you've tried – its effects, both positive and negative; what method of consumption you used; how much of a dose worked or didn't; and the duration of the effects – is a wise way to keep things straight and narrow down the field.

Using this worksheet (on the back) will make it easy to keep track and reach a conclusion about what ultimately suits you best. Remember to pace yourself. "Start low and go slow" is a good general rule to follow. You'll figure it all out in due time!



SO MANY CHOICES! HOW CAN I TELL WHICH CANNABIS ROUTE TO TAKE?

When you're just starting to use medical cannabis, the many choices before you can be a bit overwhelming. So it's important to educate yourself, get good advice, and take your time. Slowly seeing what works best for you is the smart course.

To choose the cannabis product that does the trick for your particular needs, you'll want to understand what each strain does and be clear on frequently used terms. **Sativa** and **Indica** – the two main cannabis classifications – top that list. You'll determine which one, or a combination of both – known as a **hybrid** – suits you best. There are lots of choices to be determined as you go along. For example, one product may work best for you in the daytime, another at night; one consumption method may work better for you than another.

This guide will give you a start on the basics:

THREE MAIN CLASSIFICATIONS AND THEIR THERAPEUTIC EFFECTS



SATIVA

Typically for daytime use because the effects are uplifting and energizing

- Helps increase energy and focus
- Helps reduce nausea and fatigue
- Helps combat depression
- Helps stimulate appetite



INDICA

Typically for nighttime use because the effects are calming, sedating and relaxing

- Helps reduce pain, nausea and anxiety
- Aids sleep
- Helps increase appetite



HYBRID

Hybrids combine elements of Indica and Sativa

- Can provide full-body pain relief
- Helps reduce fatigue and combat depression

You'll also hear about **CBD-dominant** and **1:1 CBD:THC** strains because they're getting lots of publicity over their effectiveness in treating a variety of ailments. THC and CBD are the best known and most talked about cannabinoids (chemical constituents) found in cannabis plants. THC (short for tetrahydrocannabinol) is the compound in cannabis that causes the classic 'high,' and CBD (the abbreviation for cannabidiol) has little or no psychoactive effects.

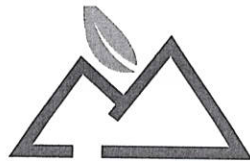
CBD-RICH

CBD-dominant strains contain more CBD and effectively relieve pain, reduce anxiety and may have analgesic and anti-inflammatory properties. They show promise for treating seizure disorders, Crohn's disease, PTSD, multiple sclerosis, and other ailments.

1:1 CBD:THC

Some conditions seem to respond well to strains that are equal parts CBD and THC. Products with a 1:1 CBD to THC ratio can provide great therapeutic relief for many ailments, from insomnia to pain and muscle spasms, and are being studied as treatment for autism, cancer, fibromyalgia and skin diseases.

ALL INFORMATION CONTAINED HEREIN IS FOR EDUCATIONAL PURPOSES ONLY AND IS NOT TO BE CONSTRUED AS MEDICAL ADVICE OR TREATMENT FOR ANY SPECIFIC PERSON OR CONDITION. CANNABIS HAS NOT BEEN ANALYZED OR APPROVED BY THE FDA. INDIVIDUAL RESULTS MAY VARY.



www.BerkshireRoots.com

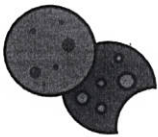
Enter the Smoke-Free Zone

Today people are looking for healthier, convenient and more discreet ways to consume cannabis. *Here are five options to consider:*



VAPORIZING

The greatest benefit of vaping is the absence of smoke. Devices called vaporizers heat marijuana at lower temperatures than burning a joint or lighting a bong to produce an inhalable thin mist that contains cannabinoids – the active medical ingredients in marijuana – without harmful by-products. Ultimately, vaping saves money because less cannabis is generally needed to achieve the same effect. As well, without burning, very little smell is created. Many vaporizers take cannabis concentrates that come in a variety of forms and can be added manually or with pre-filled cartridges, depending on product design.



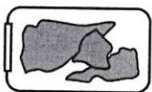
EDIBLES

From chocolates, cookies and caramels to oils, soups and sorbets, the sky's the limit when it comes to cannabis-infused food and beverages. You can buy ready-made edibles at dispensaries like Berkshire Roots or whip something up at home with thousands of recipes available online. Be careful with dosing until you know the correct amount for you. The effects can be felt within 2 hours and typically last from 6 to 12 hours.



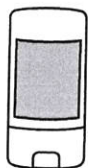
TINCTURES

Think little bottle of liquid with an eyedropper and you'll know why tinctures are one of the fastest, easiest ways to dose with medical marijuana. Tinctures can be taken under the tongue or added after cooking to just about any food or any drink. Made with an alcohol or glycerin base, tinctures are often considered a low-calorie alternative to edibles. The effects from most tinctures can be felt within 30 to 60 minutes and will last for 2 to 6 hours.



CONCENTRATES

Rosin, shatter, saps, wax, crumble, distillates – the names can be dizzying when it comes to concentrated forms of cannabis, also known as dabs. To varying degrees, concentrates are refined and pure forms of cannabis that are very potent. They can be vaporized, used in edibles, taken orally or in some cases applied topically.



TOPICALS

From muscle soreness to cramps, cannabis-infused products that are locally applied to the skin are increasingly popular in all sorts of forms, including lotions, oils, sticks, patches and salves. Effects are typically felt within 15 to 45 minutes and will last for a few hours.

Keep in mind that a variety of factors -- including body type, metabolism, the strain and method of consumption -- will have an impact on each person's cannabis experience. The cannabis specialists at Berkshire Roots are here to assist you in achieving the best possible care.

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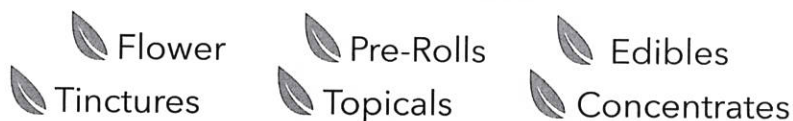
Berkshire Roots is the *largest grower of cannabis in the Berkshires* and the first medical marijuana dispensary in Pittsfield, Massachusetts.

Our plants are grown and harvested in lab-grade environments using natural methods at our 26,000-square-foot, state-of-the-art facility. Quality and safety are top of mind. All of our products undergo rigorous purity testing by an independent third-party laboratory. Products are screened for heavy metals, pesticides, mold and other contaminants.

Visit www.BerkshireRoots.com

to sign up for product news and to learn about our special deals.
We have discounts for veterans, seniors and patients with financial hardship.

CHOOSE FROM:



Educate yourself and consume responsibly!

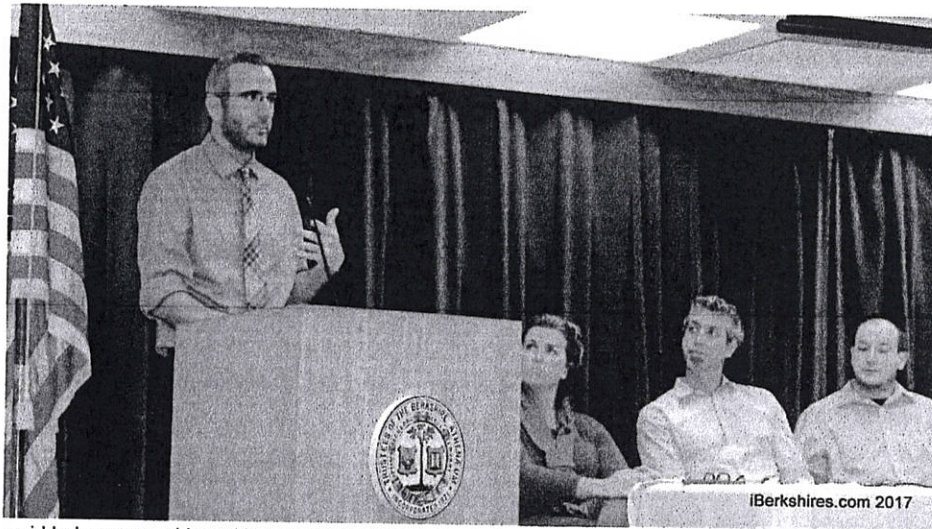
- Do not operate machinery after consuming cannabis.
- Cannabis is not recommended if you are pregnant or breastfeeding.
- It is illegal to consume cannabis in public. This includes being in a car, especially while driving.
- It is illegal to bring cannabis and cannabis products across state lines, even if both states allow medical marijuana.

501 Dalton Avenue, Pittsfield, MA 01201

www.BerkshireRoots.com

and follow us on social media:



iBerkshires.com

Dr. Benjamin Caplan said he's seen and heard 'mind-blowing' success stories.

Pittsfield Forum Touts Marijuana as Medicine

By Andy McKeever

iBerkshires Staff

02:02AM / Monday, October 30, 2017

PITTSFIELD, Mass. — Kathleen McKinnon knows full well what heroin addiction does to families.

Those struggling with substance abuse put the high above everything else. The bills and even food fall to the wayside. The family is constantly worried.

McKinnon believes the answer for those families could be found in cannabis.

"Patients need to be able to have an option. This will allow them to start step down programs with the opioids," McKinnon said.



The forum at the library drew a crowd numbering close to 200 last Tuesday.

McKinnon is the director of operations for Canna Care Docs. The company is a collection of doctors who specialize in marijuana as a medicine. Patients can see a doctor for a cost of \$200 -- which the company says is mostly driven because insurance won't cover the visit -- and explore options for medical marijuana.

McKinnon specifically focused on it being used as harm reduction to help people curb opioid addiction when she spoke at the Berkshire Athenaeum last week. Canna Cares is partnering with Berkshire Roots, a medical marijuana cultivator and distributor, set to open on Dalton Avenue later this year or early 2018. The two put on a forum to explain what they do.

Karen Fisher, executive director for healing interventions, said she grew frustrated seeing the same patients over and over again, patients trying to stay off from opioids. She said while abstinence is the ultimate goal, many often relapse, and relapse with dire consequences. For those people, councilors in the health field have been using harm reduction options.

"Our current harm reduction options include methadone, buprenorphine, and naltrexone, with Naloxone for overdose and syringe access as additional tools," Fisher said.

She feels marijuana is a much safer option. Dr. Benjamin Caplan agrees. Caplan had a 58-year-old patient, a veteran, suffering from pain. The man took prescription pain medication every day and became addicted. Another patient was a 23-year-old woman who lost her parents in an accident and had become depressed.

"Both of these patients came in and were taught about their options in the cannabis space. Now the veteran is taking opioid on an as-needed basis instead of every day and the young woman is now thriving in psychotherapy," Caplan said.

FROM: Berkshire Roots Inc.
TO: Cannabis Control Commission
DATE: June 22, 2018
RE: Plan to remain compliant with Local Zoning

PLAN:

BRI will establish and operate a cultivation, processing and dispensing facility at 501 Dalton Avenue in Pittsfield. BRI will comply with all applicable city codes, ordinances and bylaws in doing so. The property is located in a BC zone. As set forth in Ch. 23, Art. 23-4, Sec. 4201, the Pittsfield city code allows RMD use by special permit in a BC zone. The Pittsfield city code further provides at Art. 23-7, Sec. 7.850 that RMD use shall not be allowed within 1,000 feet of a school, and that cultivation and dispensary use shall "occur only on the same property." The property is compliant with said Sec. 7.850. The city's Dept. of Community Development has also concluded that BRI's proposed use is compliant with the Pittsfield city code. Prospectively, BRI will comply with the Pittsfield city code and state law in achieving a special permit. BRI has met, or will soon meet, with the police chief, fire chief, building inspector and other appropriate department heads to ensure continued compliance. Mr Hospot, Mr. Depaolo and professionals designated by them will interact with the city, and will be responsible for assuring the BRI's ongoing compliance.

Classifieds

To place your ad,
call 1-800-234-7404

Public Notices

**City of Pittsfield
Notice of Public Meeting**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for **May 8, 2018 at 7:00 PM at The Pittsfield Athenaeum Auditorium located at 1 Wendell Avenue in Pittsfield, MA 01201.** The proposed Adult-use Marijuana Establishment is anticipated to be located at 501 Dalton Avenue, Pittsfield, MA 01201. There will be an opportunity for the public to ask questions. 04/26/18

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
CITATION
G.L.c. 210, § 6
Docket No. BE18A0006AD

In the matter of:
Ailin Ramirez-Gonzalez

To: Daniel Ramirez Diaz,
address unknown

and persons interested in a petition for the adoption of said child and to the Department of Children and Families of said Commonwealth.

A petition has been presented to said court by:

Juan Carlos Columna
of Pittsfield, MA
Candelaria Gonzalez
of Pittsfield, MA

requesting for leave to adopt said child and that the name of the child be changed to
Ailin Columna Gonzalez

Berkshire Probate and Family Court
44 Bank Row
Pittsfield, MA 01201
(413) 442-6941

If you object to this adoption you are entitled to the appointment of an attorney if you are an indigent person.

An indigent person is defined by SJC Rule 3:10. The definition includes but is not limited to persons receiving TAFDC, EACDC, poverty related veteran's benefits, Medicaid, and SSI. The Court will determine if you are indigent. Contact an Assistant Judicial Case Manager or Adoption Clerk of the Court on or before the date listed below to obtain the necessary forms.

IF YOU DESIRE TO OBJECT THERETO, YOU OR YOUR ATTORNEY MUST FILE A WRITTEN APPEARANCE IN SAID COURT AT: **Pittsfield ON OR BEFORE TEN O'CLOCK IN THE MORNING (10:00 AM) ON: 07/23/2018**

WITNESS,
Hon. Richard A Simons,
First Justice of this Court.
Date: April 13, 2018

Francis B. Marinaro
Register of Probate
04/19/18, 04/26/18, 05/03/18

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court

CITATION ON PETITION FOR FORMAL ADJUDICATION
Docket No. BE18P0265EA

Estate of: Marion Irene Torrey
Also known as: Marion I Harwood
Date of Death: 12/31/2017

Berkshire Probate and Family Court
44 Bank Row
Pittsfield, MA 01201
(413) 442-6941

To all interested persons:
A Petition for **Formal Probate of Will with Appointment of Personal Representative** has been filed by **Peter Miner of Savoy MA** requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.

The Petitioner requests that:
Peter Miner of Savoy MA be appointed as Personal Representative(s) of said estate to serve **Without Surety** on the bond in **an unsupervised** administration.

IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: 10:00 a.m. on the

Public Notices

return day of 05/17/2018. This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

**UNSUPERVISED
ADMINISTRATION UNDER THE
MASSACHUSETTS UNIFORM
PROBATE CODE (MUPC)**

A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS,
Hon. Richard A Simons,
First Justice of this Court.
Date: April 18, 2018

Francis B Marinaro,
Register of Probate

James J. Sisto, Esq.
Berkshire Elder Law Center PC
40 Main Street
North Adams, MA 01247
413-664-7700
04/26/18

**LEE WATER CUSTOMERS
HYDRANT FLUSHING SCHEDULE
SPRING 2018**

The fire hydrants in the Town of Lee are scheduled to be flushed on approximately **Sunday, April 29 2018 - through Friday, May 11, 2018, between the hours of 8:00PM and 4:00 AM.**

The following is the expected street order for flushing:

Golden Hill, Laurel St., Summer St., Prospect St., Summer St., W. Park St., Spring St and Mandalay Rd.

Fairview St., Stockbridge Rd., George St., Devon Rd., Spring St., Parkview and Mtn. View Ter., Navin Heights, Theresa and Debra.

Bradley Park, East St., Abbey Court, Hartwood Dr., Bradley St., Mill St., Woodland Rd., Washing Mtn. Rd.

East Center, Greylock St., Orchard St., Center St., Columbia St., West Center, Canal, Main St., Railroad St. (Center of Town), Housatonic St.

Marble, Cone, Park, East Lee, Old Pleasant, Rt. 102 to South Lee.

Any street not listed would be included with nearest listed street.

Customers experiencing dirty water after the flushing should run their cold water tap for 20-30 minutes. For further information please call the Water Plant at 243-5526. 04/05/18, 04/26/18

**Public Hearing Notice
Town of Mount Washington
Board Health
May 18, 2018
5:30 PM Town Hall**

**300.00: Vacation and Short-Term
Rental Regulations of the
Mount Washington
Board of Health**

Summary

The purpose of these regulations is to clarify licensing requirements and to ensure minimum housing, health, safety and sanitary protection for individuals renting properties for the purpose of vacation or short-term use operating in the Town of Mount Washington and to further define any regulation set forth by the Commonwealth of Massachusetts.

Authority

The Mount Washington Board of Health adopts these rules and regulations under the authority which includes, but is not limited to one or more of the following: Massachusetts General Law Chapter 111, Section 31, 132, 122A, 127, 143, 155, 187, 188; Code of Massachusetts Regulations (CMR) 11.02 105 CMR 410.00, 430.00

Public Notices

460.00 and 320 CMR 15.00 and Massachusetts General Law Chapter 40, section 54. Case law upholds the board's authority to adopt regulations that are more restrictive than state standards so long as the local regulations do not conflict with state law and are not specifically preempted.

The full text of this regulation may be accessed by calling the Mount Washington Town Hall at 413 528-2839 or on the Town of Mount Washington website: <https://townofmtwashington.com> 04/26/18, 05/03/18

Announcements

VENDORS WANTED
Spring Fair
May 12, 2018
9a.m.-3p.m.
Ralph J. Froio Senior Center
For information call
413-464-2659
or email
nancyleason03@gmail.com

Prayers

PRAYER TO ST. JUDE: Saint of the Impossible. May the most Sacred Heart of Jesus be praised, honored, loved and glorified, now and forever more adored. Holy Mary, Mother of God, pray for us. St. Theresa, child of Jesus, pray for us. St. Jude, Patron Saint of the impossible, pray for us and ask God to grant our request. Say this prayer for nine days, nine times each day. Promise publication for favors received. This prayer has never been known to fail. Publication must be promised. Thank you St. Jude,

RMG.

THE TOP
10
REASONS
TO READ
YOUR LOCAL
NEWSPAPER

REASON
4
4. Your car is kaput.

Happy Birthday

**HAPPY 3rd BIRTHDAY
KALE'AH!!!**



**HOW DID 3 YEARS
JUST FLY ON BY?**

**HOPE YOU HAVE A
GREAT DAY MUNCHKIN!!
WE LOVE YOU!!!
XXOO**

Love,
Jay Jay,
Auntie Nina & Uncle Bean

Business Properties/Sale

★ **NEW AD TODAY** ★

**ESTABLISHED DOG
GROOMING SALON**

For lease with options, fully equipped turn key operation. Golden opportunity for a successful rewarding career. Clientele already established and in place.

413-446-2422

Business Rentals

★ **NEW AD TODAY** ★

PITTSFIELD.
Elm Street, 1,200 sf retail space in busy shopping center. Prime location. **845-638-6600**

Apartment Rentals

**1, 2, & 4 bedrooms available at
Power House Lofts. \$1195 and up.**
CT Management Group
413-664-4539 x 13

ALL RENTALS
on-line at:
www.rhabc.com
by the
Rental Housing Association
of
Berkshire County

Make your classified ad explode! Add a picture!

Apartment Rentals

**LENOX
SCHOOLHOUSE**

The Berkshire's newest 55+ community is now leasing **BRAND NEW** studios and one bedrooms. Studios starting at \$594 and 1 bedrooms \$936. Heat, hot water & electricity included. Includes fitness center, resident lounge, business center, and on-site laundry.

413-551-7641
www.LenoxSchoolhouse.com

**NORTH ADAMS:
FRANKLIN COURT**

1 & 2 bedroom apartments in modern brick buildings. Large living room, eat in kitchen. Each apartment has its own oversized garage. Laundry, swimming pool, large gazebo. From \$795 to \$985 includes heat, hot water. No pets.

(413) 281-3868

PITTSFIELD. (Upper Brown Street). 3 bedroom. First, last, and security. \$900/month. 413-358-0850

PITTSFIELD. West Union. 2 BR. \$695/month. 1st, last, security, and references.

NO PETS.
413-441-1214

PITTSFIELD

1 BEDROOMS.
Clean, Secure, Comfortable.
\$725-775 w/HT & HW

VERY LARGE STUDIO.
1st floor, Clean & Quiet.
\$775 includes ALL utilities.

No smoking/pets.
References required.
413-445-5514

Houses for Rent

PITTSFIELD
Beautifully furnished 3 bedroom, 2 bathroom home on 5 acres. Miles away from Tanglewood, easy access to North & South County. Hike, bike, or run from your front door.

No Smoking/No Pets.
Available seasonally or yearly.
Call 401-461-8225

IT'S THE CONVENIENCE that keeps people coming back to the great deals found in the classifieds.

Help Wanted

GROUND PERSON WANTED! For local tree service. Experience & license a must. Pay rate \$15-\$18 per hour depending on experience. *If interested text to: 413-238-6279*

★ **NEW AD TODAY** ★

Home care agency has Immediate need for HHA-CNAs in Berkshire county. Must have experience with the elderly and frail population. Must have reliable transportation. Competitive pay.

413-525-0155 or submit an application online at primhhcc.com.

PRIME HOME HEALTH AND COMPANION CARE

**OLD FORGE
HIRING UP
FOR THE SUMMER!!**

Now Hiring:

- Dishwasher
- Kitchen Assistants
- Fry Cook
- Line Cook
- Servers

Apply Within
Rte. 7, Lanesboro, MA

PIERCE MACHINE CO.
Located in Dalton, MA. Has an immediate opening for a skilled machinist and large engine lathe operator. Competitive wage and benefits package including Healthcare.

Call Mark
Days 413-684-0056,
Nights & Weekends
413-499-3043

WRECKER DRIVERS NEEDED.
Full/Part time. Days, nights, weekends. Must have valid drivers license. Must be able to pass a background and drug check. Knowledge of city streets helpful. Will train.

Please apply in person.
Sayers Auto Wrecking,
60 Potter Mountain Road
Lanesborough, MA

WRECKER DRIVERS NEEDED.
Full/Part time. Days, nights, weekends. Must have valid drivers license. Must be able to pass a background and drug check. Knowledge of city streets helpful. Will train.

Please apply in person.
Sayers Auto Wrecking,
60 Potter Mountain Road
Lanesborough, MA

RESULTS... are fast when you use the classifieds.

Join Our Team!

DIGITAL SALES AND MARKETING SPECIALIST

New England Newspapers Inc, Publishers of the Brattleboro Reformer, Bennington Banner, Manchester Journal, Berkshire Eagle and UpCountry Magazine seeks a DIGITAL SALES AND MARKETING SPECIALIST to join its team.

This position works alongside the sales teams across Southern VT and Western MA. Primary focus is to meet with advertisers and businesses throughout our region to educate and present our advanced portfolio of digital products. New England Newspapers Inc has partnerships with some of the nations most robust and advanced digital advertising providers including products such as; Email marketing, web hosting/build-outs, targeted display, social, micro proximity and advanced programmatic.

The proper candidate will have competency in digital advertising and marketing, past sales experience is preferred. Must have excellent communication and presentation skills, as well as a strong attention to detail. We offer very competitive salary and bonus plans as well as full array of benefits and PTO. For consideration submit resume to berkshireeagle.com/apply

The Berkshire Eagle



The Berkshire Eagle

FLYERBOARD



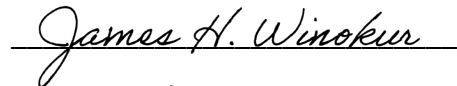
WINDOWS OF OPPORTUNITY.

Find local jobs. Discover your career. Online.
Visit berkshireeagle.com/careers to check out the current posts.

FROM: Berkshire Roots Inc.
TO: Cannabis Control Commission
DATE: October 29, 2020
RE: MGL ch. 94G Section 3 – Attestation regarding municipal cost request

I, James Winokur, Chief Executive Officer of Berkshire Roots, Inc. ("BRI"), do hereby certify and attest that on October 14, 2020, BRI sent a letter to the City of Pittsfield requesting they provide the following: (i) any and all records of any costs imposed upon the city in relation to the operation of the BRI facility located at 501 Dalton Avenue; and (ii) that the city's response include all actual and anticipated expenses resulting from BRI's operation. The letter was sent to the Mayor of Pittsfield, Linda Tyer.

As of October 27, 2020, BRI has received no further communication from the City of Pittsfield relative to the request.



James Winokur, CEO

10/27/20

Date

NUCIFORO
Law Group LLC



COPY

One Boston Place • Suite 2600
Boston, Massachusetts 02108
Direct (617) 419-7155

75 North Street • Suite 410
Pittsfield, Massachusetts 01201
Direct (413) 553-5515

BY FIRST CLASS MAIL

October 14, 2020

Sent

Mayor Linda Tyer
Mayor's Office
70 Allen Street
Pittsfield, MA 01201

RE: Berkshire Roots Inc.
Request for Documented Costs per 935 CMR 500.103(4)(d)

Dear Mayor Tyer:

I represent Berkshire Roots, Inc. ("BRI"). In accordance with Mass. Gen. Laws ch.94G s. 3, please accept this correspondence as a request for documented costs imposed upon the city of Pittsfield in its capacity as a host community for BRI. Section 3 provides in relevant part as follows:

An agreement between a marijuana establishment or a medical marijuana treatment center and a host community may include a community impact fee for the host community; provided, however, that the community impact fee shall be reasonably related to the costs imposed upon the municipality by the operation of the marijuana establishment or medical marijuana treatment center and shall not amount to more than 3 per cent of the gross sales of the marijuana establishment or medical marijuana treatment center or be effective for longer than 5 years. Any cost to a city or town imposed by the operation of a marijuana establishment or medical marijuana treatment center shall be documented and considered a public record as defined by clause Twenty-sixth of section 7 of chapter 4.

935 CMR 500.103(4)(d) provides in relevant part as follows:

At the time of renewal, licensees shall make available an accounting of the financial benefits accruing to the municipality as the result of the host community agreement with

the licensee. The Commission will make this information available on its website. Municipalities are encouraged to share cost-benefit information with licensees and the Commission.

The Guidance on Licensure (Jan. 2020) (https://mass-cannabis-control.com/wp-content/uploads/200825_Guidance_on_Licensure.pdf) published by the Massachusetts Cannabis Control Commission requires all licensees to provide updated information for the following:

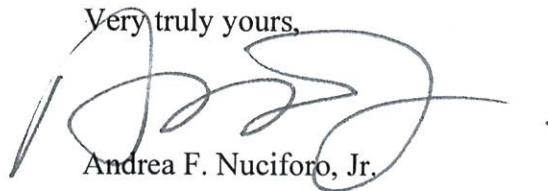
Proof that the licensee requested from the host community the records of any costs imposed on the city or town that are reasonably related to the operation of the ME or MTC. The licensee's request shall state that, in accordance with M.G.L. c. 940, § 3(d), any cost to a city or town imposed by the operation of a ME or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26. Documentation shall include the request and the substantive response from the city or town that includes the actual and anticipated expenses resulting from the operation. If the city or town does not submit a substantive response, the licensee shall provide an attestation to that effect.

Therefore, in connection with the Host Community Agreement executed on May 24, 2018 by BRI and the City of Pittsfield, BRI hereby requests: (i) that the city produce any and all records of any costs imposed upon the city in relation to the operation of the BRI establishment located at 501 Dalton Avenue; and (ii) that the city's response include all actual and anticipated expenses resulting from the BRI's operation. Please provide these materials to me, or to:

James Winokur, CEO
Berkshire Roots Inc.
501 Dalton Avenue
Pittsfield, MA 01201

Feel free to contact me should you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Andrea F. Nuciforo, Jr.", with a large, stylized flourish at the end.

Andrea F. Nuciforo, Jr.

AFN/ajd

cc: Mr. James Winokur, CEO

Berkshire Roots Inc.

Disproportionate Impact Plan pursuant to 935 CMR 500.101(1)(j)

Berkshire Roots Inc. has adopted a plan described herein for the purpose of achieving positive impacts in the city of Pittsfield. The city falls within an area of disproportionate impact as defined by CCC regulation and as described in the CCC “Guidance for Identifying Areas of Disproportionate Impact” dated April 2018.

The plan includes the following elements:

1. Prioritize the hiring of local workers, and particularly those from disadvantaged communities
2. Execute host community agreement with city of Pittsfield to provide resources to advance the interests of the Pittsfield community
3. Agree to pay full freight real property and personal property tax, and waive rights of abatement
4. Conduct outreach to the community in order to promote health and wellness, cannabis education and economic development
5. Identify and support at least one local charitable organization active in the health, wellness and/or human services sector

At least annually, Berkshire Roots Inc. will create a written report that will evaluate the plan and its success in advancing positive impacts within the city. Berkshire Roots Inc. will share the report with CCC and the community in a manner consistent with CCC regulation and Massachusetts law.



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

mass.gov/dor

Letter ID: L0552880256
Notice Date: April 11, 2018
Case ID: 0-000-544-335



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



KHEM ORGANICS INC
501 DALTON AVE
PITTSFIELD MA 01201-2927

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, KHEM ORGANICS 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

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation

(General Laws Chapter 156D, Section 9.53; 950 CMR 115.30)

FORM MU

BR, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of March 15, 2018.

Bryan Harter
Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

RECEIVED

(1) Exact name of the non-profit: BR, Inc.

MAR 12 2018

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

MA Dept. of Public Health
99 Chauncy Street
Boston, MA 02111

Berkshire Roots, Inc.

(3) The plan of entity conversion was duly approved in accordance with the law.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Berkshire Roots, Inc.

ARTICLE II

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

To transact business as a marijuana establishment in accordance with Chapter 55 of the Acts of 2017, and to engage in the cultivation, processing, and sale of marijuana and marijuana infused products, and to engage in any other lawful business.

4

P.C.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	200,000			

ARTICLE IV

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

None.

ARTICLE V

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

None.

ARTICLE VI

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

None.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
100 North Street Suite 405, Pittsfield, MA 01201
- b. The name of its initial registered agent at its registered office:
Andrea F. Nuciforo, Jr.
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Albert S. Wojtkowski

Treasurer: Albert S. Wojtkowski

Secretary: Albert S. Wojtkowski

Director(s): Albert S. Wojtkowski

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Marijuana Establishment
- f. The street address of the principal office of the corporation:
100 North Street Suite 405, Pittsfield, MA 01201
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

100 North Street Suite 405, Pittsfield, MA 01201

, which is

(number, street, city or town, state, zip code)

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

Signed by: _____

(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this

9th

day of

March

2018

COMMONWEALTH OF MASSACHUSETTS

1307799

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

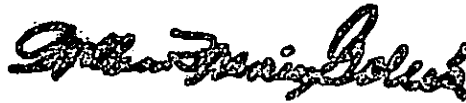
Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

2671

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 23 day of March, 2018, at 2:38 a.m. (p.m.)
time

SECRETARY OF THE
COMMONWEALTH
2018 MAR 23 PM 2:38
CORPORATIONS DIVISION

Effective date: _____
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SB
Examiner
A
Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

C
M

Andrea F. Nuciforo, Jr.

100 North Street, Suite 405

Pittsfield, MA 01201

Telephone: (413) 553-5515

Email: anuciforo@nuciforo.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

BYLAWS

BERKSHIRE ROOTS, INC.

Article I: Offices

Section 1. Principal Office. The principal office of the Corporation shall be 100 North Street, Suite 405, Pittsfield Massachusetts 01201.

Section 2. Other Offices. The Board of Directors may establish branch or subordinate offices at any time and at any place.

Article II: Purpose

To make cannabis products available to qualified patients and their personal caregivers in a safe, healthy, and clean environment that complies with the laws of The Commonwealth of Massachusetts and the directives of the Massachusetts Department of Public Health. Additionally, the purpose includes providing palliative and other services to qualified patients, as well as educational materials regarding the potential benefits and dangers associated with the use of medical marijuana. As permitted by law, the Corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes.

Article III: Shareholders

Section 1. Annual Meeting. A meeting will be held annually for the purpose of electing members of the Board of Directors (the "Directors") of the Corporation and for transacting such other business as may come before the meeting. The annual meeting will be held on a date and time designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Shareholders may be called at any time by the Board of Directors, by the President, or by Shareholders entitled to cast in total not less than 50 percent of the votes at that meeting. If a special meeting becomes called by anyone other than the Board of Directors, the person calling the meeting will make a written request to the Corporation specifying the time and date of the meeting and the general nature of the business proposed to be transacted.

Section 3. Place of Meeting. Shareholders' meetings will be held at any place within or outside the Commonwealth of Massachusetts at a place to be determined at the Board of Directors discretion. If no designation of the location gets made for any annual or special meeting of the Shareholders, the meetings shall be held at the corporation's principal place of business.

Section 4. Notice. Written notice of any Shareholder meeting will be given not less than 10 days before the date of the meeting to each Shareholder entitled to vote at that meeting. The notice shall state the place, date, and hour of the meeting. If, for a special meeting, the notice shall state the purpose of the meeting. A mailed notice is effective when deposited in the United States mail with postage prepaid and the proper address of the Shareholder as appearing on the records of the corporation.

Section 5. Quorum and Required Vote. A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum entitled to take action at a meeting of

Shareholders. Without a quorum, a majority of the represented Shareholders may adjourn the meeting to another time without further notice.

Section 6. Consent of Shareholders in Lieu of Meeting. Any action to be taken at any annual or special meeting of Shareholders may be taken without a meeting, without prior notice, and without a vote, if a signed consent in writing, setting forth the action so taken, gets presented by the holders of outstanding shares having not less than the minimum number of shares that would be necessary to authorize or pass such an action were a meeting otherwise called and all votes cast.

Article IV: Directors

Section 1. Powers. The Board of Directors will manage the business and affairs of the Corporation by or under the Board.

Section 2. Number and Tenure. The Board will consist of one or more Directors, all of whom shall be natural persons who shall be elected for a term of three years. Each Director shall hold office until a successor becomes elected and qualified. Directors do not need to be Shareholders. Any Director may resign at any time upon notice given in writing to the Corporation. The authorized number of Directors will be one (1) until changed by a duly adopted amendment to the Bylaws adopted by the vote or written consent of a majority of the outstanding Shareholders.

Section 3. Vacancies. A vacancy in the Board of Directors will exist if a Director resigns, dies, or becomes removed by the Shareholders; or when a court of appropriate jurisdiction declares the Director of unsound mind or enters a felony conviction against a Director; or when the authorized number of Directors increases.

Section 4. Regular Meetings. By resolution, the Board may give the time and place, either within or outside the Commonwealth of Massachusetts, for the holding of regular Board meetings without any notice other than that of the resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called for any purpose at any time by the Chairman of the Board, the President, or a majority of Directors.

Section 6. Quorum. A majority of the authorized number of Directors will be considered a quorum to transact business.

Section 7. Notice of Meetings. Any regular meeting of the Board may be held without notice of the date, time, and place of the meeting. Any special meeting of the Board may be preceded by at least a two (2)-day notice of the date, time, and place of the meeting. The Board may give this notice personally, by mail, facsimile, electronic mail, or by any other method allowed by law. Notice is effective at the earliest of: (a) receipt; (b) delivery to the proper address or telephone number as shown in the Corporation's records; or (c) five (5) days after its deposit in the United States mail, with postage prepaid and the correct address noted.

Section 8. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a written waiver delivered to the Corporation for inclusion in the minutes or for filing with the corporate records.

Section 9. Action by Directors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all members of the Board consent to it in writing.

Section 10. Presence through Communications Equipment. Unless otherwise provided by law or by the articles of organization, Directors may participate in any meeting of the board of Directors by means of a conference telephone or similar electronic or communications equipment by mean of which 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 a meeting.

Article V: Officers

Section 1. Officers. The Officers of the Corporation will consist of the President, the Treasurer, and the Secretary. Officers shall be elected for three years and shall hold office until their successors become elected and qualified. An appointee may hold one or more offices. Albert S. Wojtkowski shall initially serve as President, Treasurer and Secretary.

Section 2. Removal and Resignation. Any Officer or agent appointed by the Board may be removed by the Board at any time with or without cause. Any Officer may resign at any time by giving written notice to the Corporation.

Section 3. Vacancies. The Board may fill a vacancy due to resignation, removal, disqualification, death, or otherwise.

Section 4. President. The President shall preside at all meetings of Shareholders and Directors, have the general management and supervision of the affairs of the Corporation, and shall perform all other duties as determined by the Board.

Section 5. Treasurer. The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep accurate financial records for the Corporation.

Section 6. Secretary. The Secretary shall issue notices for all meetings except for notices for special meetings of the Shareholders and special meeting of the Directors; shall prepare the minutes of the meetings of the Shareholders and meetings of the Board; and shall keep a record of Shareholders at the principal office.

Article VI: Liability

Section 1. No Personal Liability. The directors and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law for acts or omissions not in good faith or which involve intentional misconduct, recklessness, or a knowing violation of the law.

Section 2. Corporate Obligations. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt,

damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 3. Indemnification. The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved by a majority vote of the Board.

Article VII: Amendments

These Bylaws may be adopted, altered, amended or repealed, in whole or in part, by a two-thirds (2/3) vote of a majority of the directors then in office.

Article VIII: Powers

Section 1. Statement of Powers. By and through the Board, the Corporation shall have the power to do any and all lawful acts which may be necessary or convenient to affect the purpose for which the Corporation is organized, and to assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The Corporation shall have the power to lease, sell, mortgage, transfer, in such manner and on such terms as they may deem advisable, all property, real or personal; to acquire, by purchase or otherwise, and retain for whatever period they shall think proper, all kinds of real and personal property and every kind of investment, including cash, securities and other property; to execute agreements and contract in furtherance of the business of the Corporation; to settle, compromise or pay any claims, including taxes, in accordance with law; to secure, hold and maintain municipal and state licenses and permits; to collect rents and other proceeds from real estate not specifically devised and to pay all carrying charges thereon and make such repairs thereto as they deem proper without the necessity of obtaining leave of any court.

Section 2. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Directors, without being restricted to the class of investments, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction under Massachusetts law.

Section 3. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors shall select.

Section 5. Audits. Within three (3) months after the close of the Corporation's fiscal year, the Corporation will prepare reviewed financial statements in accordance with generally accepted accounting principles (GAAP) and make these statements available to all Shareholders and, if required by law, to the Massachusetts Department of Public Health and the Massachusetts Cannabis Control Commission.

Section 6. Insurance. The Corporation may purchase and maintain insurance (including but not limited to insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while serving in this role, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such. In addition, the Corporation shall maintain liability insurance coverage in compliance with 105 CMR 725.105(Q), or any other provision of Massachusetts law or regulation.

Article IX: Anti-Trust Policy

The Corporation shall comply fully with all federal and state antitrust laws which prohibit companies from working together to restrict competition. The Corporation and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions. While competitors in the Massachusetts medical marijuana industry may collaborate, such competitors may not unlawfully restrict competition within the industry. The Corporation shall not engage in any anti-competitive activities. Furthermore, to ensure against inadvertent violations of applicable antitrust laws and except to ensure that prices are affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, directors, officers and employees shall not discuss with competitors:

1. Pricing strategies for medical marijuana or related products and services;
2. Establishment of market monopolies for products or services;
3. Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;
4. Strategies or plans to give business or remove business from a specific company.

Furthermore, directors, officers, and employees shall not engage in any actions or understandings arising in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Article X: Severability

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of any other provision of these Bylaws, which shall remain in full force and effect.

Article XI: Dissolution

Dissolution of the Corporation will comply with Massachusetts law. The Directors may authorize a petition for the dissolution of the Corporation. A two-thirds vote will be required for such dissolution. Articles of Dissolution will be filed with the Massachusetts Secretary of State. All outstanding annual reports will be filed with the Secretary of State. A letter to the Massachusetts Department of Revenue on the Corporation's letterhead will be sent stating that the Corporation is dissolving. All outstanding business will be completed. All outstanding debts will be paid, and all assets transferred or liquidated in accordance with law. Any remaining funds in the Corporation will be distributed as per the direction of the directors at the meeting authorizing the dissolution.

In the event that the dissolution also requires one or more RMD locations to close, cease conducting business or dissolve, the board of directors shall vote to take the following actions: (i) written notice to the Massachusetts Department of Public Health; (ii) written notice to patients and caregivers via mail, or in-person if the opportunity arises to notify the patient or caregiver arises prior to the closing of the doors of the Corporation's place of business; (iii) any remaining cannabis product will be destroyed at the close of business, and disposed of in a manner consistent with 105 CMR 725.000 et seq. and with the policies and procedures of the RMD.

As set forth above, these Bylaws have been adopted by a vote of the Board as per Article VII and affirmed by the President of the Corporation on this 24 day of February 2018.



Albert S. Wojtkowski
President



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

William Francis Galvin
Secretary of the
Commonwealth

Date: June 15, 2018

To Whom It May Concern :

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

BERKSHIRE ROOTS, INC.

is a domestic corporation organized on **March 23, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18060324550

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

Processed by:

FROM: Berkshire Roots Inc.
TO: Cannabis Control Commission
DATE: June 24, 2018
RE: Plan for Obtaining Liability Insurance Coverage
REGULATION: 935 CMR 500.105(10).

PLAN:

Berkshire Roots Inc. ("BRI") will obtain liability insurance in compliance with 935 CMR 500.105(10)(a). The policy will provide coverage of no less than \$1 million dollars per occurrence and \$2 million dollars aggregate, annually, and product liability coverage for not less than \$1 million per occurrence and \$2 million in aggregate, annually. The deductible shall be no more than \$5,000 per occurrence.

BRI also anticipates securing D&O liability coverage at prevailing rates. BRI also anticipates securing commercial auto coverage at prevailing rates, including enhanced coverage for optional bodily injury, for any BRI vehicles used to transport of medicine.

BRI will retain the services of a local insurance agent and legal counsel to review and adjust coverages from time to time to meet the needs of the company, to assure compliance with CCC regulation, and to adequately protect BRI's assets, personnel and patients.

In connection with its operational RMD at 501 Dalton Avenue in Pittsfield, BRI currently maintains liability insurance coverages as required by 105 CMR 725.105(Q). BRI will maintain or extend such coverage in strict compliance with applicable regulations and Massachusetts law.

FROM: Berkshire Roots Inc.
TO: Cannabis Control Commission
DATE: October 25, 2019
RE: Detailed Summary of Business Plan for the Adult Use Marijuana Establishment
REGULATION: 935 CMR 500.101(j)(2)(e)(7) (revised)

BUSINESS PLAN

The Company

Berkshire Roots, Inc. ("BRI" or "company") is a community-based cannabis facility located at 501 Dalton Avenue in Pittsfield, Massachusetts. Formerly known as Khem Organics Inc., the company was formed in 2015 solely for the purpose of securing an RMD certificate from the Massachusetts Department of Public Health ("DPH"). Consistent with the adult use law adopted by the legislature in 2017, the company now holds licenses issued by the Massachusetts Cannabis Control Commission ("CCC") to participate in the medical and in the adult use markets.

Currently, BRI cultivates, processes, packages, transports and dispenses products under CCC supervision and in accordance Massachusetts law and regulation. The company has secured the necessary local permits, and in March 2018, BRI secured State approval to sell medical marijuana, in March of 2019, BRI secured approval to sell adult use marijuana. BRI continues to serve qualifying patients and adult use consumers from its Pittsfield location.

The Brand

All products will be sold under the brand "Berkshire Roots." BRI has developed the brand, and will assure its use and protection as a premium and recognizable brand for cannabis products throughout Massachusetts.

Patients and Customers

The mission of BRI is to provide high quality cannabis products to adults intending to use the products in a manner consistent with Massachusetts law. BRI will continue to provide high quality cannabis products to registered patients suffering from qualifying medical conditions, and to adult use consumers. The company shall focus on patient and customer safety and experience, and will adhere strictly to CCC regulations, as amended from time to time.

Management

Key members of the management team include:

Albert S. Wojtkowski, President

Dennis Depaolo, Chief Cultivation Officer
Joe Baillergeon, Director of Facilities
Kurt Hospot, Chief Financial Officer

Operations

BRI has adopted standard operating procedures (“SOPs”). The SOPs conform to Massachusetts law and regulation, and control the performance of all BRI management, visitors, contractors and staff. At least annually, BRI will review and assess the SOPs, and will revise such SOPs in order to conform company performance to the applicable regulations and industry best practices.

Company operations occur at 501 Dalton Avenue in Pittsfield. The facility is comprised of 26,400 sq ft +/-, with co-located cultivation, processing, packaging and dispensary functionality. As reflected on www.berkshireroots.com, the company offers 20-40 products, ranging from flower to infused edibles. The facility features nine point-of-sale stations, highly trained retail staff, and CCC-compliant security protocols. Operations for Hours of cultivation and processing shall be 24 hours per day seven days a week. Hours of retail operation shall be Monday thru Sunday 8am-10pm, subject to local approval and consistent with customer preference.

Growth Projections

BRI has pursued a second dispensary location in East Boston. The company has secured all required municipal approvals for that location and has secured a provisional license from CCC. BRI has submitted an architectural review packet to CCC and awaits further action by CCC.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Restricting access to people under the age of 21

PLAN:

In accordance with 935 CMR 500.050(8)(b), Berkshire Roots Inc. ("BRI") provides a retail location accessible to consumers 21 years of age or older, with the exception for Registered Qualifying Patients with the Medical Use of Marijuana Program in possession of a Medical Registration Card.

In order to ensure no sale is made to an individual under the age of 21 years, identification is checked a minimum of two times by two different employees prior to the completion of the sale.

Upon arrival to the retail facility at 501 Dalton Avenue, everyone must present valid, government-issued, photo identification that matches the presenting individual. The dispensary agent may scan the identification using identification authenticity equipment or software. Upon satisfaction of the identification requirement, the dispensary agent admits the individual to the retail sales floor. The individual must also present their identification to the dispensary agent at the point of sale prior to the commencement of sale.

BRI works with city officials and the police department to ensure no diversion to minors occurs and to ensure regulations pertaining to loitering are strictly enforced.

In compliance with 935 CMR 500.105(4)(b)(3) BRI does not market, advertise or brand in a manner that might target or attract individuals under the age of 21.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Separation of Adult Use and Medical Use Operations

PLAN:

Pursuant to 935 CMR 502.105(8) and 935 CMR 502.140(6), Berkshire Roots Inc. ("BRI") provides virtual and physical separation between medical and adult-use products and sales areas. BRI maintains two virtual databases, one for Medical sales and one for Adult Use sales.

Specific registers and checkout lines in our facility are designated for Medical and Adult Use Programs. Medical patients are given priority status in line. Medical patients may choose to complete their transaction at any available register or at registers exclusively designated for medical transactions. All transaction and inventory data is separated at the POS and accounted for through individual logins and location-specific package details.

BRI ensures compliance with 935 CMR 502.140(9) by maintaining strict inventory records. BRI ensures cultivation and production are sufficient to meet the demand indicated by the analysis of sales data collected during the preceding six months and ongoing analysis of Patient Supply.

BRI maintains a mirror menu system for applicable products. The dispensary offers the same product menu for both Medical and Adult Use licenses, with exception of products exclusively for medical patients that do not adhere to the dosing limitations.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Summary of Personnel Policies and Procedures

Executive Management

Chief Executive Officer: The CEO shall provide overall leadership and vision for BRI. The CEO will work with and support the executive management team and employees to ensure that BRI is setting reasonable business and community benchmarks, achieving its goals, and fulfilling its mission. CEO duties shall include the following:

- Participate in BRI's interactions with state regulators and municipal officials;
- Develop, oversee, and execute a staffing plan and certain hiring protocols;
- Develop and implement personnel policies and procedures;
- Develop protocols to attract, hire, advance, discipline, and terminate employees and volunteers as needed to support BRI's operations;
- Ensure compliance with 935 CMR 500.105(2)(b), including all Responsible Vendor Training requirements for employees;
- Ensure compliance with all workplace policy laws and requirements;
- Ensure compliance with Massachusetts law and regulations, including 935 CMR 500.00 et seq.;
- Prepare and amend from time to time a BRI plan to ensure ongoing compliance with the provisions of 935 CMR 500.101(2)(f)(3);
- Prepare and amend from time to time a set of detailed written operating procedures to ensure ongoing compliance with the provisions of 935 CMR 500.105(1);
- Keep and maintain all BRI records, and making such records available for inspection by the Commission, upon its request, in accordance with 935 CMR 500.105(9);
- Work with the executive management team and the Director of Retail ("DR") to implement a plan to prevent the diversion of product in accordance with the applicable regulations, including 935 CMR 500.101 and 935 CMR 500.105; ensure that such anti-diversion plan incorporate the use of video monitoring, employee training, written guidance to employees, executive supervision and physical inspection of the premises, among other tactics;
- Ensure that each member of the executive management team shall attest by his signature that he has read and understands the requirements of 935 CMR 500.000 et seq., and shall keep a copy of such attestation within the books and records of BRI;
- Work with the executive management team and the DR to implement a diversity plan to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations;
- Lead BRI's interactions with state regulators and municipal officials; and

- Work as the team leader with other executives and employees, to review BRI's business and community objectives, and implement plans to achieve those objectives.

Sr. Director of Cultivation: The Sr. Director of Cultivation ("DC") shall operate and be responsible for maintenance, staffing, and ongoing operation of the cultivation facility.

Director duties shall include the following:

- Participate in BRI's interactions with state regulators and municipal officials;
- Implement all policies and procedures relating to the cultivation facility;
- Coordinate all cultivation staff work hours, assignments and collaborations;
- Develop plan to meet the demands of the business;
- Coordinate repairs and maintenance;
- Supervise and train cultivation employees in an ongoing capacity;
- Provide mandatory training for new cultivation employees;
- Maintain a record of space allocations;
- Work with cultivation staff to promote successful operations in all BRI cultivation facilities;
- Maintain a database of environmental controls and conditions;
- Provide pesticide control strategies and ensure IPM program effectiveness; and
- Adjust all mechanical systems and cultivation operations for optimum efficiency and production;
- Ensure quality control and testing of marijuana flower in compliance with 935 CMR 500.160.
- Recording wet and dry weight for all product including flowers and trim;

Head of Security: The Head of Security ("HOS") is responsible for implementing security policies and procedures for BRI. The HOS will maintain, implement, review and amend such policies as required by the business. HOS duties shall include the following:

- Participate in BRI's interactions with state regulators and municipal officials;
- Ensure compliance with all provisions of 935 CMR 500.110;
- Review and ensure proper maintenance of all security apparatus, including physical, human and technological security methods and equipment;
- Interact with state inspectors and municipal law enforcement authorities;
- Train and supervise security staff;
- Develop a plan for educating employees on the strict anti-diversion policy at BRI;
- Develop, review and supervise the process through which BRI will report security incidents;
- Prepare reports, in written and electronic form, relative to the maintenance of security at BRI, and generate any reports required by regulation to be provided to state regulators or law enforcement;
- Maintain current list of all authorized and registered employees working for BRI;
- Maintain current list of all employees authorized to access designated areas of the facility;
- Lead a working group comprised of the CEO, Cultivation Director, Production Director and any other designated personnel to ensure that current policies and

procedures are properly implemented, integrated, effective, and relevant to ensure the safety of BRI employees and assets;

- Work with the CS to ensure that all personnel complete and satisfy all background checks requirements prior to performing any BRI functionality; and
- Provide staffing, shift change and general oversight of security operations.
- In the event of any suspected diversion incident, perform an internal audit, referencing video surveillance, and product tracking software, to locate the time, place and agent involved with the discrepancy, and document and report in accordance with regulation.

Sr. Director of Production: The Production Director (“DP”) is responsible for handling all post-harvest product. In collaboration with the Cultivation Director, Production Director duties shall include the following:

- Participate in BRI’s interactions with state regulators and municipal officials
- Overseeing handling and transporting all harvested plants from cultivation rooms to the trim room;
- Overseeing handling, transporting and disposing of all waste material from cultivation rooms;
- Supervision of trim and production capabilities;
- Delegation of tasks to Trim Specialists;
- Ensure quality control and testing of marijuana infused products in compliance with 935 CMR 500.160;
- Monitor the status of the dry room and all product in the process of drying;
- Inspect the recording of wet and dry weight for all product including flowers and trim;
- Oversee bulk packaging, transfer and storing in product vault;
- Preparation of product for retail and wholesale markets;
- In collaboration with Inventory Manager and AIAs, develop procedures for inventory management, including electronic tracking and the allocation of physical space, shelves and containers within the premises including inventory protocols in compliance with 935 CMR 500.105(8) and (9); and
- In collaboration with Inventory Manager and AIAs, develop product scheduling to support sales and product development objectives.
- Delegation of tasks to cultivation, product manufacturing and trim staff;
- Monitor the status of the dry room and all product in the process of drying;
- Work with the Cultivation Director to ensure quality control and testing of marijuana flower in compliance with 935 CMR 500.160.

Controller: The Controller is responsible for handling all financial aspects of the company, including the following tasks:

- Participate in BRI’s interactions with state regulators and municipal officials
- Maintenance of financial records including purchase orders;
- Profit and loss projections;
- Cash management and financial reporting;
- Budget management;

- Payroll funding and management;
- Hire tax, accounting, payroll, legal and other professional services;
- Generate reports regarding gross sales, on a daily, monthly and annual basis, in a form and manner determined by the CEO.

Employees¹

Patient Care and Retail

Sr. Director of Retail: The Sr. Director of Retail (“DR”) shall supervise retail operations, including the handling, transfer, storage and dispensing of products. DR duties shall include:

- Open the retail space to the public at the appropriate hour;
- Close the retail space at the appropriate hour;
- Supervision of Dispensary Agents;
- Ensure all equipment, fixture and furniture are in working order;
- Ensure Dispensary Agents comply with all retail security protocols;
- Develop dispensing procedures, in collaboration with the CEO and other executives and employees, as required by regulation;
- Cash management and financial reporting;
- Generate reports regarding retail sales from each POS station, on a daily, monthly and annual basis, in a form and manner determined by the CEO;
- Ensure the reserve of a sufficient quantity and variety of marijuana products for registered patients, and reporting to the Commission should patient supply be exhausted, and a reasonable substitution not be made, all in accordance with 935 CMR 502.140(9);
- In collaboration with the CEO and other members of the executive management team, ensure that BRI remain compliant with all general operational requirements as set forth at 935 CMR 500.105; and
- Report to the CEO and other members of the executive management team with respect to retail operations.

Director of Facilities: The Director of Facilities (“DOF”) shall provide overall stewardship of the buildings, equipment, mechanical systems, fertigation systems, air handling systems and physical plant at 501A Dalton Avenue and future sites. The DOF will work with and support the executive management team and employees to ensure that BRI is achieving its goals and fulfilling its mission. DOF duties shall include the following:

- Participate in BRI’s interactions with state regulators and municipal officials;
- Implement all policies and procedures relating to use and operation of BRI facilities;
- Coordinate repairs and maintenance to BRI facilities;
- Supervise and train cultivation and product manufacturing employees with respect to the use and operation of equipment and mechanical systems including tables, lights, HVAC systems, CO2 and related systems;
- Work with cultivation staff to promote successful operations in all BRI cultivation facilities;

¹ As used in these Personnel Policies and Procedures, the term "employee" shall mean all registered agents, board members, directors, employees, executives, managers and volunteers or associated with any BRI facility, as further defined at 935 CMR 500.030(1), but shall not include third-party contractors. The pronouns “he” and “his” will refer to persons of both genders.

- Maintain a database of environmental controls and conditions;
- Provide pesticide control strategies and ensure IPM program effectiveness; and
- Adjust all mechanical systems and cultivation operations for optimum efficiency and production;
- Review and ensure proper maintenance of all security apparatus, including physical, human and technological security methods and equipment;
- Train and supervise staff with respect to security practices and protocols;
- Develop a plan for educating employees on the strict anti-diversion policy at BRI;
- Develop, review and supervise the process through which BRI will report security incidents;
- Prepare reports, in written and electronic form, relative to the maintenance of security at BRI, and generate any reports required by regulation to be provided to state regulators or law enforcement;
- Work with Cultivation Director and Production Director to ensure adequate supervision of trim and production capabilities;
- Overseeing bulk packaging, transfer and storing in product vault;
- In collaboration with inventory staff, develop procedures for inventory management, including electronic tracking and the allocation of physical space, shelves and containers within the premises including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- Monitor alarm systems, doors, interior and exterior video cameras, motion sensors and related technology;
- Lead BRI's response in the event of fire, theft, intrusion or other threat to health and safety at the facility;
- Respond and investigate security situations and alarm calls; and
- Clearly document the incident and details surrounding the incident in a written report for the executive management team.
- Establish facility protocols and SOPs to comply with all applicable OSHA standards

Training and Community Outreach Manager: The Community Outreach Manager ("COM") provides the strategy, planning and execution of Berkshire Roots' community outreach efforts in Pittsfield, across Berkshire County and the state. The COM participates in the hiring and training of all employees. The COM is responsible for the maintenance and implementation of the company's Diversity Plan (DP) and Plan for Positive impact (PPI). COM duties shall include the following:

- Management of ongoing community outreach events;
- Documentation and measurement of successes and failures w/r/t the DP and PPI, presentation of results to executive management team;
- Implementation of improvements to existing DP and PPI;
- Work closely with the CS to ensuring compliance with the Cannabis Control Commission's Guidance on DP and PPI (revised 2/25/19);
- Assist the CEO and CS with the maintenance of employee records;
- Collaborate with the DR to prepare and deploy materials respective to

- the onboarding and training of new employees;
- In conjunction with the MD, create and publish educational content on behalf of patients and the adult use community;
- Ensure the continued training of employees relative to their respective roles and goals within the company;

Sr. Marketing Director: Sr. Marketing Director (“MD”) works closely with the CS and the COM to achieve the company’s marketing and outreach goals while maintaining strict adherence to state regulations including but not limited to those specific to marketing and advertising. MD duties shall include:

- Coordinate and implement a marketing plan with measurable success metrics;
- Work with third party agents to achieve marketing goals;
- Preparation of marketing materials for review by the CS;
- Assisting the COM in the coordination of outreach events;
- Research and maintain database with respect to product supply and demand;
- Working to achieve brand awareness and brand visibility within a demographic of individuals over the age 21.

Dispensary Agent: Dispensary Agents (“DA”) participate in all patient care and retail functions. DAs operate under the direction of the Director of Facilities. DA duties shall include the following:

- Ensure that access to cannabis products, in accordance with 935 CMR 500.050(8)(b) is limited to individuals 21 years of age and older;
- Ensure that, if an individual is younger than 21 but more than 18 years of age, he will not be allowed to purchase product unless he provides proof that he is a registered qualifying patient and produces an active medical registration card or he is registered as a personal caregiver with an active Program ID Card;
- Provide access to educational and information literature;
- Maintain a line for patients and customers where same may secure individualized service in connection with the selection of product;
- Ensure that POS stations for adult-use and medical sales be physically separated as required by 935 CMR 502.140(6);
- Ensure that, upon checkout, patients and customers confirm their identities and age a second time;
- Ensure that, upon checkout, use of BRI’s seed-to-sale tracking system is in compliance with regulations;
- In accordance with Mass. Gen. Laws ch. 94G § 7, ensure that no patient or customer buy more than one ounce of marijuana flower or five grams of marijuana concentrate in any one transaction;
- Ensure the collection of all taxes at the point and time of sale;
- After the patient or customer makes a product selection, collect the selected product from the product storage area and scan the barcode into the POS system;

- If the patient or customer selects flower, weighing the product and placing the product into an approved child-resistant package in compliance with 935 CMR 500.105(5);
- Upon sale, generate and affix a label to the product, and confirming that the label reflects the date, strain name, cannabinoid profile, and all applicable warnings as required by 935 CMR 500.105;
- Maintain a clean, quiet and orderly sales process respectful of patient and customer access, confidentiality, and safety; and
- Participate in all continuing education courses.

Cultivation

Associate Cultivation Agent: Associate Cultivation Agents (“ACA”) participate in daily cultivation tasks. ACAs operate under the supervision of the DC. ACA duties shall include the following:

- Perform routine maintenance and oversight of cultivation equipment, including tables, lights, HVAC, and irrigation and nutrition systems;
- Develop harvest schedules.
- At the direction of the DC, ACAs supervise Cultivation Specialists in all cultivation tasks, including the application of pesticides;
- Monitor, inventory, purchase, and store all cultivation supplies and order such supplies as needed; and
- Report at the close of business every day to the DC.

Cultivation Specialist: Cultivation Specialists (“CS”) are responsible for all tasks assigned by the Cultivation Director. A Cultivation Specialist shall report directly to Cultivation Director, or by designation of the Cultivation Director, to ACAs. Responsibilities include, but are not limited to the following duties:

- Nutrition, water and irrigation;
- Clean and sterilize;
- Prune and pot;
- Application of pesticide and pest control;
- Monitor plant and media for mold and pests;
- Propagation; and
- Table and equipment assembly.

Security

Associate Security Agent: Associate Security Agents (“ASA”) monitor BRI’s security

systems. ASAs shall perform the following duties:

- Monitor alarm systems, doors, interior and exterior video cameras, motion sensors and related technology;
- Ensure that all employees and others accessing the facility have the appropriate credentials and identification;
- Ensure that only properly authorized individuals are able to gain access to the facility;
- Lead BRI's response in the event of fire, theft, intrusion, or other threat to health and safety at the facility;
- Respond and investigate security situations and alarm calls;
- Clearly document any incident and details surrounding the incident in a written report for the CSO;
- Monitor all employee and public entrances to the facility;
- Maintain logbooks for employees and the public; and
- Provide escorted access as required in restricted areas.

Compliance Specialists: The Compliance Specialists, ("CS") shall administer background checks and suitability determinations for all BRI employees. Compliance Specialist duties shall include the following responsibilities:

- In collaboration with the HOS and Human Resources, implement and administer background checks on all employees in a manner consistent with Massachusetts law and regulation, including 935 CMR 500.000;
- Review background checks prior to any employee commencing work, and prior to any employee being granted access to any BRI facility in a manner consistent with Massachusetts law and regulation, including 935 CMR 500.100;
- Register each employee with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04 for purposes of determining suitability.
- For purposes of further ensuring employee suitability, the CS shall:
 - a. Review any and all conditions, offenses, and violations occurring in Massachusetts or any other state, whether under state law or under the laws of the United States, or the law of any military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. Review any and all criminal disqualifying conditions, offenses, and violations, including the crimes of attempt, accessory, conspiracy, and solicitation.
 - c. Where applicable, review 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.
 - d. Exclude from consideration any juvenile dispositions as a factor for determining suitability.
 - e. Analyze all background checks to Massachusetts law, including but not limited to 935 CMR 500.800, inclusive of all tables and exhibits.

- f. Not less frequently than monthly, consult the Commission for purposes of determining any change of law, regulation or guidance, and to determine any change in recommended best practice.
- g. Administer the BRI background check protocol, in accordance with Massachusetts law and regulation, and any guidance provided by the CCC from time to time, including 935 CMR 500.802 and related tables.
- h. Determine whether grounds exist for Mandatory Disqualification or Presumptive Negative Suitability Determination and, in the event a Presumptive Negative Suitability Determination is made, BRI will consider the following factors: (i) time since the incident; (ii) age of the subject at the time of the incident; (iii) nature and specific circumstances of the 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.
- Upon finding an adverse determination, a Compliance Specialist shall:
 - a. Report the adverse finding to the HOS and HR immediately;
 - b. Within seven (7) days of such determination, provide the applicant a copy of the background screening report and a final adverse determination letter providing the applicant with instruction relative to the right to dispute the contents of the report and rights to supplement or pursue an appeal to the Suitability Review Commission;
 - c. Document such adverse determination in compliance with all requirements set forth in 935 CMR 500 et seq.; and
 - d. Maintain such determination within BRI personnel records.

Inventory

Inventory Manager: At least weekly, the Inventory Manager ("IM") shall record an inventory count, and shall report same to the Production Director. Additional IM duties shall include the following:

- Develop and implement comprehensive inventory controls;
- Develop and implement comprehensive reporting policies to meet internal and external reporting requirements;

- Maintain all inventory records;
- Staffing and supervising all Associate Inventory Agents;
- Handle, store, label and track all inventory; and
- Work with the Production Director and HOS, implement safe and compliant transportation protocols

Associate Inventory Agents: Associate Inventory Agents (“AIA”) support the daily functionality of the Inventory Manager. AIA duties shall include the following responsibilities:

- Maintain all records relating to inventory, including storage, transfer, audit, package, inventory levels and demand, and other records as required by the business;
- Document the acquisition, sale, disposal, and ending inventory counts on a daily and monthly basis;
- Ensure product is properly packaged, stored, labeled, maintained, and recorded within BRI’s electronic and physical systems; and
- Ensure proper storage and disposal of waste in accordance with 935 CMR 500.105(12).

Product Manufacturing

Trim Manager: The Trim Manager (“TM”) is responsible for overseeing all post-harvest trimming of marijuana plants, both mechanical and manual. The Trim Manager reports to the Cultivation Director. TM duties shall include the following responsibilities:

- Create Trim Specialist work scheduling;
- Track and records all wet and dry weight processed;
- Oversee all dry / cure activities;
- Set and execute SOPs to maintain a sterile environment in the Trim Room;
- Ensure proper supplies and material for the Trim team
- Ensure proper storage and disposal of waste in accordance with 935 CMR 500.105(12).

Trim Specialists: Trim Specialists (“TS”) are responsible for post-harvest trimming of marijuana plants, both mechanical and manual. Trim Specialists report directly to the Trim Manager and are responsible for the following:

- Receive daily tasks from the Trim Manager;
- Assisting in the harvest of marijuana;
- Trim marijuana plants;
- Maintain a sterile environment in the Trim Room;
- Clean and maintain scissors and trim machines; and

MIP Specialists: MIP Specialists (“MIPS”) are responsible for producing infused product. MIP Specialists report directly to the MIP Manager and are responsible for the following:

- Receive daily tasks from the MIP Manager;
- Design, develop and produce MIP products with suitable characteristics such as dose, look, feel, taste, and texture;
- Extract marijuana and trim;
- Maintain and operate all MIP equipment and machinery;
- Store, cure and package MIP products;
- Report to the MIP Manager on a daily basis with respect to quality, quantity, and expected inventory; and
- Clean and maintain all furniture, fixtures and equipment relating to MIP production.

Personnel Records

Personnel records for each employee will be maintained for at least twenty-four (24) months after employee separation from the company. Personnel records shall include, but not be limited to, the following:

- Job description stating duties, authority, responsibilities, qualifications, and supervision;
- Employment agreement, if any;
- Documents related to employee training, including training regarding privacy and confidentiality requirements, and a signed statement of the employee indicating the date, time, and place of such training;
- Documentation relating to compensation, including a statement of graduated compensation by date and pay rate;
- Performance evaluations;
- Disciplinary records, if any;
- Documents relating to background investigation, including CORI reports; and
- All materials required by the Commission pursuant to 935 CMR 500.030(2).

Personnel records will be kept in a secure location to maintain confidentiality and be accessible only to the CEO or designees, all of whom shall be members of the executive management team.

Professional Conduct

Standards of Conduct

BRI is committed to maintaining an environment conducive to the health and wellbeing of customers, employees, and the community. BRI strives to provide a workplace free from harassment, bullying or discrimination. BRI does not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, or any other trait or characteristic protected by law. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to BRI's values and shall provide grounds for discipline, up to and including termination. BRI policies shall prohibit any physical or verbal conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- Has the purpose or effect of unreasonably interfering with an employee's work performance; or
- Adversely affects an employee's employment opportunities.

All BRI employees shall maintain the highest degree of professional behavior. Harassment or discrimination by or against employees is strictly prohibited, and the CEO shall promptly address any offending conduct.

At-Will Employment

Unless otherwise specified in a signed writing executed by the CEO and the employee, employment at BRI shall be at-will. The employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Each party reserves the right to end the employment.

Workplace Attire

Workplace attire must be suitable for each specific role and task. The CEO and the executive team shall determine appropriate attire and shall ensure compliance with all workplace attire requirements.

Business Hours

Cultivation & Production --

Monday: 24 hours
Tuesday: 24 hours
Wednesday: 24 hours
Thursday: 24 hours
Friday: 24 hours
Saturday: 24 hours
Sunday: 24 hours

Retail--

Monday: 8:00 am – 10:00 pm
Tuesday: 8:00 am – 10:00 pm
Wednesday: 8:00 am – 10:00 pm
Thursday: 8:00 am – 10:00 pm
Friday: 8:00 am – 10:00 pm
Saturday: 8:00 am – 10:00 pm
Sunday: 8:00 am – 10:00 pm

Compensation and Employment Practices

Standard Employment Practices

BRI offers competitive wage and benefits packages and shall develop a workplace culture that values work-life balance, transparent and accessible management, and a work ethic consistent with the cannabis program in Massachusetts.

Compensation

Compensation shall be negotiated on an individual basis. BRI shall determine compensation based on the prevailing wage in the marketplace. Compensation shall account for skill, experience, education, work history and other lawful criteria as determined by BRI. The CEO and the executive management team shall determine compensation rates. BRI shall at all times comply with applicable state and federal law in determining employee compensation.

Compliance with Law and Regulation

BRI's written policies shall adhere to applicable federal and state laws, including but not limited to the Family and Medical Leave Act, the Consolidated Omnibus Budget Reconciliation Act, the Equal Employment Opportunity Act, the Employee Retirement Income Security Act, the Americans with Disabilities Act, 935 CMR 500.000 et. seq., and with laws pertaining to holidays, work hours, personal time, paid time off, confidentiality and workplace safety. The executive management team oversees company compliance, and the CEO shall implement company policies and procedures.

Work Schedules

Work schedules shall be part-time or full-time. Schedules will be set and classified according to the demands of the business. BRI shall develop and implement work schedules that provide necessary duty and personnel coverage. BRI shall determine work schedules to ensure adequate coverage on a daily basis, and to diminish the likelihood of duplicate staffing or overtime coverage.

Performance Reviews

At least annually, all employees shall receive performance reviews. A written review, in a form determined by the CEO, shall accompany each employee review. Such review shall be signed by the employee and shall be retained in the personnel files of the company. As determined by the CEO, reviews shall provide a reasonable evaluation of employee performance, and may include scoring metrics, narrative content and other performance methodologies.

Vacation, Paid Leave and Family Leave Policies

BRI leave policies will comport with all applicable state and federal statutes. All full-time employees will receive two 40-hour weeks of paid vacation annually. Leave must be requested at least two weeks in advance and approved by the CEO or designee. BRI anticipates observing all national holidays, and will elect on an annual basis whether to

observe state holidays.

Disciplinary Policy

BRI has adopted a disciplinary policy designed to provide a graduated series of corrective actions. This policy, called the “Steps” policy, is intended to improve employee performance, promote the maintenance of a cohesive and productive workplace, and prevent recurring adverse behaviors. In addressing disciplinary matters, BRI shall apply the steps described below:

Step 1: Individual Advice and Counsel

A member of the executive management team shall individually discuss the subject conduct with the employee. The executive shall identify the offending conduct, and clearly outline company expectations for resolution.

Step 2: Written Warning

Within seven (7) days of the discussion described in Step 1, the executive will prepare a document characterizing the discussion, and will provide a copy of the document to the employee. The employee will sign the document, a copy of which BRI will maintain in the personnel file.

Step 3: Final Written Warning

Should the offending conduct persist or reoccur, a member of the executive management team will prepare a document characterizing the offending conduct and will provide a copy of the document to the employee. The document may include witness statements or reference other evidence. The document will state “Final Warning” in prominent text. The employee will sign the document, a copy of which BRI will maintain in the personnel file. If the executive finds the offending conduct problematic, disruptive or harmful, or implicants the health or safety of other employees, the executive may recommend to the CEO that the employee be removed from the workplace. The CEO shall act on any such recommendation within forty-eight (48) hours.

Step 4: Termination of Employment

The last step is termination of employment. BRI reserves the right terminate if, notwithstanding the steps set forth above, employee conduct fails to comport with BRI policies and procedures. BRI reserves the right to terminate without prior notice or disciplinary action. The CEO must approve termination in writing, a copy of which BRI will maintain in the personnel file.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling, nor shall anything in this policy be construed as modifying or altering the at-will employment relationship established between BRI and its employees.

Conduct Not Subject to “Steps” Disciplinary Policy

Illegal behavior is not subject to the “Steps” policy and may be reported to local law enforcement. Intoxication, physical harassment, sexual harassment, bullying, theft, misappropriation of intellectual property, and like behaviors shall not be subject to the “Steps” policy and may be grounds for immediate termination.

Separation of Employment

A separating employee may contact the CEO or other supervising authority to schedule an exit interview. BRI reserves the right to refuse any such interview. The interview, if any, shall occur on or after the employee’s last day of work.

Company Property

A separating employee must return all company property at the time of separation, including but not limited to uniforms, cell phones, keys, computers, and identification cards. Failure to return items may result in deductions from final paycheck. An employee may be required to sign a wage deduction authorization form to facilitate the deduction of the cost of unreturned items from the final paycheck.

Termination of Employee Benefits

An employee separating from BRI is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks’ notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

COBRA Health Insurance

Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. BRI shall provide information about employee rights under the Consolidated Omnibus Budget Reconciliation Act (COBRA) relative to the continuation of health insurance coverage.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Quality Control and Testing Procedures

PLAN:

Berkshire Roots Inc. ("BRI") strives to provide its patients and patrons with cannabis of the highest quality. BRI does so by implementing strict operational controls, maintaining a sanitary and secure environment, and utilizing independent laboratory testing. Cultivation and processing areas are cleaned and monitored daily for signs of contaminants such as mold, fungus, and pests. Should a contamination event occur, BRI staff will remedy the contamination, relying on individual expertise and on peer support.

BRI meets or exceeds sanitary guidelines set out in Massachusetts regulations. Staff utilizes locker rooms to transition into uniforms and store personal belongings before entering the cultivation or processing areas. The use of footbaths and air curtains aid in the prevention of contaminants in these areas.

Pursuant to Massachusetts regulation, BRI tests products with approved third-party laboratories to ensure efficacy in processes as we develop new products and utilize new equipment. Additionally, from time to time, whether at random or in conjunction with an investigation, BRI opens products from the existing inventory to verify quality control.

All marijuana not passing laboratory testing standards will be disposed of in compliance with 935 CMR 500.105(12).

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Maintenance of Financial Records

PLAN:

Berkshire Roots Inc. ("BRI") adheres to strict financial controls. All records are available to CCC officials upon request. BRI keeps books and records in electronic form, unless the demands of the business require otherwise. Per Massachusetts regulation, BRI maintains record of:

1. Assets and liabilities of the company;
2. Monetary transactions;
3. Books of accounts, which shall include: journals, ledgers and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records, including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment.

BRI has retained the services of Accounting Resources Inc., a book-keeping and chart of accounts firm. BRI has also retained Restivo Monacelli, CPA, to assist in tax, audit, and the development of financial controls.

BRI uses Leaf Logix point of sale system to track gross revenue. BRI analyzes the data and imports it into financial tracking software. On a daily basis, BRI uses Leaf Logix to track and record all sales from each POS. At the close of business each day, a BRI manager or director reconciles the daily sales from each POS and records and initials this data in a sales folder. All sales through Leaf Logix are separated by Medical and Adult Use. The company creates financial statements monthly and annually, such statements including: balance sheets, income statements, and cash flow statements.

In order to preserve patient data and confidentiality, BRI adheres to HIPAA-based practices for all transactions involving qualified patients.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Qualifications and Training

PLAN:

Employee training is a critical component of the operations and success of Berkshire Roots Inc. ("BRI"). Our executive team is responsible for the development and execution of the BRI training plan. Pursuant to 935 CMR 500.105(2) training is tailored according to the roles, responsibilities, and job functions of each dispensary agent and includes Responsible Vendor Program training for all applicable positions, pursuant to 935 CMR 500.105(2)(b). No employee may work on-site prior to receiving required orientation training.

BRI does not discriminate in hiring or operating decisions. All managers and supervisors must comply with all applicable EEOC and MCAD guidelines when managing personnel. All BRI policies and practices are designed to prevent discrimination based on age, race, color, height or weight, gender, sexual orientation, religious affiliation, marital status, disability, or medical condition.

BRI has hired its current staff in accordance with a staffing plan reviewed and approved by the Cannabis Control Commission in connection with BRI's applicable certificates. All executives and officers have previously disclosed education and employment history, as required by the Cannabis Control Commission, and continues to update such information from time to time as required by Massachusetts law and regulation.

All dispensary agents must be 21 years of age or older and must satisfy the background and CORI checks required by Massachusetts law.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Record Keeping Procedures

PLAN:

Berkshire Roots Inc. ("BRI") maintains all records in compliance with 935 CMR 500.105(9). Seed-to-Sale software allows BRI to track and store detailed records of current and past production of marijuana and MIPs in all phases of production; dispensary records; and other data relative to production, sale, and security.

Employee records are maintained in accordance with 935 CMR 500.105(9)(d). Corporate documents, provisional and final certificates, accounting information, and other required documentation as stated in 935 CMR 500.105(9)(e) are securely maintained and available upon request by the Cannabis Control Commission.

All digital records are backed up to redundant, cloud-based, encrypted, secure servers, thereby ensuring the integrity of BRI's records in the event of a technological failure. Where necessary, paper documentation is stored in secure storage cabinets available only to authorized BRI personnel.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 23, 2020

RE: Diversity Plan to promote and ensure equitable opportunity for minorities, women; veterans; people with disabilities; and people of all gender identities and sexual orientations.

PLAN:

Diversity Mission

Berkshire Roots Inc. ("BRI") aims to engage the entire community in its diversity mission and to establish specific, measurable goals to promote equity for the above-listed groups in the operation of BRI's proposed Marijuana Establishment. It will be the responsibility of the Community Outreach Director and the General Manager to ensure program success.

Vision

We strive to build a staff that reflects the racial, ethnic, and cultural diversity of our community and our country. We build lasting relationships with people from diverse backgrounds and aspire to be a leader in promoting inclusion, equity, and community engagement. We believe that our commitment to promoting diversity inspires exceptional employee performance, enhances patient and customer experience, and contributes to financial viability.

Five Key Elements

1. Establish ambitious goals for staff diversity
2. Recruit, hire, and retain a diverse staff
3. Increase staff awareness of the importance of inclusion and diversity
4. Conduct continuous outreach designed to engage diverse members of the community
5. Measure engagement and participation against the diversity goals

Element No. 1

BRI will strive to develop and maintain a diverse pool of candidates for participation in the cannabis sector. Our intent is to build a workforce that is reflective of the demographics of our community. Our workforce will include minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations in numbers at least equal to those present

within the community at large, if not more. We will conduct an analysis of the community using public and private resources and will endeavor to improve our understanding of the community.

BRI will develop and implement several strategic initiatives to secure and maintain a diverse and qualified group of employees. These initiatives will include, at a minimum, the following:

- Hosting career fairs at least quarterly (i.e. a minimum of 4 times per year), in underrepresented and minority communities;
- Using online resources such as indeed.com, zip recruiter.com, and social media platforms to cast a wide search for diverse employees;
- Interacting with local chambers of commerce and civic organizations to build relationships with diverse segments of the business community;
- Creating and distributing internal workplace newsletters to encourage current employees to recommend individuals that might advance the diversity and business performance objectives of the company;
- Contracting with suppliers that demonstrate a commitment to diversity and inclusion; and
- Partnering with child care, transportation, human services and other organizations in an effort to identify diverse candidates and overcome traditional obstacles to employment.

Element No. 2

In order to attract and retain a diverse staff, the company will engage in the activities listed below:

- Develop new partnerships, and maintain and strengthen current partnerships with culturally diverse institutions, including colleges, trade unions and churches, with a focus on conducting targeted recruiting and hiring initiatives for potential candidates that will diversify the staff;
- Provide specific opportunities for success, including job training that will ensure employees have the required skills to carry out assigned responsibilities. Job training will occur daily during the first week of employment and will focus on: (1) habits for success; (2) safe and responsible employment practices; (3) understanding company policies and state regulations. Once initial training is complete, employees will receive ongoing bi-monthly training sessions to ensure continued compliance and equip employees with skills necessary for advancement.
- Provide specific opportunities for success, including mentoring programs. Mentoring programs will be offered to those individuals seeking additional and specific guidance out-side of the normal course of employee recruiting and training. Mentoring programs will focus on aiding the mentee in the following areas: (1) job achievements; (2) company

advancement; and (3) long term career objectives. Mentoring will occur at a time and frequency as determined by the mentee but in no instance less than quarterly.

- At least quarterly, BRI will offer a business-relevant seminar to introduce diverse sectors of the workforce to technical skills (e.g. plant science, cultivation techniques, manufacturing, etc.) and analytical skills (e.g. financial accounting, inventory management, etc.)
- Gather, compile, and share demographic data, and reflect on any patterns or trends which appear in the data;
- Establish procedures for diversity orientation and annual continuing education for all management and staff;
- Develop a consistent process for identifying, screening and interviewing candidates on issues relating to diversity and equity;
- Analyze exit surveys, and develop recommendations to improve retention and quality of staff;
- Implementation of a process to provide orientation to all new administrators on the topic of diversity and equity; and
- Organize social and networking events each twice a year in an effort to build relationships and increase retention.

Element No. 3

In order to increase staff awareness of the importance of inclusion and diversity, the company will:

- Conduct quarterly reviews of the business to search for and remove barriers for people of diverse backgrounds, to ensure they have access to opportunities within the company;
- Develop collaborative workplace processes to provide first-hand experiences;
- Utilize instructional materials aligned to the company's business objectives in order to provide all employees with an understanding of how cultural differences might affect or enhance participation in the workplace;
- Create an environment of trust between management and staff as well as amongst peers within the workplace;
- Hold an annual employee training to maintain awareness and to continue to promote diversity within the company; and
- Develop a process and procedure to properly document and resolve any matters that may impact the diversity plan.

Element No. 4

In order to engage diverse members of the community, the company will conduct at least one of the following items per month:

- Encourage community participation in activities sponsored by the company, including community events (to be held quarterly), street fairs (to occur monthly during summer), job fairs (to be held quarterly);
- As permitted and is practical within the city, BRI will encourage community participation in activities sponsored by the company, including chamber of commerce events, small business Saturdays, various networking events and community fundraisers. BRI will participate in at least one of the aforementioned events at least quarterly;
- Engage in honest conversation with management and staff on a semiannual basis about issues that impact a diverse population; and
- Use print and electronic communication tools, including web and social media, to share information about the opportunities for employment and participation within the company.

Element No. 5

In order to measure outcomes against the diversity goals of the company, BRI will:

- At least annually evaluate the then-current process used for recruiting, hiring and retaining staff to determine whether the diversity plan is still effective;
- Collect and analyze data, including demographic information related to the composition of the workforce, and whether the company's plan is achieving its diversity objectives;
- Measure the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Measure the number of promotions for people falling into the above-referenced demographic groups since initial licensure;
- Measure the number of positions created since initial licensure;
- Measure the number and subject matter of trainings held, and track the number of individuals falling into the above-listed demographics in attendance;
- Document the number and natures of employment outreach and community events and the individuals that attended, and retain copies of any materials distributed at such events;
- Publish such employment data, and at least annually, share that data with management, staff and the CCC; and
- Develop a written plan for continuous improvement.

Affirmative Statement

In accordance with the Guidance on Required Positive Impact Plans and Diversity Plans (revised 6/4/20), BRI affirmatively states as follows: (1) The applicant acknowledges and is aware, and 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; and (2) Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

TO: Cannabis Control Commission

FROM: Berkshire Roots Inc.

DATE: October 27, 2020

RE: Energy Compliance Plan

PLAN:

In an effort to mitigate its environmental impact, BRI will utilize management best practices to reduce energy and water consumption at its facility located at 501 Dalton Avenue in Pittsfield. BRI has made improvements to the premises in accordance with its commercial lease. Prior to renovation of the premises, BRI chose to utilize tools and materials that would reduce the day to day energy use. BRI has since implemented several energy reduction strategies as defined below:

1. Installation of LED lighting controlled by movement sensor. On average, LED lights use 75% less energy than traditional incandescent lighting. BRI has installed LED lights throughout the entirety of the retail, inventory, and vestibule spaces, all of which are controlled by movement sensors to ensure that lights are not on when a space is not in use.
2. Lighting Schedules. In an effort to optimize plant health in the most efficient manner possible, BRI has incorporated meticulous lighting schedules in all cultivation rooms.
3. Efficient Electric Water Heater. BRI has installed a state-of-the-art electric water heater for domestic hot water to promote energy efficiency.
4. Improved Insulation. BRI has utilized spray foam insulation on the underside of the ceilings to increase air sealing within the retail space and increase R-values throughout the premises.
5. Split-System HVAC. BRI has installed split system HVAC units with modern electronic thermostat control. These HVAC systems are adjusted according to the season. The electronic thermostat control is programmed to adjust to the temperature to energy saving levels outside of regular business hours. BRI ensures regular and routine maintenance of all HVAC units to ensure the units are operating at top efficiency.
6. Auto-Door Closers. All exterior doors have been outfitted with automatic closers to reduce air infiltration into the space. Additionally, BRI has outfitted the retail space with a vestibule entrance to further reduce air infiltration into the space.

On July 6, 2020 BRI was granted an Energy Compliance Extension. BRI is actively working to modify the facility at 501 Dalton Avenue to comply with the current Energy and Environment

requirements as described in the January 2020 Energy and Environment Compiled Guidance. BRI has explored and taken steps toward initiating a range of energy-saving techniques as described below:

1. Active Load Management. BRI is actively considering the installation of an onsite electric generator that would relieve energy consumption during peak demand hours.
2. Light Energy Reduction. BRI is actively exploring a variety of project plans with an aim to retrofit existing cultivation lights with more energy efficient LED lights.
3. Reduction of Electrical Heating Demand. BRI has and continues to install insulation to water lines throughout the facility.
4. Engagement with Energy Efficiency Programs. Pursuant to M.G.L. c. 25, § 21 BRI has applied for, and been granted an Energy Efficiency Incentive through Eversource Energy. The Energy Efficiency Incentive application process was promulgated by the Mass Save program which shares a common goal of helping residents and businesses across Massachusetts save money and energy.